

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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**In re:** : **Chapter 11**  
: :  
**WASHINGTON MUTUAL, INC., et al.,<sup>1</sup>** : **Case No. 08-12229 (MFW)**  
: :  
: : **(Jointly Administered)**  
**Debtors.** : :  
: : **Objection Deadline: May 13, 2010 at 4:00 p.m. (ET)**  
: : **Hearing Date: May 19, 2010 at 11:30 a.m. (ET)**  
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**MOTION OF DEBTORS FOR AN ORDER,  
PURSUANT TO SECTIONS 105, 502, 1125, 1126, AND 1128 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 3003, 3017,  
3018 AND 3020, (I) APPROVING THE PROPOSED DISCLOSURE  
STATEMENT AND THE FORM AND MANNER OF THE NOTICE  
OF THE DISCLOSURE STATEMENT HEARING, (II) ESTABLISHING  
SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING  
A CONFIRMATION HEARING, AND (IV) ESTABLISHING NOTICE AND  
OBJECTION PROCEDURES FOR CONFIRMATION OF THE DEBTORS' JOINT PLAN**

Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (collectively, the "Debtors"), file this motion (the "Motion") for an order (i) approving the proposed disclosure statement (the "Proposed Disclosure Statement")<sup>2</sup> for the Debtors' plan (the "Plan")<sup>3</sup> and the form and manner of the notice of the hearing on the Proposed Disclosure Statement, (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, and (iv) establishing notice and

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> *Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, filed March 26, 2010 [Docket No. 2623].

<sup>3</sup> *Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated March 26, 2010 [Docket No. 2622], a copy of which is attached to the Proposed Disclosure Statement as Exhibit A.



objection procedures in respect of confirmation of the Plan, including the Global Settlement Agreement (as defined below),<sup>4</sup> and respectfully represent:

### **JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

2. On September 26, 2008 (the “Commencement Date”), each of the Debtors commenced with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) a voluntary case pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). As of the date hereof, 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.

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

4. On October 15, 2008, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). On January 11, 2010, the U.S. Trustee appointed an official committee of equity security holders (the “Equity Committee”).

### **WMI’s Business**

5. WMI, a holding company incorporated in the State of Washington, is the direct parent of WMI Investment Corp. (“WMI Investment”), which served as an investment

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<sup>4</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Proposed Disclosure Statement or, if not defined in the Proposed Disclosure Statement, in the Plan.

vehicle for WMI and holds a variety of securities. WMI Investment is incorporated in the State of Delaware.

6. Prior to the Commencement Date, WMI operated as a savings and loan holding company that owned Washington Mutual Bank (“WMB”) and, indirectly, such bank’s subsidiaries, including Washington Mutual Bank fsb (“WMBfsb”). WMI owns all of the outstanding stock of WMB, and WMI also has certain non-banking, non-debtor subsidiaries (the “Non-debtor Subsidiaries”). Like all savings and loan holding companies, WMI was subject to regulation by the Office of Thrift Supervision (the “OTS”). WMB and WMBfsb, in turn, like all depository institutions with federal thrift charters, were subject to regulation and examination by the OTS. In addition, WMI’s banking and nonbanking subsidiaries were overseen by various federal and state authorities, including the Federal Deposit Insurance Corporation (the “FDIC” and, in its corporate capacity, “FDIC Corporate”).

7. On September 25, 2008, the OTS, by order number 2008-36, closed WMB, appointed the FDIC as receiver for WMB (the “FDIC Receiver”), and advised that the FDIC Receiver was immediately taking possession of WMB’s assets (the “Receivership”). Immediately after its appointment as receiver, the FDIC Receiver sold substantially all the assets of WMB, including the stock of WMBfsb, to JPMorgan Chase Bank, National Association (“JPMorgan Chase”) pursuant to that certain *Purchase and Assumption Agreement, Whole Bank*, dated as of September 25, 2008 (the “Purchase and Assumption Agreement”).

8. WMI’s assets include its common stock interest in WMB, its interest in its non-banking subsidiaries, and a claim to more than \$4 billion of cash that WMI and its non-banking subsidiaries (including WMI Investment) had on deposit at WMB and WMBfsb immediately prior to the time the FDIC was appointed as receiver (collectively, the “Deposits”).

### **The Receivership and Ensuing Litigation**

9. Since the Commencement Date, and as a result of actions taken in the chapter 11 cases and the Receivership, significant litigation has been commenced and pursued by and among the Debtors, JPMorgan Chase and the FDIC Receiver. Such litigation has included assertions for turnover of the Deposits, allegations of fraudulent transfers or other avoidance actions, and claims that assets belong to one party or another. Additionally, other parties have intervened in such litigations, asserting rights or interests in the subject disputes and corresponding assets. In certain instances, such litigations have proceeded to hearings on summary judgment while, with respect to others, they have been stayed.

10. On March 12, 2010, at a hearing before the Bankruptcy Court in which the parties anticipated the Bankruptcy Court would render a ruling on summary judgment with respect to the Deposits, the Debtors announced on the record that they had reached a compromise and settlement of the foregoing disputes with JPMorgan Chase and the FDIC (as described below) and, accordingly, requested the Bankruptcy Court adjourn rendering its decision with respect to the Deposits. Specifically, at such hearing, the Debtors, with the concurrence of JPMorgan Chase and the FDIC, recited the material terms and conditions of their understanding, including, without limitation, the resolution of the Deposits, the allocation of disputed assets, the transfer of certain liabilities, and the exchange of mutual releases.

11. On March 26, 2010, the Debtors filed the Plan and the Proposed Disclosure Statement, together with a proposed global settlement agreement (the “Global Settlement Agreement”), by and among WMI, JPMorgan Chase, the FDIC, and others, which agreement incorporated the terms and provisions of the announced understanding. While the provisions of the proposed settlement agreement have been agreed to by WMI, JPMorgan Chase

and significant creditor groups of WMI, as of this date, the FDIC has some remaining concerns. However, discussions are ongoing among the parties, and they are hopeful that such agreement will be obtained in the near future.

### **The Disclosure Statement**

12. In accordance with Bankruptcy Rule 3016(b), the Debtors prepared and filed, the Proposed Disclosure Statement, which is intended to provide parties with adequate information and disclosure about the terms of the Plan. The Debtors intend to provide parties with copies of the Proposed Disclosure Statement, once approved, in connection with the Debtors' solicitation of acceptances of the Plan.

### **RELIEF REQUESTED**

13. By this Motion, and pursuant to sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors seek entry of the proposed order attached hereto as **Exhibit A** (the "Proposed Order"), which –

- (a) approves the Proposed Disclosure Statement, a copy of which is attached as Exhibit 1 to the Proposed Order, as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
- (b) approves certain solicitation procedures, as described below;
- (c) schedules a hearing to consider confirmation of the Plan on **July 20, 2010 at 10:30 a.m. (Eastern Time)** (the "Confirmation Hearing"); and
- (d) approves certain Plan confirmation procedures, as described below.

14. For the Court's reference, as described in further detail below, the key dates set forth in this Motion and to be incorporated in the Proposed Order are summarized below:

	<b>Date</b>
Disclosure Statement Objection Deadline	May 13, 2010 at 4:00 p.m.
Disclosure Statement Hearing	May 19, 2010 at 11:30 a.m.
Record Date	May 19, 2010
Solicitation Date	On or about May 26, 2010
Objection Deadline to Confirmation of the Plan	June 25, 2010 at 4:00 p.m.
Voting Deadline	July 7, 2010 at 5:00 p.m.
Confirmation Hearing	July 20, 2010 at 10:30 a.m.

15. Also summarized below are the various exhibits cited throughout this Motion:

	<b>Exhibit / Relevant Document</b>
Proposed Order	Exhibit A
Proposed Disclosure Statement	Exhibit 1 to the Proposed Order
Plan	Exhibit A to the Proposed Disclosure Statement
Notice of the Disclosure Statement Hearing	Exhibit 2 to the Proposed Order
Notice of the Confirmation Hearing	Exhibit 3 to the Proposed Order
Ballots	
Form of General Unsecured Ballot	Exhibit 4-1 to the Proposed Order
Form of General Ballot	Exhibit 4-2 to the Proposed Order
Form of Multiclass Master Ballot	Exhibit 4-3 to the Proposed Order
Form of Multiclass Beneficial Ballot	Exhibit 4-4 to the Proposed Order
Form of Class 3 Senior Subordinated Notes Claims Master Ballot	Exhibit 4-5 to the Proposed Order
Form of Class 3 Senior Subordinated Notes Claims Beneficial Ballot	Exhibit 4-6 to the Proposed Order
Form of Class 18 REIT Series Master Ballot	Exhibit 4-7 to the Proposed Order
Form of Class 18 REIT Series Beneficial Ballot	Exhibit 4-8 to the Proposed Order

Form of Class 19 Preferred Equity Interests Master Ballot	Exhibit 4-9 to the Proposed Order
Form of Class 19 Preferred Equity Interests Beneficial Ballot	Exhibit 4-10 to the Proposed Order
Notices of Non-Voting Status	
Notice to Unimpaired Classes	Exhibit 5-1 to the Proposed Order
Notice to Impaired Classes	Exhibit 5-2 to the Proposed Order
Subscription Form	
Beneficial Subscription Form	Exhibit 6-1 to the Proposed Order

**I. The Proposed Disclosure Statement**

**A. Approval of the Disclosure Statement**

16. Pursuant to section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims with “adequate information” regarding such plan. In that regard, section 1125(a)(1) of the Bankruptcy Code provides, in pertinent part, that:

“adequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan . . . .

17. Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. See In re Dakota Rail, Inc., 104 B.R. 138, 142 (Bankr. D. Minn. 1989). The bottom-line requirement of a disclosure statement is that it “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it,

and what contingencies there are to getting its distribution.” In re Ferretti, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).<sup>5</sup>

18. The bankruptcy court has broad discretion to determine the adequacy of the information contained in a disclosure statement. See Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.), 844 F.2d 1142, 1157 (5th Cir. 1988); In re Oxford Homes, 204 B.R. 264 (Bankr. D. Me. 1997). Congress granted bankruptcy courts this discretion in order to facilitate effective reorganizations of debtors in a broad range of businesses, taking into account the broad range of circumstances that accompany chapter 11 cases. See H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977); see also In re Copy Crafters Quickprint Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (noting that the adequacy of a disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. See In re Phoenix Petroleum Co., 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

19. In that regard, courts generally examine whether the disclosure statement contains, if applicable, the following types of information:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the anticipated future of the debtor;

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<sup>5</sup> Cf. Kirk v. Texaco, Inc., 82 B.R. 678, 681-82 (S.D.N.Y. 1988) (“Whether a disclosure statement required under [section 1125(b)] contains adequate information is *not* governed by otherwise applicable nonbankruptcy law, rule, or regulation”) (citing 11 U.S.C. § 1125(d)).



- (d) the source of the information provided in the disclosure statement;
- (e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (f) the condition and performance of the debtor while in chapter 11;
- (g) information regarding claims against the estate;
- (h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (i) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- (j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (k) a summary of the plan of reorganization or liquidation;
- (l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- (m) the collectibility of any accounts receivable;
- (n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (o) information relevant to the risks being taken by the creditors and interest holders;
- (p) the actual or projected value that can be obtained from avoidable transfers;
- (q) the existence, likelihood and possible success of nonbankruptcy litigation;
- (r) the tax consequences of the plan; and
- (s) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); see also Oxford, 104 B.R. at 269 (using similar list). This list is not meant to be comprehensive; nor must a debtor provide all the information on the list. Rather, the bankruptcy court must decide what is appropriate in each case. See Ferretti, 128 B.R. at 18-19 (adopting similar list); see also

Phoenix Petroleum, 278 B.R. at 393 (making use of similar list but cautioning that “no one list of categories will apply in every case”).

20. The Proposed Disclosure Statement contains information with respect to many applicable subject matter categories identified above, including, but not limited to, a discussion of:

- (a) an overview of the Plan, including the Global Settlement Agreement (Arts. II and V);
- (b) the anticipated future of the debtor (Art. V);
- (c) an explanation of the available assets and their value (Art. IV, V, and VI);
- (d) the operation of the Debtors’ businesses (Art. IV);
- (e) the indebtedness of the Debtors and information regarding pending claims and administrative expenses (Arts. II, IV and V);
- (f) a disclaimer, which indicates that no statements or information concerning the debtors or their assets or securities are authorized, other than those set forth in the Proposed Disclosure Statement (Art. VIII);
- (g) key events leading to the commencement of the Debtors’ chapter 11 cases (Art. IV);
- (h) significant events that occurred during the chapter 11 cases (Art. IV);
- (i) an overview of a liquidation analysis under Chapter 7 (Ex. C);
- (j) the accounting and valuation methods used to produce the financial information in the disclosure statement (Art. VI);
- (k) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor (Art. V);
- (l) risk factors affecting the Debtors (Art. VIII);
- (m) the relationship of the Debtors with their affiliates (Art. IV);
- (n) any financial information, valuations or pro forma projections that would be relevant to creditors’ determinations of whether to accept or reject the plan (Art. VI);

- (o) the collectibility of any accounts receivable (Art. VI);
- (p) the actual or projected value that can be obtained from avoidable transfers (Art. VI);
- (q) the existence, likelihood and possible success of nonbankruptcy litigation (Art. IV);
- (r) requirements for confirmation of the Plan (Art. XI); and
- (s) tax consequences of the Plan (Art. IX).

21. In addition to the types of information that courts typically require, the Proposed Disclosure Statement also provides an overview of the chapter 11 process for those creditors who may be unfamiliar with chapter 11. Furthermore, the Proposed Disclosure Statement provides an analysis of the alternatives to the confirmation and consummation of the Plan, and concludes with a recommendation by the Debtors that creditors should vote to accept the Plan because it provides the highest and best recoveries to holders of claims against the Debtors.

22. Accordingly, the Debtors submit that the Proposed Disclosure Statement contains all or substantially all of the information typically considered by bankruptcy courts as necessary to provide voting creditors with sufficient information to make an informed judgment on the Plan and, therefore, respectfully request that the Court approve the Proposed Disclosure Statement as containing adequate information and meeting the requirements of section 1125 of the Bankruptcy Code.

**B. Approval of the Notice of Disclosure Statement Hearing**

23. The hearing to consider, among other things, approval of the Proposed Disclosure Statement is scheduled for **May 19, 2010 at 11:30 a.m. (Eastern Time)** (the “Disclosure Statement Hearing”). The deadline to object or respond to approval of the Proposed

Disclosure Statement is **May 13, 2010 at 4:00 p.m. (Eastern Time)** (the “Disclosure Statement Objection Deadline”).

24. Rule 3017(a) of the Bankruptcy Rules provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

25. Bankruptcy Rules 2002(b) and (d) require notice to all creditors, indenture trustees, and shareholders of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement. In accordance with the foregoing, on April 14, 2010, the Debtors filed a notice of the Disclosure Statement Hearing and the Disclosure Statement Objection Deadline in the form annexed to the Proposed Order as Exhibit 2 (the “Disclosure Statement Notice”), with service provided by electronic and/or first class mail on: (i) the U.S. Trustee; (ii) counsel for the Creditors’ Committee, (iii) counsel for the Equity Committee, (iv) the Securities and Exchange Commission (the “SEC”); (v) the District Director of the Internal Revenue Service for the District of Delaware (the “IRS”); (vi) the United States District Attorney for the District of Delaware (the “Dep’t of Justice”), (vii) any other known holders of claims against or equity interests in the Debtors, and (viii) all parties who have requested to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

26. In accordance with Bankruptcy Rule 3017(a), the Debtors shall provide, by electronic and/or first class mail, a copy of the Proposed Disclosure Statement and the Plan with the Disclosure Statement Notice to (i) the U.S. Trustee; (ii) counsel to the Creditors’

Committee; (ii) counsel to the Equity Committee; (iv) the SEC; and (v) any party in interest who specifically requests such documents in the manner specified in the Disclosure Statement Notice. Copies of the Proposed Disclosure Statement and Plan also are on file with the Office of the Clerk of the Bankruptcy Court for review during normal business hours and available at the Debtors' claims agent's website at [www.kcellc.net/wamu](http://www.kcellc.net/wamu).

**C. Approval of Procedures for the Filing of Objections to the Disclosure Statement**

27. As noted above, the Disclosure Statement Objection Deadline is **May 13, 2010 at 4:00 p.m. (Eastern Time)**. Pursuant to Bankruptcy Rule 2002(b), the Debtors propose the following procedures for parties to object or respond to this Motion (the "Disclosure Statement Objection Procedures"):

28. Objections and responses, if any, to this Motion, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) provide the basis for the objection and the specific grounds therefor.

29. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

30. Any objection or response also must be served upon the following parties so as to be received no later than the Disclosure Statement Objection Deadline:

<p><b><i>Debtors</i></b>  Washington Mutual, Inc.  925 Fourth Avenue  Seattle, Washington 98104  Attn: Charles Edward Smith, Esq.</p>	<p><b><i>Office of the U.S. Trustee</i></b>  Office of the U.S. Trustee for the D. Del.  844 King Street, Suite 2207, Lockbox 35  Wilmington, Delaware 19899-0035  Attn: Joseph McMahon, Esq.</p>
<p><b><i>Counsel to the Debtors</i></b>  Weil, Gotshal &amp; Manges LLP  767 Fifth Avenue  New York, New York 10153  Attn: Brian S. Rosen, Esq.</p>	<p><b><i>Co-Counsel to the Debtors</i></b>  Richards Layton &amp; Finger P.A.  One Rodney Square  920 North King Street  Wilmington, Delaware 19899  Attn: Mark D. Collins, Esq.</p>
<p><b><i>Special Litigation and Conflicts Counsel to the Debtors</i></b>  Quinn Emanuel Urquhart &amp; Sullivan, LLP  55 Madison Avenue, 22nd Floor  New York, New York 10010  Attn: Peter Calamari, Esq.</p>	<p><b><i>Counsel to the Equity Committee</i></b>  Ashby &amp; Geddes, P.A.  500 Delaware Avenue, 8th Floor  P.O. Box 1150  Wilmington, Delaware 19899  Attn: William P. Bowden, Esq.</p>
<p><b><i>Counsel to the Creditors' Committee</i></b>  Akin Gump Stauss Hauer &amp; Feld LLP  One Bryant Park  New York, New York 10036  Attn: Fred S. Hodara, Esq.</p>	<p><b><i>Co-Counsel to the Creditors' Committee</i></b>  Pepper Hamilton LLP  Hercules Plaza Ste 5100  1313 N. Market Street  Wilmington, Delaware 19801  Attn: David B. Stratton, Esq.</p>
<p><b><i>Counsel to JPMorgan Chase</i></b>  Sullivan &amp; Cromwell LLP  125 Broad Street  New York, New York 10004  Attn: Stacey R. Friedman, Esq.</p>	<p><b><i>Co-Counsel to JPMorgan Chase</i></b>  Landis Rath &amp; Cobb LLP  919 Market Street, Suite 1800  P.O. Box 2087  Wilmington, DE 19899  Attn: Adam G. Landis, Esq.</p>

(collectively, the “Notice Parties”).

31. Requiring that objections and responses to the Proposed Disclosure Statement be filed and served in accordance with the proposed Disclosure Statement Objection Procedures will afford the Court, the Debtors, and other parties in interest sufficient time before the Disclosure Statement Hearing to consider and potentially resolve objections and responses to the Proposed Disclosure Statement. Based upon the foregoing, the Debtors request that the

Court find the Disclosure Statement Objection Procedures comply with Bankruptcy Rules 2002 and 3017(a).

## **II. The Solicitation Procedures**

32. In connection with the Proposed Disclosure Statement and Plan, the Debtors propose to implement the following solicitation and balloting procedures, and have retained Kurtzman Carson Consultants LLC (“KCC”), as the Debtors’ claims, solicitation, and balloting agent.<sup>6</sup>

### **A. Parties Entitled to Vote**

33. Section 1126(f) of the Bankruptcy Code provides that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required.” Section 1126(g) of the Bankruptcy Code provides that “a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.”

34. On December 19, 2008, the Debtors filed their schedules of assets and liabilities and later amended these schedules pursuant to filings on January 27, 2009, and February 24, 2009 [Docket Nos. 475, 477, 619, and 709] (collectively, the “Schedules”). By order, dated January 30, 2009 [Docket No. 632], the Court established **March 31, 2009 at 5:00 p.m. (Eastern Time)** as the deadline for any parties-in-interest, including Governmental

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<sup>6</sup> *Order Pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f) Authorizing (I) Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors and (II) Appointment of Kurtzman Carson Consultants LLC as Agent of the Bankruptcy Court*, dated October 31, 2008 [Docket No. 202].

Units (as defined by section 101(27) of the Bankruptcy Code) to file a proof of claim against the Debtors (the “Bar Date”). Over 3,750 proofs of claim have been filed against the Debtors. To date, approximately 1,100 claims have been withdrawn or disallowed by the Bankruptcy Court.

35. Based upon the Debtors’ Schedules, the proofs of claim filed in these chapter 11 cases, and the structure of the Debtors’ Plan, the Debtors have created 21 classes of claims and equity interests. Of those 21 classes, the Debtors submit that the following Classes are impaired but are entitled to receive distributions under the Plan and, therefore, may vote, subject to certain exceptions discussed below (collectively, the “Voting Classes”):

<b>Class</b>	<b>Description</b>
Class 2	Senior Notes Claims
Class 3	Senior Subordinated Notes Claims
Class 12	General Unsecured Claims
Class 14	CCB-1 Guarantees Claims
Class 15	CCB-2 Guarantees Claims
Class 16	PIERS Claims
Class 17	Subordinated Claims
Class 18	REIT Series
Class 19	Preferred Equity Interests

36. A creditor who holds a claim or interest (as applicable) in a Voting Class, is nonetheless not entitled to vote to the extent that

- (a) as of the Record Date (as defined below), the outstanding amount of such creditor’s claim is not greater than zero (\$0.00);
- (b) as of the Record Date, such creditor’s claim has been disallowed, expunged, disqualified, or suspended;
- (c) such creditor did not timely file a proof of claim by the Bar Date (or did not receive an order of the Bankruptcy Court at least five (5) calendar days prior to the Voting Deadline (as defined herein) deeming such claim timely) and the Debtors scheduled such creditor’s claim as contingent, unliquidated, or disputed; or
- (d) such creditor’s claim is subject to an objection or request for estimation as of the Record Date.



37. The Plan does not impair certain claims and provides for no recovery to certain other claims and interests. Pursuant to sections 1126(f) and (g), the holders of such claims and interests are deemed to either assume or reject the Plan and, accordingly, are not entitled to vote (collectively, the “Non-Voting Creditors and Interest Holders”).

38. Holders of claims or equity interests in the following classes, constitute Non-Voting Creditors and Interest Holders who are not entitled to vote:

<b>Class</b>	<b>Description</b>	<b>Impairment</b>	<b>Acceptance / Rejection</b>
Class 1	Priority Non-Tax Claims	Unimpaired	Deemed to accept
Class 4	WMI Medical Plan Claims	Unimpaired	Deemed to accept
Class 5	JPMC Rabbi Trust / Policy Claims	Unimpaired	Deemed to accept
Class 6	Other Benefit Plan Claims	Unimpaired	Deemed to accept
Class 7	Qualified Plan Claims	Unimpaired	Deemed to accept
Class 8	WMB Vendor Claims	Unimpaired	Deemed to accept
Class 9	Visa Claims	Unimpaired	Deemed to accept
Class 10	Bond Claims	Unimpaired	Deemed to accept
Class 11	WMI Vendor Claims	Unimpaired	Deemed to accept
Class 13	Convenience Claims	Unimpaired	Deemed to accept
Class 20	Dime Warrants	Impaired	Deemed to reject
Class 21	Common Equity Interests	Impaired	Deemed to reject

39. Parties that are not listed in the Debtors’ Schedules as holding a liability of either of the Debtors and have not timely filed a proof of claim by the Bar Date (or received relief therefrom) shall not be entitled to vote.

**B. Temporary Allowance / Disallowance of Claims**

40. Pursuant to section 1126(a) of the Bankruptcy Code, the holder of an “allowed” claim may accept or reject a chapter 11 plan. A class of claims accepts a plan if such plan has been accepted by creditors that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors that voted. Bankruptcy Rule 3018(a) provides that the court may temporarily allow a claim in an amount that the court deems appropriate for the purpose of such claim holder accepting or rejecting a plan.

41. The Debtors propose that, for the purpose of voting only, each claim within the Voting Classes be temporarily allowed in an amount equal to the amount of such claim set forth in the Schedules, subject to the following exceptions:

- (a) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed for voting purposes in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (b) If a proof of claim was timely filed in an amount that is contingent or unliquidated, such claim is accorded one vote and valued temporarily in the amount of one dollar (\$1.00), unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court;
- (d) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- (e) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed, unless such claim is disputed as set forth in subparagraph (g) below;
- (f) If a claim has been filed against multiple Debtors, each and every such related claim filed or to be filed in the chapter 11 cases is deemed filed against the consolidated Debtors and is deemed one claim against and obligation of the deemed consolidated Debtors and such claim is accorded one vote for voting purposes; and
- (g) If the Debtors have filed an objection to or request for estimation of a claim on or before the Record Date, such claim is temporarily disallowed, except as ordered by the Court before the Voting Deadline; **provided, however,** that, if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as may be ordered by the Court before the Voting Deadline.

42. If any creditor seeks to challenge the allowance of its claim for voting purposes, the Debtors propose that such creditor file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (a “Rule 3018(a) Motion”). Upon the filing of any such motion, the Debtors propose that such creditor’s Ballot be counted in accordance with the above-designated guidelines, unless temporarily allowed in a different amount by an order of the Court entered prior to or concurrent with entry of an order confirming the Plan. The Debtors propose that any Rule 3018(a) Motion must be filed on or before the tenth (10th) day after service of notice of an objection or request for estimation, if any, as to that specific claim, but in any event no later than May 28, 2010.

**C. The Record Date**

43. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Bankruptcy Rule 3018 (a) provides as follows: “A plan may be accepted or rejected in accordance with § 1126 of the Code within the time fixed by the Court pursuant to Rule 3017.”

44. In accordance with these rules, the Debtors request that this Court exercise its power under such rules to set **May 19, 2010** as the Record Date for purposes of determining which creditors are entitled to vote on the Plan. In addition, the Debtors request that the Court establish the Record Date as the date for determining which creditors and equity interest holders in non-voting classes are entitled to receive an appropriate Notice of Non-Voting Status.

45. The Debtors propose that the record holders of claims be determined, as of the Record Date, based upon the records of the Depository Trust Company, the records of WMI, and the records of KCC. Accordingly, any notice of claim transfer received by a record holder of the Debtors' debt securities, WMI, KCC, or other similarly situated registrar after the Record Date shall not be recognized for purposes of voting or receipt of Plan confirmation materials.

46. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the Debtors propose that the holder of a claim as of the Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before the Record Date and no timely objection with respect to such transfer was filed by the transferor.

47. The Debtors believe that the Record Date is appropriate, as such date facilitates the determination of which creditors are entitled to vote on the Plan or, in the case of non-voting classes of creditors and equity interest holders, to receive the Notice of Non-Voting Status.

**D. Approval of Solicitation Packages And Procedures For Distribution Thereof**

48. Bankruptcy Rule 3017(d) lists the materials that must be provided to holders of claims and equity interests for the purpose of soliciting votes on a debtor's chapter 11 plan and providing adequate notice of the hearing to consider confirmation thereof. Specifically, Bankruptcy Rule 3017(d) provides:

Upon approval of a disclosure statement, — except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders — the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;

- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

49. Upon approval of the Proposed Disclosure Statement (as approved, the “Disclosure Statement”) as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Debtors propose to mail or cause to be mailed solicitation packages (the “Solicitation Packages”) containing the information described below, on or about **May 26, 2010**, but not later than five (5) business days after the entry of an order approving the Proposed Disclosure Statement (the “Solicitation Date”) to (a) the U.S. Trustee, (b) counsel to the Creditors’ Committee; (c) counsel to the Equity Committee; (d) the SEC; (e) the IRS, (f) the Dep’t of Justice, (g) any other party requesting service of pleadings in these chapter 11 cases pursuant to Rule 2002, (h) all creditors who are listed on the Debtors’ Schedules or who have filed a proof of claim by the Bar Date, and (i) all equity interest holders. **If a creditor files a timely proof of claim at least twenty (20) days before the Voting Deadline (as defined herein), but after the Solicitation Date, and such creditor did not previously receive a Solicitation Package, the Debtors shall send the creditor a Solicitation Package as soon as reasonably practicable.**

50. In accordance with Bankruptcy Rule 3017(d), Solicitation Packages shall contain copies of –

- (a) the Proposed Order, as entered by the Bankruptcy Court (the “Disclosure Statement Order”) (without attachments);
- (b) the Confirmation Hearing Notice (as defined herein);
- (c) a CD-ROM containing the Disclosure Statement, which shall include the Plan and the Global Settlement Agreement as attachments (except as provided below); and

- (d) if the recipient is entitled to vote on the Plan (as set forth herein), a Ballot (as defined herein) customized for such holder and conforming to Official Bankruptcy Form No. 14, in the form described below, and a postage-prepaid return envelope<sup>7</sup>; **OR**
- (e) if the recipient is entitled to exercise Subscription Rights (as defined below), a Ballot customized for such holder and conforming to Official Bankruptcy Form No. 14, in the form described below, a Subscription Form, in the form described below, and a postage-prepaid return envelope; **OR**
- (f) if the recipient is a Non-Voting Creditor or Interest Holder, then **only** the Confirmation Hearing Notice and a Notice of Non-Voting Status, as defined and in one of the forms described below.

51. Because of significantly reduced costs and environmental benefits, the Debtors propose to send the Disclosure Statement, Global Settlement Agreement, and Plan in a CD-ROM format instead of printed hard copies. Moreover, the Plan, Global Settlement Agreement, and Disclosure Statement will be available via the Internet at [www.kccllc.net/wamu](http://www.kccllc.net/wamu). However, if service by CD-ROM imposes a hardship for any creditor entitled to receive a copy of the Plan and the Disclosure Statement (e.g., the creditor does not own or have access to a computer or the Internet), the Debtors propose that such creditor may submit to the Debtors a signed certification of hardship (with supporting documentation, as appropriate) explaining why a paper copy should be provided to the creditor at the Debtors' expense. Upon receipt of a certification of hardship, the Debtors will evaluate whether an actual hardship appears to exist and, in the event that it does, the Debtors will provide such creditor with a paper copy of the Plan, the Global Settlement Agreement, and the Disclosure Statement at no cost to the creditor within five (5) business days thereafter. If the Debtors determine that there is insufficient

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<sup>7</sup> Official Bankruptcy Form No. 14 can be found at [www.uscourts.gov/bkforms/index.html](http://www.uscourts.gov/bkforms/index.html), the Official Website for the United States Bankruptcy Courts.

information to establish the existence of a hardship, the Debtors will consult with the Creditors' Committee prior to making a final determination to deny any such request.

52. The Debtors anticipate that the United States Postal Service may return some Solicitation Packages as undeliverable. The Debtors submit that it is costly and wasteful to mail Solicitation Packages to the same addresses from which mail previously was returned as undeliverable. Therefore, the Debtors request the Court waive the strict notice rule and excuse the Debtors from mailing Solicitation Packages to addresses from which the Debtors received mailings returned as undeliverable, unless the Debtors are provided with a new mailing addresses before the Solicitation Date.

53. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages as described herein and as approved by the Bankruptcy Court are in final form, the Debtors nonetheless request authority to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages prior to mailing.

54. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures and request the Bankruptcy Court's approval thereof.

#### **E. Approval of Forms Of Ballots and Subscription Form**

55. As set forth above, Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 14, to "creditors and equity security holders entitled to vote on the plan." The Debtors propose to distribute to creditors who hold claims in the Voting Classes and are otherwise eligible to vote, as described below, one or more Ballots substantially in the forms annexed to the Proposed Order as Exhibits 4-1, 4-2, 4-3,

4-4, 4-5, 4-6, 4-7, 4-8, 4-9, and 4-10, which are incorporated herein by reference. The forms for the Ballots are based on Official Form No. 14, but, have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information that the Debtors believe is relevant and appropriate for each class of claims entitled to vote.

56. To holders of allowed General Unsecured Claims in Class 12 and allowed Subordinated Claims in Class 17, the Debtors propose to send ballots substantially in the form annexed to the Proposed Order as Exhibit 4-1 (the “General Unsecured Ballot”) and Exhibit 4-2 (the “General Ballot”), respectively. To holders of allowed Senior Notes Claims, CCB-1 Guarantees Claims, CCB-2 Guarantees Claims, and PIERS Claims, in Classes 2, 14, 15, and 16, respectively, the Debtors propose to send Ballots in substantially the same form as the General Ballot; **provided, however**, that, with respect to entities that hold a claim for the benefit of one of more third parties (collectively, the “Voting Nominees”), the Debtors shall provide each Voting Nominee with a master ballot, substantially in the form attached to the Proposed Order as Exhibit 4-3 (the “Multiclass Master Ballot”), and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-4 (the “Multiclass Beneficial Ballot”).

57. With respect to holders of allowed REIT Series in Class 18, the Debtors propose to send Ballots in substantially the same form as the General Ballot; **provided, however**, that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee with a master ballot, substantially in the form attached to the Proposed Order as Exhibit 4-7 (the “Class 18 Master Ballot”), and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-8 (the “Class 18 Beneficial Ballot”).



58. Similarly, to holders allowed Preferred Equity Interests in Class 19, the Debtors propose to send Ballots in substantially the same form as the General Ballot; **provided, however**, that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee with a master ballot, substantially in the form attached to the Proposed Order as Exhibit 4-9 (the “Class 19 Master Ballot” and, together with the Multiclass Master Ballot and the Class 18 Master Ballot, the “Master Ballots”), and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-10 (the “Class 19 Beneficial Ballot” and, together with the Multiclass Beneficial Ballot and the Class 18 Beneficial Ballot, the “Beneficial Ballots”).

59. The Voting Nominee may elect to (a) “prevalidate” the Beneficial Ballot, forward the Solicitation Package to the beneficial holder, and instruct the beneficial holder to return the Beneficial Ballot to KCC or (b) forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee. To be “prevalidated,” a Beneficial Ballot shall indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. If the Voting Nominee elects the latter course of action, upon return of the Beneficial Ballots, the Voting Nominee shall tabulate the Beneficial Ballots on a Master Ballot and return the Master Ballot to KCC. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within **five (5) business** days of receipt of the Solicitation Packages.

60. To holders of allowed Senior Subordinated Notes Claims in Class 3, the Debtors propose to send Ballots in substantially the same form as the General Ballot; **provided, however**, that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee

with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-5 (the Class 3 Master Ballot)) and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-6 (the Class 3 Beneficial Ballot)). With respect to holders of allowed Senior Subordinated Notes Claims, the Voting Nominee must forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee, and then, upon return of the Class 3 Beneficial Ballots, the Voting Nominee shall tabulate the Class 3 Beneficial Ballots on a Class 3 Master Ballot and return the Class 3 Master Ballot to KCC.

61. The Debtors shall reimburse each Voting Nominee for its reasonable and customary out-of-pocket external costs and expenses associated with distribution of the Solicitation Packages and tabulation of the Beneficial Ballots.

62. For the Court's reference the table below summarizes the type of ballots the Debtors generally anticipate sending to voting creditors.

<b>Class</b>	<b>Description</b>	<b>Ballot</b>
Class 2	Senior Notes Claims	Multiclass Master / Beneficial Ballots Exhibits 4-3 and 4-4
Class 3	Senior Subordinated Notes Claims	Class 3 Master / Beneficial Ballots Exhibits 4-5 and 4-6
Class 12	General Unsecured Claims	General Unsecured Ballot Exhibit 4-1
Class 14	CCB-1 Guarantees Claims	Multiclass Master / Beneficial Ballots Exhibits 4-3 and 4-4
Class 15	CCB-2 Guarantees Claims	Multiclass Master / Beneficial Ballots Exhibits 4-3 and 4-4
Class 16	PIERS Claims	Multiclass Master / Beneficial Ballots Exhibits 4-3 and 4-4
Class 17	Subordinated Claims	General Ballot Exhibit 4-2
Class 18	REIT Series	Class 18 Master / Beneficial Ballots Exhibits 4-7 and 4-8
Class 19	Preferred Equity Interests	Class 19 Master / Beneficial Ballots Exhibits 4-9 and 4-10

63. To all holders of allowed PIERS Claims that are entitled to participate in the rights offering, as set forth in the Plan and as detailed below, the Debtors will send a subscription form allowing such creditors to participate in such rights offering. To such claims holders, the Debtors propose to send a beneficial holder subscription form, substantially in the form attached to the Proposed Order as Exhibit 6-1 (the “Subscription Form”).

64. To the Non-Voting Creditors whose claims are unimpaired pursuant to the Plan and, therefore, are deemed to accept, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-1 (the “Notice of Non-Voting Status – Unimpaired Class”). To the Non-Voting Creditors and Interest Holders whose claims are impaired and not entitled to receive distributions under the Plan and, therefore, are deemed to reject, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-2 (the “Notice of Non-Voting Status – Impaired Class”).

65. With respect to service of the Notice of Non-Voting Status – Impaired Class on the holders of the Debtors’ publicly-traded stock as reflected in the records maintained by the Debtors’ transfer agent(s) (the “Non-Voting Securities”), the Debtors propose to send the Notices of Non-Voting Status as follows:

- (a) the Debtors shall provide any registered holders of Non-Voting Securities with a copy of the Notice of Non-Voting Status – Impaired Classes by first-class mail;
- (b) the Debtors shall provide the nominees with sufficient copies of the Notice of Non-Voting Status – Impaired Classes to forward to the Beneficial Holders of the Non-Voting Securities; and
- (c) the nominees shall then forward the Notice of Non-Voting Status – Impaired Classes or copies thereof to the Beneficial Holders of the Non-Voting Securities within five (5) business days of the receipt by such Non-Voting Nominees of the Notice of Non-Voting Status – Impaired Classes.

**F. The Voting Deadline**

66. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or equity security interests may accept or reject a plan. The Debtors anticipate completing substantially all mailing of the Solicitation Packages by the Solicitation Date (i.e., May 26, 2010). Based on such schedule, the Debtors propose, that, in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed, and delivered to KCC (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that it is actually received by KCC no later than **5:00 p.m. (Pacific Time) on July 7, 2010** (the “Voting Deadline”). The Debtors submit that such solicitation period is a sufficient period within which creditors can make an informed decision whether to accept or reject the Plan.

## **G. Tabulation Procedures**

67. In addition, the Debtors request that the following procedures apply with respect to tabulating Ballots:

- (a) Whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received on or before the Voting Deadline shall be deemed to reflect the voter's intent, and thus, to supersede any prior Ballot.
- (b) Whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but does not indicate either an acceptance or rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (c) Except with respect to Master Ballots, whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but indicates both an acceptance and a rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (d) A holder of claims shall be deemed to have voted the full amount of its claim in each class and shall not be entitled to split its vote within a particular class. Any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall be deemed to reflect the voter's intent to accept the Plan.
- (e) Whenever a holder of claims casts Ballots received by KCC on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (f) The following Ballots shall not be counted:
  - (1) Any Ballot received after the Voting Deadline, unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot,
  - (2) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant,
  - (3) Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan,
  - (4) Any Ballot cast by a person who is not entitled to vote, even if such individual holds a claim in a voting class,
  - (5) Any unsigned Ballot,

- (6) Any Ballot which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code, or
- (7) Any Ballot transmitted to KCC by facsimile or other means not specifically approved herein.
- (g) If a party that is entitled to vote has claims (either scheduled or filed or both) against both of the Debtors based on the same transaction (e.g., a claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its claim against one of the Debtors.
- (h) A holder of claims in more than one (1) class must use separate Ballots for each class of claims.

68. With respect to Master Ballots submitted by Voting Nominees or pre-validated ballots submitted by or through the Voting Nominees, the Debtors request that the Court direct as follows:

- (a) All Voting Nominees to which beneficial holders return their Ballots shall summarize on the Master Ballot all Ballots cast by the Beneficial Holders and return the Master Ballot to KCC; provided, however, that each Voting Nominee shall be required to retain the Ballots cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting Deadline;
- (b) Votes cast by the Beneficial Holders through a Voting Nominee by means of a Master Ballot or prevalidated Ballot shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by The Depository Trust Company and compiled as of the Record Date; provided, however, that votes submitted by a Voting Nominee on a Master Ballot or prevalidated Ballot shall not be counted in excess of the position maintained by such Voting Nominee as of the Record Date;
- (c) To the extent that there are over-votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, KCC will attempt to reconcile discrepancies with the Voting Nominee;
- (d) To the extent that over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, KCC will apply the votes to accept and to reject the Plan in the same proportion as

the votes to accept or reject the Plan submitted on the Master Ballot or prevalidated Ballot that contained the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Record Date;

- (e) Multiple Master Ballots may be completed by a single Voting Nominee and delivered to KCC and such votes shall be counted, except to the extent that such votes are inconsistent with or are duplicative of other Master Ballots, in which case the latest dated Master Ballot received on or before the Voting Deadline shall supersede and revoke any prior Master Ballot; and
- (f) Each beneficial holder shall be deemed to have voted the full amount of its claim.

69. To assist in the solicitation process, the Debtors request that the Court grant KCC the authority to contact parties that submit incomplete or otherwise deficient ballots to cure such deficiencies.

#### **H. Rights Offering Procedures**

70. The Debtors request that, with respect to the Rights Offering, the procedures detailed in Article XXXIII of the Plan shall apply. A summary of the procedures is as follows:<sup>8</sup>

- (a) Holders of PIERS Claims as of the Record Date shall receive Subscription Rights entitling such holder to purchase its *pro rata* share of Additional Common Stock (i.e.: duly authorized common stock of Reorganized WMI to be issued as of the Effective Date of the Plan or as soon thereafter as is practicable on account of the Rights Offering) (except as otherwise permitted in the Backstop Commitment Agreement), if such holder possesses the right to purchase at least the minimum amount prescribed by the Backstop Commitment Agreement. Pursuant to the Rights Offering proposed in the Plan, a minimum aggregate of shares of Additional Common Stock having a value of \$50,000,000 shall be available for purchase; provided, however, that such number of shares may be increased in accordance with the Backstop Commitment Agreement, with such increased amount to be fixed and disclosed by the Debtors by written notice no later than three (3) Business Days prior to the hearing on the Disclosure Statement.

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<sup>8</sup> In the event of any inconsistency between the Rights Offering procedures as set forth in the Plan and the summary of such procedures as set forth in this Motion, the terms in the Plan shall govern.

- (b) The Rights Offering shall commence on the date Ballots and Subscription Forms are mailed to holders of Allowed PIERS Claims. Each holder of Subscription Rights intending to participate in the Rights Offering must affirmatively elect to exercise its Subscription Rights and submit any required payment on or prior to the July 7, 2010 (the "Subscription Deadline"). The Debtors shall not be obligated to honor any such purported exercise received by KCC after the Subscription Deadline regardless of when the documents relating to such exercise were sent.
- (c) Each holder of Subscription Rights shall be required to pay, on or prior to the Subscription Deadline, the Subscription Purchase Price multiplied by the number of shares of Additional Common Stock to be issued thereunder (the "Subscription Payment").
- (d) In order to exercise Subscription Rights, each eligible holder thereof must make the election to exercise such rights on the Subscription Form in a specified amount, return such Subscription Form to KCC so that such Subscription Form is actually received by KCC on or before the Subscription Deadline, and pay to the Debtors on or before the Subscription Expiration Date an amount equal to the Subscription Payment.
- (e) If KCC or the Debtors for any reason do not receive from a given holder of Subscription Rights (i) a Subscription Form pursuant to which such holder elected to exercise its Subscription Rights and (ii) immediately available funds as set forth above, such holder shall be deemed to have relinquished and waived its right to participate in the Rights Offering. The payments made in accordance with the Rights Offering shall be deposited and held by the Debtors in the Rights Offering Trust Account.
- (f) The valid exercise of Subscription Rights shall be irrevocable. In order to facilitate the exercise of the Subscription Rights, on or about May 26, 2010, the Debtors will mail a Subscription Form to each holder of Subscription Rights as of the Record Date, together with appropriate instructions for the proper completion, due execution, and timely delivery of the Subscription Form, as well as instructions for payment.

71. The Debtors may adopt such additional detailed procedures consistent with the provisions of the Plan to more efficiently administer the exercise of the Subscription Rights.

72. All questions concerning the timeliness, viability, form, and eligibility of any exercise of Subscription Rights shall be determined by the Debtors, whose good-faith



determinations shall be final and binding. The Debtors, in their reasonable discretion, may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such times as they may determine, or reject the purported exercise of any Subscription Rights. Elections on Ballots shall be deemed not to have been received or accepted until all irregularities have been waived or cured within such time as the Debtors determine in their reasonable discretion.

### **III. Confirmation Hearing**

#### **A. The Confirmation Hearing**

73. Bankruptcy Rule 3017 (c) provides that, “on or before approval of the disclosure statement, the court shall ... fix a date for the hearing on confirmation” of a debtor’s chapter 11 plan. Pursuant to Bankruptcy Rule 2002(b), creditors must receive at least twenty-eight (28) days’ notice of a confirmation hearing. In accordance with these rules, and in view of the Debtors’ proposed solicitation schedule outlined herein, the Debtors request that a hearing on confirmation of the Plan (the “Confirmation Hearing”) be scheduled for **July 20, 2010 at 10:30 a.m. (Eastern Time)**. The Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The proposed date for the Confirmation Hearing is in compliance with the Bankruptcy Rules and the Local Rules, and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

#### **B. Objection Procedures**

74. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Bankruptcy Rule 2002(b) provides that parties must receive at least twenty-eight (28) days’ notice of the deadline for filing

objections to confirmation. Accordingly, and based upon the proposed date of the Confirmation Hearing, the Debtors propose the deadline to object or respond to confirmation of the Plan to be **June 25, 2010 at 4:00 p.m. (Eastern Time)** (the “Plan Objection Deadline”).

75. The Debtors request that objections and responses, if any, to confirmation of the Plan, (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefore. Likewise, registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

76. Any objection or response also must be served upon and received by the Notice Parties no later than the Plan Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), “if no objection is timely filed, the [Bankruptcy] Court may determine that the plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.”

77. The Debtors submit that, if there are objections to confirmation, it will assist the Court and may expedite the Confirmation Hearing if the Debtors reply to any such objections. Accordingly, the Debtors request that they be authorized to file and serve replies or an omnibus reply to any such objections no later than **three (3) business days** prior to the Confirmation Hearing.

78. The Debtors respectfully request that the Court approve these procedures for filing objections to the Plan and replies thereto pursuant to Bankruptcy Rules 2002, 3017, and 3020.

**C. Confirmation Hearing Notice**

79. Pursuant to Bankruptcy Rule 3017(d), notice of a plan confirmation objection deadline and hearing must be provided to all creditors and equity security holders in accordance with Bankruptcy Rule 2002(b). Bankruptcy Rule 2002(b) sets forth certain additional parties who must receive notice as well.

80. In accordance with these procedural rules, the Debtors propose to provide to all such parties a copy of the Confirmation Hearing Notice setting forth (i) the Voting Deadline, (ii) the Plan Objection Deadline and procedures for filing objections and responses to confirmation of the Plan, and (iii) the time, date, and place for the Confirmation Hearing.

81. The foregoing procedures will generally provide parties in interest with more than 28 days' notice of the Plan Objection Deadline and Confirmation Hearing, and accordingly, should be approved.

**NOTICE**

82. The Debtors shall serve notice of this Motion on (i) the U.S. Trustee; (ii) counsel for the Creditors' Committee, (iii) counsel for the Equity Committee, and (iv) all parties entitled to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

WHEREFORE the Debtors respectfully request that the Court enter an order granting the relief requested herein and such other and further relief as is just and proper.

Dated: April 23, 2010  
Wilmington, Delaware

  
\_\_\_\_\_  
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Chun I. Jang (No. 4790)  
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– and –

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Attorneys for Debtors  
and Debtors in Possession

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

-----X  
*In re* : **Chapter 11**  
 :  
WASHINGTON MUTUAL, INC., et al.<sup>1</sup> : **Case No. 08-12229 (MFW)**  
 :  
 : **(Jointly Administered)**  
**Debtors.** :  
 : **Hearing Date: May 19, 2010 at 11:30 a.m. (EDT)**  
 : **Objection Deadline: May 13, 2010 at 4:00 p.m. (EDT)**  
-----X

**NOTICE OF MOTION AND HEARING**

PLEASE TAKE NOTICE that, on April 23, 2010, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the **Motion of Debtors for an Order, Pursuant to Sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code and Bankruptcy Rules 2002, 3003, 3017, 3018 and 3020, (I) Approving the Proposed Disclosure Statement and the Form and Manner of the Notice of the Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling A Confirmation Hearing, and (IV) Establishing Notice and Objection Procedures for Confirmation of the Debtors’ Joint Plan** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed in writing with the Bankruptcy Court, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtors on or before **May 13, 2010 at 4:00 p.m. (Eastern Daylight Time)**.

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<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 925 Fourth Avenue, Seattle, Washington 98104.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before The Honorable Mary F. Walrath at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **May 19, 2010 at 11:30 a.m. (Eastern Daylight Time)**.

**IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: April 23, 2010  
Wilmington, Delaware

**RICHARDS, LAYTON & FINGER, P.A.**

  
\_\_\_\_\_  
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*Attorneys to the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**ORDER (I) APPROVING THE PROPOSED DISCLOSURE STATEMENT AND THE FORM AND MANNER OF THE NOTICE OF THE DISCLOSURE STATEMENT HEARING, (II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING, AND (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE DEBTORS' JOINT PLAN**

Upon the motion (the "Motion")<sup>2</sup> dated April 23, 2010, of Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), for an order (i) approving the Debtors' proposed Disclosure Statement (the "Proposed Disclosure Statement") for the *Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, filed by the Debtors on March 26, 2010 (as it may be amended, the "Plan") and the form and manner of the notice of the hearing on the Proposed Disclosure Statement; (ii) establishing solicitation and voting

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.



procedures; (iii) scheduling a confirmation hearing; and (iv) establishing notice and objection procedures in respect of confirmation of the Plan, all as more fully described in the Motion; and the Court having held a hearing to consider the relief requested herein (the “Hearing”) with the appearances of all interested parties noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings before the Court, the Court hereby finds and determines the following:

**Jurisdiction and Venue**

- A. Consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- B. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- C. The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

**The Disclosure Statement**

- D. The Proposed Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. No further information is necessary.

**Balloting and Voting Procedures**

- E. The procedures, set forth below, for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

***Ballots***

- F. The ballots substantially in the forms annexed hereto as Exhibits 4-1, 4-2, 4-3, 4-4, 4-5, 4-6, 4-7, 4-8, 4-9, and 4-10 (collectively, the “Ballots”), including all voting instructions provided therein, are consistent with Official Form No. 14, address the particular

needs of these chapter 11 cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

***Parties Entitled to Vote***

G. Pursuant to the Plan, claims and interests in Class 2 (Senior Notes Claims), Class 3 (Senior Subordinated Notes Claims), Class 12 (General Unsecured Claims), Class 14 (CCB-1 Guarantees Claims), Class 15 (CCB-2 Guarantees Claims), Class 16 (PIERS Claims), Class 17 (Subordinated Claims), Class 18 (REIT Series), and Class 19 (Preferred Equity Interests) are impaired and are entitled to receive distributions under the Plan and, accordingly, holders of allowed claims and interests in such classes are entitled to vote on account of such claims (collectively, “Voting Creditors”).

***Parties Not Entitled to Vote***

H. Pursuant to the Plan, claims in Class 1 (Priority Non-Tax Claims), Class 4 (WMI Medical Plan Claims), Class 5 (JPMC Rabbi Trust / Policy Claims), Class 6 (Other Benefit Plan Claims), Class 7 (Qualified Plan Claims), Class 8 (WMB Vendor Claims), Class 9 (Visa Claims), Class 10 (Bond Claims), Class 11 (WMI Vendor Claims), and Class 13 (Convenience Claims), are unimpaired (the “Unimpaired Classes”) and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, holders of such claims are conclusively presumed to accept the Plan and are not entitled to vote on account of such claims.

I. Pursuant to the Plan, interests in Class 20 (Dime Warrants) and Class 21 (Common Equity Interests) (the “Non-Voting Impaired Classes”) will not receive or retain any property under the Plan and, accordingly, pursuant to section 1126(g) of the Bankruptcy Code, holders of such interests are deemed to reject the Plan and are not entitled to vote on account of

such interests (together with the Unimpaired Classes, the “Non-Voting Creditors and Interest Holders”).

***Notice of Non-Voting Status***

J. The Notices of Non-Voting Status, substantially in the forms annexed hereto as Exhibits 5-1 and 5-2, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and, together with the Confirmation Hearing Notice, provide adequate notice to Non-Voting Creditors and Interest Holders of their non-voting status. No further notice is necessary.

***Notice***

K. The proposed distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Record Date, Voting Deadline, Subscription Deadline, Plan Objection Deadline, Confirmation Hearing, and all related matters.

L. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable and sufficient period of time for Voting Creditors to make an informed decision regarding whether to accept or reject the Plan and timely return Ballots evidencing such decision.

**Subscription Form and Rights Offering Procedures**

M. The Rights Offering Procedures, set forth below, provide for a fair and equitable Rights Offering process.

N. The Subscription Form annexed hereto as Exhibit 6-1, including all instructions provided therein, addresses the particular needs of these chapter 11 cases and provides adequate information and instructions for individuals entitled to exercise Subscription Rights pursuant to the Plan. No further information or instructions are necessary.

### **The Confirmation Hearing**

O. The procedures, set forth below, regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”) and for filing objections or responses to the Plan, provide due, proper, and adequate notice and comply with Bankruptcy Rules 2002 and 3017(d).

### **Notice of the Disclosure Statement Hearing**

P. Actual notice of the Hearing and the deadline for filing objections to the Proposed Disclosure Statement (the “Disclosure Statement Notice”) was provided to the Notice Parties and any other known holders of claims against or equity interests in the Debtors, and such notice constitutes good and sufficient notice to all interested parties and no further notice is necessary.

Q. The form and manner of notice of the time set for filing objections to, and the time, date, and place of, the Hearing to consider the approval of the Disclosure Statement was adequate and comports with due process and no further notice is necessary.

R. All notices to be provided pursuant to the procedures set forth herein are good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

S. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Motion is granted as set forth herein.

### **Disclosure Statement**

2. The Proposed Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is **APPROVED**.

3. All objections, if any, to the Proposed Disclosure Statement that have not been withdrawn or resolved as provided for in the record of the Hearing are overruled.

### **Solicitation and Voting Procedures**

#### ***Temporary Allowance / Disallowance of Claims***

4. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtors in any other context, each claim or interest within a class of claims or interests entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules, provided that:

- (a) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed for voting purposes in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (b) If a proof of claim was timely filed in an amount that is contingent or unliquidated, such claim is accorded one vote and valued temporarily in the amount of one dollar (\$1.00), unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court;
- (d) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the Bar Date or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- (e) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed, unless such claim is disputed as set forth in subparagraph (g) below;
- (f) If a claim has been filed against multiple Debtors, each and every such related claim filed or to be filed in the chapter 11 cases is deemed filed against the consolidated Debtors and is deemed one claim against and

obligation of the deemed consolidated Debtors and such claim is accorded one vote for voting purposes; and

- (g) If the Debtors have filed an objection to or request for estimation of a claim on or before the Record Date, such claim is temporarily disallowed, except as ordered by the Court before the Voting Deadline; **provided**, that if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as may be ordered by the Court before the Voting Deadline.

5. If any creditor seeks to challenge the allowance of its claim for voting purposes, such creditor shall file with this Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (a "Rule 3018(a) Motion"). Upon the filing of any such motion, such creditor's Ballot shall be counted in accordance with the above-designated guidelines unless temporarily allowed in a different amount by an order of this Court entered prior to or concurrent with entry of an order confirming the Plan. Any Rule 3018(a) Motion must be filed on or before the 10th day after service of notice of an objection or request for estimation, if any, as to that specific claim, but in any event no later than **May 28, 2010**.

6. Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its claim therefore.

***The Record Date***

7. The Record Date shall be set as **May 19, 2010**.

8. The record holders of claims shall be determined, as of the Record Date, based upon the records of the Depository Trust Company, the records of WMI, and the records of KCC. Accordingly, any notice of claim transfer received by a record holder of the Debtors' debt securities, WMI, KCC, or other similarly situated registrar after the Record Date shall not be recognized for purposes of voting or receipt of Plan confirmation materials.

9. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Record Date shall be the transferor of such claim and entitled to cast the ballot with respect to that claim unless the documentation evidencing such transfer was docketed by the Court on or before the Record Date and no timely objection with respect to such transfer was filed by the transferor.

***Solicitation Packages***

10. The Solicitation Packages are **APPROVED**.

11. The Debtors shall mail the Solicitation Packages on or about **May 26, 2010** but in any event not later than five (5) business days after the entry of this Order (the "Solicitation Date") to (a) the U.S. Trustee, (b) counsel to the Creditors' Committee; (c) counsel to the Equity Committee; (d) the SEC; (e) the IRS, (f) the Dep't of Justice, (g) any other party requesting service of pleadings in these chapter 11 cases pursuant to Rule 2002, (h) all creditors who are listed on the Debtors' Schedules or who have filed a proof of claim by the Bar Date, and (i) all equity interest holders.

12. If a creditor files a timely proof of claim at least **twenty (20) days** before the Voting Deadline, but after the Solicitation Date and such creditor did not previously receive a Solicitation Package, the Debtors shall send the creditor a Solicitation Package as soon as reasonably practicable.

13. Solicitation Packages shall contain a copy of—

- (a) This Order (without attachments);
- (b) The Confirmation Hearing Notice;
- (c) A CD-ROM containing the Disclosure Statement, which shall include the Plan and the Global Settlement Agreement as attachments;

- (d) If the recipient is entitled to vote on the Plan, a Ballot customized for such holder in the form described below, and a postage-prepaid return envelope; **OR**
- (e) If the recipient is entitled to exercise Subscription Rights, a Ballot customized for such holder in the form described below, a Subscription Form customized for such holder in the form described below, and a postage-prepaid return envelope; **OR**
- (f) If the recipient is a Non-Voting Creditor or Interest Holder, then **only** the Confirmation Hearing Notice and a Notice of Non-Voting Status.

14. The Debtors may send the Disclosure Statement in a CD-ROM format instead of printed hard copies; provided, however, if service by CD-ROM imposes a hardship for any creditor, such creditor may submit to the Debtors a signed certification of hardship explaining why a paper copy should be provided to the creditor at the Debtors' cost. Upon receipt of a certification of hardship, the Debtors shall evaluate whether an actual hardship appears to exist and, in the event that it does, the Debtors will provide such creditor with a paper copy of the Plan and Disclosure Statement at no cost to the creditor within five (5) business days thereafter. If the Debtors determine that there is insufficient information to establish the existence of a hardship, the Debtors shall consult with the Creditors' Committee prior to making a final determination to deny any such request.

15. The Debtors shall not be required to send Solicitation Packages to creditors that have claims that have already been paid in full; provided, however, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that such claim had been paid by the Debtors, then the Debtors shall send such creditor a Solicitation Package in accordance with the procedures set forth herein.

16. With respect to addressees from which Solicitation Packages are returned as undeliverable by the United States Postal Service, the Debtors are excused from mailing



Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date, and failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline (as defined below) and shall not constitute a violation of Bankruptcy Rule 3017(d).

17. The Debtors are not required to distribute copies of the Plan or Disclosure Statement to any party to an executory contract who holds a claim that is not allowed, filed, or scheduled, or who holds a claim that is listed in the Schedules as contingent, unliquidated or disputed, unless such party makes a specific request in writing for same. The Debtors will distribute the Confirmation Hearing Notice to such counterparties to executory contracts that have not been assumed or rejected as of the Record Date.

***Ballots***

18. The Ballots are **APPROVED**.

19. The Voting Deadline is set as **July 7, 2010 at 5:00 p.m. (Pacific Time)**.

20. All Ballots must be properly executed, completed, and delivered to Kurtzman Carson Consultants LLC (“KCC”) by first-class mail, overnight courier, or personal delivery, so that they are actually received by KCC no later than the Voting Deadline.

21. To holders of allowed General Unsecured Claims in Class 12, the Debtors shall send a General Unsecured Ballot substantially in the form annexed hereto as Exhibit 4-1.

22. To holders of allowed Subordinated Claims in Class 17, the Debtors shall send a General Ballot substantially in the form annexed hereto as Exhibit 4-2.

23. To holders of allowed Senior Notes Claims, CCB-1 Guarantees Claims, CCB-2 Guarantees Claims, and PIERS Claims, in Classes 2, 14, 15, and 16, respectively, the Debtors shall send Ballots in substantially the same form as the General Ballot; **provided, however,** that, with respect to entities that hold a claim for the benefit of one or more third parties (collectively, the “Voting Nominees”), the Debtors shall provide each Voting Nominee with a Multiclass Master Ballot substantially in the form attached hereto as Exhibit 4-3 and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Multiclass Beneficial Ballot substantially in the form attached hereto as Exhibit 4-4.

24. To holders of allowed REIT Series in Class 18, the Debtors shall send Ballots in substantially the same form as the General Ballot; **provided, however,** that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee with a Class 18 Master Ballot substantially in the form attached hereto as Exhibit 4-7 and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Class 18 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-8.

25. To holders of allowed Preferred Equity Interests in Class 19, the Debtors shall send Ballots in substantially the same form as the General Ballot; **provided, however,** that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee with a Class 19 Master Ballot substantially in the form attached hereto as Exhibit 4-9 and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Class 19 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-10.

26. The Voting Nominee may elect to (a) “prevalidate” the Beneficial Ballot, forward the Solicitation Package to the beneficial holder, and instruct the beneficial holder to return the Beneficial Ballot to the KCC or (b) forward the Solicitation Package to the beneficial

holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee. To be “prevalidated,” a Beneficial Ballot shall indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. If the Voting Nominee elects the later course of action, upon return of the Beneficial Ballots, the Voting Nominee shall tabulate the Beneficial Ballots on a Master Ballot and return the Master Ballot to KCC. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within **five (5) business** days of receipt of the Solicitation Packages.

27. To holders of allowed Senior Subordinated Notes Claims in Class 3, the Debtors shall send Ballots in substantially the same form as the General Ballot; **provided**, **however**, that, with respect to Voting Nominees, the Debtors shall provide each Voting Nominee with a Class 3 Master Ballot substantially in the form attached hereto as Exhibit 4-5 and Solicitation Packages for each beneficial holder represented by the Voting Nominee which shall contain a Class 3 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-6. With respect to holders of allowed Senior Subordinated Notes Claims, the Voting Nominee must forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee, and then, upon return of the Class 3 Beneficial Ballots, the Voting Nominee shall tabulate the Class 3 Beneficial Ballots on a Class 3 Master Ballot and return the Class 3 Master Ballot to KCC.

28. The Debtors shall reimburse each Voting Nominee for its reasonable and customary costs and expenses associate with distribution of the Solicitation Packages and tabulation of the Beneficial Ballots.

*Notices of Non-Voting Status*

29. The Notices of Non-Voting Status are **APPROVED**.

30. To the Non-Voting Creditors whose claims are unimpaired pursuant to the Plan, the Debtors shall send a Notice of Non-Voting Status – Unimpaired Class substantially in the form attached hereto as Exhibit 5-1. To the Non-Voting Creditors and Interest Holders whose claims are impaired and not entitled to receive distributions under the Plan, the Debtors shall send a Notice of Non-Voting Status – Impaired Class substantially in the form attached hereto as Exhibit 5-2.

31. With respect to service of the Notice of Non-Voting Status – Impaired Class on the holders of the Debtors’ publicly-traded stock as reflected in the records maintained by the Debtors’ transfer agent(s) (the “Non-Voting Securities”), the Debtors shall send the Notices of Non-Voting Status as follows:

- (a) The Debtors shall provide any registered holders of Non-Voting Securities with a copy of the Notice of Non-Voting Status – Impaired Classes by first-class mail;
- (b) The Debtors shall provide the nominees with sufficient copies of the Notice of Non-Voting Status – Impaired Classes to forward to the Beneficial Holders of the Non-Voting Securities; and
- (c) The nominees shall then forward the Notice of Non-Voting Status – Impaired Classes or copies thereof to the Beneficial Holders of the Non-Voting Securities within five (5) business days of the receipt by such Non-Voting Nominees of the Notice of Non-Voting Status – Impaired Classes.

*Tabulation Procedures*

32. The following tabulation procedures are **APPROVED**:

- (a) Whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received on or before the Voting Deadline shall be deemed to reflect the voter’s intent, and thus, to supersede any prior Ballot.

- (b) Whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but does not indicate either an acceptance or rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (c) Except with respect to Master Ballots, whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but indicates both an acceptance and a rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (d) A holder of claims shall be deemed to have voted the full amount of its claim in each class and shall not be entitled to split its vote within a particular class. Any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall be deemed to reflect the voter's intent to accept the Plan.
- (e) Whenever a holder of claims casts Ballots received by KCC on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (f) The following Ballots shall not be counted:
  - 1. Any Ballot received after the Voting Deadline unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot,
  - 2. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant,
  - 3. Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan,
  - 4. Any Ballot cast by a person who is not entitled to vote, even if such individual holds a claim in a voting class,
  - 5. Any unsigned Ballot,
  - 6. Any Ballot which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code, or
  - 7. Any Ballot transmitted to KCC by facsimile or other means not specifically approved herein.
- (g) If a party that is entitled to vote has claims (either scheduled or filed or both) against both of the Debtors based on the same transaction (e.g.; a claim against one Debtor that was guaranteed by another Debtor), the

Debtors propose that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its claim against one of the Debtors.

- (h) A holder of claims in more than one (1) class must use separate Ballots for each class of claims.

33. With respect to Master Ballots submitted by Voting Nominees or pre-

validated ballots submitted by or through the Voting Nominees:

- (a) All Voting Nominees to which beneficial holders return their Ballots shall summarize on the Master Ballot all Ballots cast by the Beneficial Holders and return the Master Ballot to KCC; provided, however, that each Voting Nominee shall be required to retain the Ballots cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting Deadline;
- (b) Votes cast by the Beneficial Holders through a Voting Nominee by means of a Master Ballot or prevalidated Ballot shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by The Depository Trust Company and compiled as of the Record Date; provided, however, that votes submitted by a Voting Nominee on a Master Ballot or prevalidated Ballot shall not be counted in excess of the position maintained by such Voting Nominee as of the Record Date;
- (c) To the extent that there are over-votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, KCC will attempt to reconcile discrepancies with the Voting Nominee;
- (d) To the extent that over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, KCC will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept or reject the Plan submitted on the Master Ballot or prevalidated Ballot that contained the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Record Date;
- (e) Multiple Master Ballots may be completed by a single Voting Nominee and delivered to KCC and such votes shall be counted, except to the extent that such votes are inconsistent with or are duplicative of other Master Ballots, in which case the latest dated Master Ballot received on or before the Voting Deadline shall supersede and revoke any prior Master Ballot; and
- (f) Each beneficial holder shall be deemed to have voted the full amount of its claim.

34. To assist in the solicitation process, KCC may, but is not obligated to, contact parties that submit incomplete or otherwise deficient ballots to cure such deficiencies.

***Subscription Form***

35. The Subscription Form is **APPROVED**.

36. The Subscription Deadline is set as **July 7, 2010 at 5:00 p.m. (Pacific Time)**.

37. To holders of allowed PIERS Claims in Class 16 entitled to exercise Subscription Rights, the Debtors shall send a Subscription Form substantially in the form annexed hereto as Exhibit 6-1.

38. All Subscription Forms received by beneficial holders must be properly executed, completed, and delivered to the proper Voting Nominee by first-class mail, overnight courier, or personal delivery, so that they are actually received by KCC, together with payment in full, no later than the Subscription Expiration Date.

***Rights Offering Procedures***

39. With respect to the Rights Offering, the procedures detailed in Article XXXIII of the Plan are **APPROVED**.

40. The Debtors may adopt such additional procedures, consistent with the provisions of the Plan, to more efficiently administer the exercise of the Subscription Rights, as required.

41. All questions concerning the timeliness, viability, form, and eligibility of any exercise of Subscription Rights shall be determined by the Debtors, whose good-faith determinations shall be final and binding. The Debtors, in their reasonable discretion, may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such

times as they may determine, or reject the purported exercise of any Subscription Rights. Elections on Ballots shall be deemed not to have been received or accepted until all irregularities have been waived or cured within such time as the Debtors determine in their reasonable discretion.

### **The Confirmation Hearing**

42. The Confirmation Hearing will be held at **10:30 a.m. (Eastern Time) on July 20, 2010**; provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

### ***Objection Procedures***

43. The Plan Objection Deadline to object or respond to confirmation of the Plan to be **June 25, 2010 at 4:00 p.m. (Eastern Time)**.

44. Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) set forth the basis for the objection and the specific grounds therefore.

45. Registered users of this Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

46. Any objection or response also must be served upon and received by:



- (a) Washington Mutual, Inc.  
925 Fourth Avenue  
Seattle, Washington 98104  
Attn: Charles Edward Smith, Esq.;
- (b) Office of the U.S. Trustee for the District of Delaware  
844 King Street, Suite 2207, Lockbox 35  
Wilmington, Delaware 19899-0035  
Attn: Joseph McMahon, Esq.;
- (c) Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Brian S. Rosen, Esq.;
- (d) Richards Layton & Finger P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19899  
Attn: Mark D. Collins, Esq.;
- (e) Quinn Emanuel Urquhart & Sullivan, LLP  
55 Madison Avenue, 22nd Floor  
New York, New York 10010  
Attn: Peter Calamari, Esq.;
- (f) Akin Gump Stauss Hauer & Feld LLP  
One Bryant Park  
New York, New York 10036  
Attn: Fred S. Hodara, Esq.;
- (g) Pepper Hamilton LLP  
Hercules Plaza, Suite 5100  
1313 N. Market Street  
Wilmington, Delaware 19801  
Attn: David B. Stratton, Esq.;
- (h) Ashby & Geddes, P.A.  
500 Delaware Avenue, 8th Floor  
P.O. Box 1150  
Wilmington, Delaware 19899  
Attn: William P. Bowden, Esq.;
- (i) Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Attn: Stacey R. Friedman, Esq.; and

- (j) Landis Rath & Cobb LLP  
919 Market Street, Suite 1800  
P.O. Box 2087  
Wilmington, Delaware 19899  
Attn: Adam G. Landis, Esq.

47. the Notice Parties no later than the Plan Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), if no objection is timely filed, this Court may determine that the plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

48. The Debtors are authorized to file and serve replies or an omnibus reply to any such objections no later than **three (3) business days** prior to the Confirmation Hearing.

49. Objections to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

***Confirmation Hearing Notice***

50. The notice substantially in the form annexed hereto as Exhibit 3 (the "Confirmation Hearing Notice") is **APPROVED**.

51. The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

52. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Ballots, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

Dated: May \_\_\_\_, 2010  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Proposed Disclosure Statement filed as Docket No. 2623  
(to be attached with the Plan annexed thereto as Exhibit A)**

**Exhibit 2**

**Disclosure Statement Notice**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
: **Chapter 11**  
: **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Objection Deadline: May 13, 2010 at 4:00 p.m. (ET)**  
: **Hearing Date: May 19, 2010 at 11:30 a.m. (ET)**  
-----X

*In re:* :  
**WASHINGTON MUTUAL, INC., et al.,**<sup>1</sup> :  
**Debtors.** :

**NOTICE OF HEARING TO CONSIDER APPROVAL OF  
DISCLOSURE STATEMENT WITH RESPECT TO JOINT PLAN OF AFFILIATED  
DEBTORS PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:  
Washington Mutual, Inc. (Case No. 08-12229 (MFW)) and  
WMI Investment Corp. (Case No. 08-12228 (MFW)).

PLEASE TAKE NOTICE that, on March 26, 2010, Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), filed the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code (as it may be amended, the “Plan”) and the related proposed Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code (as it may be amended, the “Disclosure Statement”),<sup>2</sup> pursuant to section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 North Market Street, 5th Floor, Wilmington, Delaware 19801, on **May 19, 2010 at 11:30 a.m. (Eastern Time)** (the “Hearing”) to consider the entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan should contact Kurtzman Carson Consultants LLC at **(866) 381-9100**. Interested parties also may examine the Disclosure Statement and the Plan free of charge at [www.kccllc.net/wamu](http://www.kccllc.net/wamu). In addition, the Disclosure Statement and Plan are on file with the Court and may be examined by accessing the Court’s website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov). Note that a PACER password and login are needed to access documents on the Court’s website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or, if not defined in the Disclosure Statement, in the Plan.

3. Objections, if any, to approval of the Disclosure Statement must (a) be in writing; (b) be in the English language; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (d) state with particularity the basis and nature of any objection to the Disclosure Statement; and (e) be filed, together with proof of service, with the Court and served **so that they are actually received by the following parties no later than May 13, 2010 at 4:00 p.m. (Eastern Time): (i) the Debtors**, 925 Fourth Avenue, Seattle, Washington 98104 (Attn: Charles Edward Smith, Esq.), **(ii) Weil, Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153 (Attn: Brian S. Rosen, Esq.), as counsel to the Debtors, **(iii) Richards Layton & Finger P.A.**, One Rodney Square, 920 North King Street, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.), as co-counsel to the Debtors, **(iv) Quinn Emanuel Urquhart & Sullivan, LLP**, 55 Madison Avenue, 22nd Floor, New York, New York 10010 (Attn: Peter Calamari, Esq.), as special litigation and conflicts counsel to the Debtors, **(v) the Office of the United States Trustee** for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19899-0035 (Attn: Joseph McMahon, Esq.), **(vi) Akin Gump Stauss Hauer & Feld LLP**, One Bryant Park, New York, New York 10036 (Attn: Fred S. Hodara, Esq.), as counsel to the Creditors' Committee, **(vii) Pepper Hamilton LLP**, Hercules Plaza Ste 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David B. Stratton, Esq.), as co-counsel to the Creditors' Committee, **(viii) Ashby & Geddes, P.A.**, 500 Delaware Avenue, 8th Floor, P.O. Box 1150, Wilmington, Delaware 19899 (Attn: William P. Bowden, Esq.), as co-counsel to the Equity Committee, **(ix) Sullivan & Cromwell LLP**, 125 Broad Street, New York, New York, 10004 (Attn: Stacey R. Friedman, Esq.), as counsel to JPMorgan Chase, and **(x) Landis Rath & Cobb LLP**, 919 Market Street, Suite 1800, P.O. Box 2087, Wilmington, Delaware 19899 (Attn: Adam G. Landis, Esq.), as co-counsel to JPMorgan Chase.

**IF AN OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE HEARING.**

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

5. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

DATED: April 14, 2010  
Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit 3**

**Confirmation Hearing Notice**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

-----X  
: **Chapter 11**  
: **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **(Jointly Administered)**  
-----X

**NOTICE OF (i) APPROVAL OF DISCLOSURE STATEMENT;  
(ii) ESTABLISHMENT OF VOTING RECORD DATE; (iii) HEARING ON  
CONFIRMATION OF THE PLAN AND PROCEDURES FOR  
OBJECTING TO CONFIRMATION OF THE PLAN; AND  
(iv) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:  
Washington Mutual, Inc. (Case No. 08-12229 (MFW)) and  
WMI Investment Corp. (Case No. 08-12228 (MFW)).

PLEASE TAKE NOTICE that:

- Approval of Disclosure Statement.** On May 19, 2010, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Order"), approving the Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the "Disclosure Statement")<sup>2</sup> of Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the "Debtors"). The Order authorizes the Debtors to solicit votes to accept or reject the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the "Plan").
- Confirmation Hearing.** A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held at **10:30 a.m. (Eastern Time) on July 20, 2010**, before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court"). The Confirmation Hearing may be adjourned or continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.
- Record Date for Voting Purposes.** The following creditors who hold claims against or interests in the Debtors as of May 19, 2010 (the "Record Date") are entitled to vote on the Plan:
  - record holders, as of the Record Date, of claims listed on the Debtors' schedules of liabilities, to the extent that such claims (i) are listed in an amount greater than zero and are not identified as

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or, if not defined in the Disclosure Statement, in the Plan.

contingent, unliquidated or disputed, and (ii) have not been superseded by a filed proof of claim; and

b) record holders as of the Record Date, of claims, to the extent that such claims (i) are the subject of timely filed proofs of claim, (ii) have not been disallowed, expunged, disqualified or suspended prior to the Record Date, and (iii) are not the subject of a pending claim objection or request for estimation as of May 19, 2010, unless a Rule 3018(a) Motion (as defined below) has been filed.

4. ***Voting Deadline.*** All votes to accept or reject the Plan must be actually received by the Debtors' voting and tabulation agent, Kurtzman Carson Consultants LLC, at the address set forth below, by no later than 5:00 p.m. (Pacific Time) on **July 7, 2010** (the "Voting Deadline"). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
2335 Alaska Avenue  
El Segundo, California 90245

5. ***Parties in Interest Not Entitled to Vote.*** Holders of unimpaired claims and holders of claims and equity interests in a class deemed to reject the Plan are not entitled to vote and will not receive a ballot. Holders of unimpaired claims and holders of claims and equity interests in a class deemed to reject the Plan will receive a Notice of Non-Voting Status rather than a Ballot. If you have timely filed a proof of claim and disagree with the Debtors' classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the parties identified in paragraph 6 below and file with the Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the 10th day after service of notice of an objection or request for estimation, if any, as to your claim, but in no event later than **May 28, 2010**. As to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court. Creditors may contact Kurtzman Carson Consultants LLC at **(866) 381-9100** to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

6. ***Objections to Confirmation.***

The deadline to object or respond to confirmation of the Plan is **June 25, 2010 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline").

Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) provide the basis for the objection and the specific grounds therefore.

Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

Any objections or responses must also be served upon the following parties so as to be received by no later than the Objection Deadline:

<p><b>Debtors</b></p> <p>Washington Mutual, Inc. 925 Fourth Avenue Seattle, Washington 98104 Attn: Charles Edward Smith, Esq.</p>	<p><b>Office of the U.S. Trustee</b></p> <p>Office of the U.S. Trustee for the D. Del. 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19899-0035 Attn: Joseph McMahon, Esq.</p>
<p><b>Counsel to the Debtors</b></p> <p>Weil, Gotshal &amp; Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Brian S. Rosen, Esq.</p>	<p><b>Co-Counsel to the Debtors</b></p> <p>Richards Layton &amp; Finger P.A. One Rodney Square 920 North King Street Wilmington, Delaware 19899 Attn: Mark D. Collins, Esq.</p>
<p><b>Special Litigation and Conflicts Counsel to the Debtors</b></p> <p>Quinn Emanuel Urquhart &amp; Sullivan, LLP 55 Madison Avenue, 22nd Floor New York, New York 10010 Attn: Peter Calamari, Esq.</p>	<p><b>Counsel to the Equity Committee</b></p> <p>Ashby &amp; Geddes, P.A. 500 Delaware Avenue, 8th Floor P.O. Box 1150 Wilmington, Delaware 19899 Attn: William P. Bowden, Esq.</p>
<p><b>Counsel to the Creditors' Committee</b></p> <p>Akin Gump Stauss Hauer &amp; Feld LLP One Bryant Park New York, New York 10036 Attn: Fred S. Hodara, Esq.</p>	<p><b>Co-Counsel to the Creditors' Committee</b></p> <p>Pepper Hamilton LLP Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington, Delaware 19801 Attn: David B. Stratton, Esq.</p>
<p><b>Counsel to JPMorgan Chase</b></p> <p>Sullivan &amp; Cromwell LLP 125 Broad Street New York, New York 10004 Attn: Stacey R. Friedman, Esq.</p>	<p><b>Co-Counsel to JPMorgan Chase</b></p> <p>Landis Rath &amp; Cobb LLP 919 Market Street, Suite 1800 P.O. Box 2087 Wilmington, DE 19899 Attn: Adam G. Landis, Esq.</p>

**IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING.**

7. **Parties That Will Not Be Entitled to Vote or Receive Any Distribution.** Any holder of a claim that is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at \$0, or in an unknown amount, or as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim, shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan. PLEASE NOTE THAT NOTWITHSTANDING YOUR FAILURE TO FILE A PROOF OF CLAIM OR BE SCHEDULED, YOUR RIGHTS MAY NEVERTHELESS BE IMPAIRED BY THE PLAN.
8. **Additional Information.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors' voting agent, Kurtzman Carson Consultants LLC at (866) 381-9100. Interested parties may also examine the Disclosure Statement and the Plan free of charge at [www.kccllc.net/wamu](http://www.kccllc.net/wamu). In addition, the Disclosure Statement and Plan are on file with the Court and may be examined by accessing the Court's website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov). Note that a PACER password and login are needed to access documents on the Court's website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

9. *Executory Contracts.*

- a) ***Cure of Defaults for Assumed Executory Contracts and Unexpired Leases:*** Except to the extent that different treatment has been agreed to by the non-debtor party or parties to any executory contract or unexpired lease to be assumed or assumed and assigned pursuant to Section 35.1 of the Plan, the Debtors will within at least (20) days prior to the Confirmation Hearing, file with the Bankruptcy Court and serve by first class mail on each non-debtor party to such executory contracts or unexpired leases to be assumed pursuant to Section 35.1 of the Plan, a notice, which shall include the cure amount as to each executory contract or unexpired lease to be assumed or assumed and assigned. **If you are a party to such executory contracts or unexpired leases to be assumed or assumed and assigned by the Debtors, you must file and serve any objection to the assumption or the cure amounts listed by the Debtors within twenty (20) days of the date of service of such notice.** If there are any objections filed, the Bankruptcy Court shall hold a hearing on a date to be set by the Bankruptcy Court. Notwithstanding Section 35.1 of the Plan, the Debtors retain their rights to reject any of their executory contracts or unexpired leases that are subject to a dispute concerning the amounts necessary to cure any defaults as of the Effective Date.
- b) ***Bar Date for Filing Proofs of Claim Relating to Executory Contracts and Unexpired Leases Rejected Pursuant to the Plan:*** Proofs of Claim for damages, if any, arising out of the rejection of an executory contract or unexpired lease pursuant to the Plan, if not already evidenced by a filed proof of Claim, must be filed with the Bankruptcy Court and served upon the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Brian S. Rosen, Esq.), or the Liquidating Trustee, no later than thirty (30) days after the later of (a) the date of entry of an order approving the rejection of such executory contract or unexpired lease, or (b) the date of entry of the Confirmation Order. **All such proofs of Claim not filed within such time will be forever barred from assertion against the Debtors, or their properties or agents, successors, or assigns, including, without limitation, the Reorganized Debtors and the Liquidating Trust.**

10. *Releases and Injunctions.*

The Plan contains releases of certain persons and entities, including, among others, the Debtors, certain of their creditors, JPMC, the Federal Deposit Insurance Corporation, and their respective officers, directors and representatives, all as more specifically set forth in the Plan, together with an injunction which, among other things, prevents all Entities, and each Related Person of such Entities, who have held, hold or may hold Claims or any other debt or liability that is discharged or Equity Interests or other right of equity interest that is terminated or cancelled pursuant to the Plan or the Global Settlement Agreement, or who have held, hold or may hold Claims or any other debt or liability that is discharged or released pursuant to Sections 42.2, 42.6, 42.7, or 42.8 of the Plan, from (a) commencing or continuing, directly or indirectly, in any manner, any action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) of any kind on any such Claim or other debt or liability or Equity Interest that is terminated or cancelled pursuant to the Plan against any of the Released Parties or any of their respective assets, property or estates, (b) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order against any of the Released Parties or any of their respective assets, property or estates, (c) creating, perfecting, or enforcing any encumbrance of any kind against any of the Released Parties or any of their respective assets, property or estates, and (d) except to the extent provided, permitted or preserved by sections 553, 555, 556, 559 or 560 of the Bankruptcy Code or pursuant to the common law right of recoupment, asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from any of the Released Parties or any of their respective assets, property or estates, with respect to any such Claim or other debt or liability that is discharged or Equity Interest or other right of equity interest that is terminated or cancelled pursuant to the Plan, including as follows:

**“42.6 Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors’ Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**“42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**“42.8 Exculpation.** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors’ Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

**If you do not object to the Plan or if your objections are overruled, you will be bound by the confirmation of the Plan and the Confirmation Order will make binding the releases and injunctions set forth therein.** However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction and exculpation contained in the Global Settlement Agreement and in Section 42.6, 42.7 and 47.8 of the Plan as to all parties, regardless of whether you elect to opt out.

DATED: May \_\_, 2010  
Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**Exhibit 4-1**

**General Ballot for Class 12**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**BALLOT FOR CLASS 12**  
**(GENERAL UNSECURED CLAIMS)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
----------------------	----------------	-------------------------	----------------

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, the holder of a General Unsecured Claim, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.



**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**All of your General Unsecured Claims against the Debtors have been placed in Class 12 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 2335 Alaska Avenue, El Segundo, California 90245. **BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.****

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3. NOTE THAT THIS ITEM IS OPTIONAL.
4. COMPLETE ITEM 4. NOTE THAT THIS ITEM IS OPTIONAL.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
6. **SIGN THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
9. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 12 (GENERAL UNSECURED CLAIMS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 12 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 12 that actually vote on the Plan. In the event that Class 12 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 12 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
2335 Alaska Avenue  
El Segundo, California 90245

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class 12, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class 12, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

- d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- e. provide your name and mailing address;
- f. sign and date your Ballot, and provide the remaining information requested; and
- g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**ITEM 1. Amount of General Unsecured Claim.** The amount of your claim for voting purposes is:

\$ \_\_\_\_\_

**ITEM 2. Vote on the Plan.** The undersigned holder of a General Unsecured Claim in the amount identified in Item 1 above hereby votes to:

- Check one box:
- Accept the Plan
- Reject the Plan

**ITEM 3. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:
- Elect to opt out

**ITEM 4. OPTIONAL – Unsecured Convenience Class Election.** By checking the box below, you elect to have your Claim reduced to \$50,000 and to be treated as a Convenience Claim against the Debtors, meaning that your Claim will be paid on the later of the Effective Date of the Plan, or the date such Convenience Claim becomes an Allowed Claim under the Plan, or as soon thereafter as is practicable, in Cash the full amount of such Allowed Convenience Claim. If you elect to have your claim be treated as a Convenience Claim, your claim will be deemed to vote in favor of the Plan and the releases contained therein.

- Check the box:
- Elect to have Claim Treated as a Convenience Claim

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

**"42.6 Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution

hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**“42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**“42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors’ Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant:	_____
Last Four (4) Digits of Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State and Zip Code:	_____
Telephone Number:	_____
Date Completed:	_____

**Exhibit 4-2**

**General Ballot for Class 17**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**BALLOT FOR CLASS 17  
(SUBORDINATED CLAIMS)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, a holder of a Subordinated Claim, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.

**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**Your Subordinated Claim against the Debtors has been placed in Class 17 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 2335 Alaska Avenue, El Segundo, California 90245. **BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.****

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3. NOTE THAT THIS ITEM IS OPTIONAL.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
5. **SIGN THE BALLOT.**
6. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
7. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.



**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 17 (SUBORDINATED CLAIMS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 17 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 17 that actually vote on the Plan. In the event that Class 17 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 17 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
2335 Alaska Avenue  
El Segundo, California 90245

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class 17, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class 17, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;

- d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- e. provide your name and mailing address;
- f. sign and date your Ballot, and provide the remaining information requested; and
- g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**ITEM 1. Amount of Subordinated Claim.** The amount of your claim for voting purposes is:

\$ \_\_\_\_\_

**ITEM 2. Vote on the Plan.** The undersigned holder of the Subordinated Claim in the amount identified in Item 1 above hereby votes to:

- Check one box:                Accept the Plan  
       Reject the Plan

**ITEM 3. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:                Elect to opt out

**ITEM 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Subordinated Claim identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

**“42.6 Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**“42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of

the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**“42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors’ Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: \_\_\_\_\_  
Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name of Signatory (if different than claimant): \_\_\_\_\_  
If by Authorized Agent, Title of Agent: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State and Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Date Completed: \_\_\_\_\_

**Exhibit 4-3**

**Master Ballot for Classes 2, 14, 15, and 16**



[Holders of allowed PIERS Claims are also entitled to participate in the Rights Offering, as more fully described in the Plan and Disclosure Statement. Holders of PIERS Claims who wish to participate in the Rights Offering must complete the subscription form that is being provided under separate cover. If you are the Voting Nominee for a holder of a PIERS Claim and did not receive a Subscription Form to forward to such holder, please contact the Voting Agent.]

**IMPORTANT**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, the Master Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your Master Ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 1230 Avenue of the Americas, 7th Floor, New York, New York 10020.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your Master Ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, the votes of the beneficial holder(s) for whom you act as Voting Nominee will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on the beneficial holder(s) for whom you act as Voting Nominee whether or not you vote.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 1 AND COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5, AND COMPLETE ITEM 5.
6. **SIGN THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. BENEFICIAL HOLDERS MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THEIR BALLOTS EITHER TO ACCEPT OR TO REJECT THE PLAN. BENEFICIAL HOLDERS MAY NOT SPLIT THEIR VOTES.
9. ANY EXECUTED BALLOT RECEIVED BY YOU FROM A BENEFICIAL HOLDER THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, SHOULD BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR VOTING NOMINEES OF CLASS [ ] ( [ ] CLAIMS)**

1. The Plan will be accepted by Class \_\_\_ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class \_\_\_ that actually vote on the Plan. In the event that Class \_\_\_ rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on beneficial holders for which you are acting as Voting Nominee if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class \_\_\_ and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
  
2. **Complete, sign, and return this Master Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
1230 Avenue of the Americas, 7th Floor  
New York, New York 10020

Attn: David M. Sharp  
Telephone: (917) 639-4276

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

3. **HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any principal amount of the \_\_\_\_\_ Notes and you wish to vote any \_\_\_\_\_ Claims held by you as the beneficial holder thereof, you may complete, execute and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot in connection therewith.

**If you are transmitting the votes of any beneficial holders of \_\_\_\_\_ Claims other than yourself, you may either:**

- (a) “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Plan (collectively, the “*Solicitation Package*”) and then forward the Solicitation Package to the beneficial owner of the \_\_\_\_\_ Claims for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided



in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial Holder Ballot by indicating thereon the record holder of the \_\_\_\_\_ Claims voted, the amount of the \_\_\_\_\_ Notes held by the beneficial holder, and the appropriate account numbers through which the beneficial owner’s holdings are derived. The beneficial owner shall return the “prevalidated” Beneficial Holder Ballot to the Voting Agent;

OR

- (b) Forward the Solicitation Package to the beneficial owner of the \_\_\_\_\_ Claims for voting together with a return envelope provided by and addressed to you, the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to you, the Voting Nominee. In such case, you, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to you, the Voting Nominee, separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

4. With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:
- a. Check the appropriate box in Item 1 on the Master Ballot;
  - b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the \_\_\_\_\_ Claims. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS \_\_\_\_\_ CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY;**
  - c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Holder Ballot relating to other \_\_\_\_\_ Claims voted;
  - d. Please note that Item 4 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 4 of each completed Beneficial Holder Ballot relating to other \_\_\_\_\_ Claims voted;
  - e. Review the certification in Item 5 of the Master Ballot;
  - f. Sign and date the Master Ballot, and provide the remaining information requested;

- g. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- h. Contact the Voting Agent if you need any additional information; and
- i. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of May 19, 2010 (the Record Date under the Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the \_\_\_\_\_ Notes listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the \_\_\_\_\_ Notes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of \_\_\_\_\_ Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the \_\_\_\_\_ Claims held by the beneficial owners of the \_\_\_\_\_ Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their \_\_\_\_\_ Claims, and certifies that the following beneficial holders of the \_\_\_\_\_ Notes, as identified by their respective **customer** account numbers set forth below, are beneficial holders of such securities as of May 19, 2010, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("**Beneficial Holder Ballots**") casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its \_\_\_\_\_ Claims to accept or to reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting _____ Notes	Principal Amount of _____ Notes Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
TOTALS:	\$	\$

\* Any executed ballot received by a Voting Nominee from a beneficial holder that (a) does not indicate either an acceptance or rejection of the Plan, or (b) that indicates both an acceptance and a rejection of the Plan, should be counted as an **acceptance** of the Plan.

**Item 3. Certification as to Transcription of Information from Item 3 as to \_\_\_\_\_ Claims Voted Through Other Beneficial Holder Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Holder Ballot, identifying any \_\_\_\_\_ Claims for which such beneficial owners have submitted other Beneficial Holder Ballots other than to the undersigned:

YOUR Customer Account Number for Each	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:		
	Account Number	Name of Owner	Amount of Other

Beneficial Owner Who Completed <u>Item 3</u> of the Beneficial Holder Ballots			Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

**Item 4. Certification as to Transcription of Information from Item 4 as to Opt-Out Election.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 4 of the beneficial holder's original Beneficial Holder Ballot:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 4</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM ITEM 4 OF THE BENEFICIAL OWNER BALLOTS:
	Elect to Opt Out of granting releases? (Y/N)
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	

**Item 5. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the \_\_\_\_\_ Notes listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: \_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Voting Nominee (if applicable): \_\_\_\_\_  
(Print or Type)

Last Four (4) Digits of Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: ( ) \_\_\_\_\_  
(Including Area Code)

Date Completed: \_\_\_\_\_

**Exhibit 4-4**

**Beneficial Ballot for Classes 2, 14, 15, and 16**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**BENEFICIAL BALLOT FOR CLASS \_\_\_\_\_<sup>2</sup>  
 ( \_\_\_\_\_ CLAIMS) (CUSIP NO. \_\_\_\_\_ )**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
----------------------	----------------	-------------------------	----------------

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, the holder of the \_\_\_\_\_ Claim, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE \_\_\_\_\_ CLAIMS.**

[Holders of allowed PIERS Claims are also entitled to participate in the Rights Offering, as more fully described in the Plan and Disclosure Statement. Holders of PIERS Claims who wish to participate in the Rights Offering must complete the subscription form that is being provided under separate cover. If you are a holder of a PIERS Claim and did not receive a Subscription Form, please contact the Voting Agent.]

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> [Note: This ballot will be individualized for beneficial holders that are not also holders of record of: Senior Notes Claims, CCB-1 Guarantees Claims, CCB-2 Guarantees Claims, and PIERS Claims, in classes 2, 14, 15, and 16, respectively.]

**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**All of your \_\_\_\_\_ Claims against the Debtors have been placed in Class \_\_ under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to your Voting Nominee.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**



**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4. NOTE THAT THIS ITEM IS OPTIONAL.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5, AND COMPLETE ITEM 5.
6. **SIGN THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

8. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
9. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS [ ] ( [ ] CLAIMS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class \_\_\_ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class \_\_\_ that actually vote on the Plan. In the event that Class \_\_\_ rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class \_\_\_ and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot in the envelope provided. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**
4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class \_\_\_, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class \_\_\_, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
  - d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot; and
  - g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A

COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**ITEM 1. Amount of \_\_\_\_\_ Claim.** The amount of your claim for voting purposes is: \$ \_\_\_\_\_. If your \_\_\_\_\_ Notes are held by a Voting Nominee on your behalf and you do not know the amount of the \_\_\_\_\_ Notes held, please contact your Voting Nominee immediately.

**ITEM 2. Vote on the Plan.** The undersigned holder of a \_\_\_\_\_ Claim in the amount identified in Item 1 above hereby votes to:

- Check one box:                  Accept the Plan  
          Reject the Plan

**ITEM 3. Certification as to \_\_\_\_\_ Claims held in Additional Accounts.** By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class \_\_\_\_\_ Claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class \_\_\_\_\_ Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS \_\_\_ BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder <sup>1</sup>	Amount of Other _____ Claims Voted

**ITEM 4. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:                  Elect to opt out

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the \_\_\_\_\_ Claim identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

“42.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by

<sup>1</sup> Insert your name if the \_\_\_\_\_ Notes are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan."

Print or Type Name of Claimant: \_\_\_\_\_

Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code:

---

Telephone Number:

---

Date Completed:

---

**Exhibit 4-5**

**Master Ballot for Class 3**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**MASTER BALLOT FOR FOR CLASS 3  
(SENIOR SUBORDINATED NOTES CLAIMS) (CUSIP NO. [ ] )**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

**THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE SENIOR SUBORDINATED NOTES.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder for the Senior Subordinated Notes, to transmit to the Voting Agent the votes of such beneficial holders in respect of their Senior Subordinated Notes Claims to accept or reject the Plan.**

<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 925 Fourth Avenue, Seattle, Washington 98104.



**IMPORTANT**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, the Master Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your Master Ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 1230 Avenue of the Americas, 7th Floor, New York, New York 10020.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, the votes of the beneficial holder(s) for whom you act as Voting Nominee will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on the beneficial holder(s) for whom you act as Voting Nominee whether or not you vote.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 1 AND COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4.
5. COMPLETE ITEM 5.
6. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6, AND COMPLETE ITEM 6.
7. **SIGN THE BALLOT.**
8. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
9. BENEFICIAL HOLDERS MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THEIR BALLOTS EITHER TO ACCEPT OR TO REJECT THE PLAN. BENEFICIAL HOLDERS MAY NOT SPLIT THEIR VOTES.
10. ANY EXECUTED BALLOT RECEIVED BY YOU FROM A BENEFICIAL HOLDER THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, SHOULD BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR VOTING NOMINEES OF CLASS 3 (SENIOR SUBORDINATED NOTES CLAIMS)**

1. The Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3 that actually vote on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on beneficial holders for which you are acting as Voting Nominee if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
  
2. **Complete, sign, and return this Master Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
1230 Avenue of the Americas, 7th Floor  
New York, New York 10020

Attn: David M. Sharp  
Telephone: (917) 639-4276

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

3. **HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any principal amount of the Senior Subordinated Notes and you wish to vote any Senior Subordinated Notes Claims held by you as the beneficial holder thereof, you may complete, execute and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot in connection therewith.

**If you are transmitting the votes of any beneficial holders of Senior Subordinated Notes Claims other than yourself, you must:**

Forward the Solicitation Package to the beneficial owner of the Senior Subordinated Notes Claims for voting together with a return envelope provided by and addressed to you, the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to you, the Voting Nominee. In such case, you, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to you, the Voting

Nominee, separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

4. With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:
  - a. Check the appropriate box in Item 1 on the Master Ballot;
  - b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the Senior Subordinated Notes Claims. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS SENIOR SUBORDINATED NOTES CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY;**
  - c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Holder Ballot relating to other Senior Subordinated Notes Claims voted;
  - d. Please note that Item 4 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 4 of each completed Beneficial Holder Ballot relating to other Senior Subordinated Notes Claims voted;
  - e. Please note that Item 5 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 5 of each completed Beneficial Holder Ballot relating to other Senior Subordinated Notes Claims voted, and that you tender the underlying Senior Subordinated Notes held by those beneficial owners making the Exchange Election to the account at DTC for such purpose;
  - f. Review the certification in Item 6 of the Master Ballot;
  - g. Sign and date the Master Ballot, and provide the remaining information requested;
  - h. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
  - i. Contact the Voting Agent if you need any additional information; and
  - j. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along

with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of May 19, 2010 (the Record Date under the Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Senior Subordinated Notes listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Senior Subordinated Notes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Senior Subordinated Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Senior Subordinated Notes Claims held by the beneficial owners of the Senior Subordinated Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Senior Subordinated Notes Claims, and certifies that the following beneficial holders of the Senior Subordinated Notes, as identified by their respective **customer** account numbers set forth below, are beneficial holders of such securities as of May 19, 2010, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("**Beneficial Holder Ballots**") casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Senior Subordinated Notes Claims to accept or to reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting Senior Subordinated Notes	Principal Amount of Senior Subordinated Notes Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
<b>TOTALS:</b>	\$	\$

\* Any executed ballot received by a Voting Nominee from a beneficial holder that (a) does not indicate either an acceptance or rejection of the Plan, or (b) that indicates both an acceptance and a rejection of the Plan, should be counted as an **acceptance** of the Plan.

**Item 3. Certification as to Transcription of Information from Item 3 as to Senior Subordinated Notes Claims Voted Through Other Beneficial Holder Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Holder Ballot, identifying any Senior Subordinated Notes Claims for which such beneficial owners have submitted other Beneficial Holder Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 3</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM <u>ITEM 3</u> OF THE BENEFICIAL OWNER BALLOTS:		
	Account Number	Name of Owner	Amount of Other Senior Subordinated Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

**Item 4. Certification as to Transcription of Information from Item 4 as to Opt-Out Election.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 4 of the beneficial holder's original Beneficial Holder Ballot:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 4</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM <u>ITEM 4</u> OF THE BENEFICIAL OWNER BALLOTS:
	Elect to Opt Out of granting releases? (Y/N)
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	

**Item 5. Certification as to Transcription of Information from Item 5 as to Exchange Election.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 5 of the beneficial holder's original Beneficial Holder Ballot:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 5</u> of the Beneficial Holder Ballots	VOI Number from DTC* for Each Beneficial Owner Who Completed <u>Item 5</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM <u>ITEM 5</u> OF THE BENEFICIAL OWNER BALLOTS:	
		% of the Class 3 <i>pro rata</i> share of Reorganized Common Stock	% of the Class 3 <i>pro rata</i> share of Creditor Cash
1.			
2.			
3.			
4.			

5.			
6.			
7.			
8.			
9.			
10.			

\* The underlying Senior Subordinated Notes held by those beneficial owners making the Exchange Election are to be tendered into the election account established at The Depository Trust Company (“DTC”) for the purpose. Input the corresponding VOI number received from DTC in the appropriate Exchange Election column in the table above if the beneficial owner elected the Exchange Election in item 5 on its individual Beneficial Owner Ballot. Senior Subordinated Notes may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the Unsecured Notes held in the election account at DTC. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Senior Subordinated Notes held in the election account to the applicable Nominee for credit to the account of the applicable beneficial owner.

**Item 6. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Senior Subordinated Notes listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: \_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent  
for Voting Nominee (if applicable): \_\_\_\_\_  
(Print or Type)

Last Four (4) Digits of Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: ( ) \_\_\_\_\_  
(Including Area Code)

Date Completed: \_\_\_\_\_

**Exhibit 4-6**

**Beneficial Ballot for Class 3**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**BENEFICIAL BALLOT FOR CLASS 3  
(SENIOR SUBORDINATED NOTES CLAIMS) (CUSIP NO. [ ] )**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, the holder of the \_\_\_\_\_ Claim, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE \_\_\_\_\_ CLAIMS.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.

**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**All of your Senior Subordinated Notes Claims against the Debtors have been placed in Class 3 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to your Voting Nominee.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4. NOTE THAT THIS ITEM IS OPTIONAL.
5. COMPLETE ITEM 5. NOTE THAT THIS ITEM IS OPTIONAL.
6. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6.
7. **SIGN THE BALLOT.**
8. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

9. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
10. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 3 (SENIOR SUBORDINATED NOTES CLAIMS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3 that actually vote on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot in the envelope provided.**
4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class 3, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
  - d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot, and provide the remaining information requested; and
  - g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE

BANKRUPTCY COURT.

**ITEM 1. Amount of Senior Subordinated Notes Claim.** The amount of your claim for voting purposes is: \$ \_\_\_\_\_. If your Senior Subordinated Notes are held by a Voting Nominee on your behalf and you do not know the amount of the \_\_\_\_\_ Notes held, please contact your Voting Nominee immediately.

**ITEM 2. Vote on the Plan.** The undersigned holder of a Senior Subordinated Notes Claim in the amount identified in Item 1 above hereby votes to:

- Check one box:                  Accept the Plan  
          Reject the Plan

**ITEM 3. Certification as to Senior Subordinated Notes Claims held in Additional Accounts.** By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class 3 Senior Subordinated Notes Claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 3 Senior Subordinated Notes Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS \_\_ BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder <sup>1</sup>	Amount of Other _____ Claims Voted

**ITEM 4. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:                  Elect to opt out

**ITEM 5. OPTIONAL – Exchange Election.**

Commencing on the Effective Date, and subject to the right of election described in the Plan, each holder of an Allowed Senior Subordinated Notes Claim shall be entitled to receive on account of such Allowed Senior Subordinated Notes Claim distributions in an aggregate amount equal to:

- (i) such holder’s *pro rata* share of Reorganized Common Stock (subject to dilution on account of the Rights Offering),
- (ii) such holder’s *pro rata* share of Creditor Cash, and
- (iii) such holder’s *pro rata* share of Liquidating Trust Interests; subject to certain limitation as identified in the Plan.

Notwithstanding the foregoing, the Plan provides that holders of Allowed Senior Subordinated Notes Claims each shall be provided the right to elect, in their sole and absolute discretion, to receive either additional Creditor Cash or additional Reorganized Common Stock, in lieu of some or all of the Reorganized Common Stock and Creditor Cash that such holder otherwise is entitled to receive pursuant to the Plan. The undersigned holder of the Senior Subordinated Notes Claim hereby elects to receive their distribution under the Plan as follows:

<sup>1</sup> Insert your name if the \_\_\_\_\_ Notes are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

\_\_\_\_\_ % of the Class 3 *pro rata* share of Reorganized Common Stock

\_\_\_\_\_ % of the Class 3 *pro rata* share of Creditor Cash

In order to make the Exchange Election, the Nominee holding your Senior Subordinated Notes must “tender” your notes into the election account established at The Depository Trust Company (“DTC”) for this purpose. Senior Subordinated Notes may not be withdrawn from the election account after your Nominee has tendered them to the election account at DTC. Once the Senior Subordinated Notes have been tendered, no further trading will be permitted in the Senior Subordinated Notes held in the election account. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Senior Subordinated Notes held in the election account to the applicable Nominee for credit to the account of the applicable beneficial holder.

NOTE: To the extent that there is an imbalance between the amount of Creditor Cash and the number of Reorganized Common Stock shares elected by holders of Allowed Senior Subordinated Notes Claims, either the Creditor Cash or Reorganized Common Stock shares elected shall be reduced, on a *pro rata* share basis, to each holder to eliminate such imbalance. Failure by any holder of an Allowed Senior Subordinated Notes Claim to elect to exercise rights of election provided in the Plan and as described herein on or before the Voting Deadline shall constitute a deemed waiver and relinquishment of such rights by such holder. Any election made after the Voting Deadline shall not be binding upon the Debtors unless the Voting Deadline is waived, in writing, by the Debtors; provided, however, that under no circumstance may such waiver by the Debtors occur on or after the Effective Date.

**ITEM 6. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Senior Subordinated Notes Claim identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

“42.6 **Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors’ Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan."

Print or Type Name of Claimant: \_\_\_\_\_

Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_



**Exhibit 4-7**

**Master Ballot for Class 18**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**MASTER BALLOT FOR CLASS 18  
(REIT SERIES) (CUSIP NO. \_\_\_\_\_)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

**THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder for the REIT Series Shares, to transmit to the Voting Agent the votes of such beneficial holders in respect of their REIT Series Shares to accept or reject the Plan.**

<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 925 Fourth Avenue, Seattle, Washington 98104.

**IMPORTANT**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, the Master Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your Master Ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 1230 Avenue of the Americas, 7th Floor, New York, New York 10020.

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, the votes of the beneficial holder(s) for whom you act as Voting Nominee will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on the beneficial holder(s) for whom you act as Voting Nominee whether or not you vote.

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 1 AND COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5, AND COMPLETE ITEM 5.
6. **SIGN THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. BENEFICIAL HOLDERS MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THEIR BALLOTS EITHER TO ACCEPT OR TO REJECT THE PLAN. BENEFICIAL HOLDERS MAY NOT SPLIT THEIR VOTES.
9. ANY EXECUTED BALLOT RECEIVED BY YOU FROM A BENEFICIAL HOLDER THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, SHOULD BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR VOTING NOMINEES OF CLASS 18 (REIT SERIES)**

1. The Plan will be accepted by Class 18 if it is accepted by the holders of two-thirds in amount of Interests in Class 18 that actually vote on the Plan. In the event that Class 18 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on beneficial holders for which you are acting as Voting Nominee if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 18 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
  
2. **Complete, sign, and return this Master Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
1230 Avenue of the Americas, 7th Floor  
New York, New York 10020

Attn: David M. Sharp  
Telephone: (917) 639-4276

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

3. **HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any principal amount of the REIT Series Shares and you wish to vote any REIT Series held by you as the beneficial holder thereof, you may complete, execute and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot in connection therewith.

**If you are transmitting the votes of any beneficial holders of REIT Series other than yourself, you may either:**

- (a) “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Plan (collectively, the “*Solicitation Package*”) and then forward the Solicitation Package to the beneficial owner of the REIT Series for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial Holder Ballot by

indicating thereon the record holder of the REIT Series voted, the amount of the REIT Series Shares held by the beneficial holder, and the appropriate account numbers through which the beneficial owner's holdings are derived. The beneficial owner shall return the "prevalidated" Beneficial Holder Ballot to the Voting Agent;

OR

- (b) Forward the Solicitation Package to the beneficial owner of the REIT Series for voting together with a return envelope provided by and addressed to you, the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to you, the Voting Nominee. In such case, you, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to you, the Voting Nominee, separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

4. With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the REIT Series. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS REIT SERIES EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY;**
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Holder Ballot relating to other REIT Series voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and

- h. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of May 19, 2010 (the Record Date under the Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the REIT Series Shares listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the REIT Series Shares listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of REIT Series Shares listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the REIT Series held by the beneficial owners of the REIT Series Shares described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their REIT Series, and certifies that the following beneficial holders of the REIT Series Shares, as identified by their respective **customer** account numbers set forth below, are beneficial holders of such securities as of May 19, 2010, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("**Beneficial Holder Ballots**") casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its REIT Series to accept or or to reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting REIT Series Shares	Number of REIT Series Shares Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
TOTALS:		

\* Any executed ballot received by a Voting Nominee from a beneficial holder that (a) does not indicate either an acceptance or rejection of the Plan, or (b) that indicates both an acceptance and a rejection of the Plan, should be counted as an **acceptance** of the Plan.

**Item 3. Certification as to Transcription of Information from Item 3 as to REIT Series Voted Through Other Beneficial Holder Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Holder Ballot, identifying any REIT Series for which such beneficial owners have submitted other Beneficial Holder Ballots other than to the undersigned:

YOUR Customer Account Number for Each	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:		
	Account Number	Name of Owner	Amount of Other

Beneficial Owner Who Completed <u>Item 3</u> of the Beneficial Holder Ballots			REIT Series Shares Voted
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

**Item 4. Certification as to Transcription of Information from Item 4 as to Opt-Out Election.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 4 of the beneficial holder's original Beneficial Holder Ballot:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 4</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM ITEM 4 OF THE BENEFICIAL OWNER BALLOTS:
	Elect to Opt Out of granting releases? (Y/N)
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	

**Item 5. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the REIT Series Shares listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: \_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent  
for Voting Nominee (if applicable): \_\_\_\_\_  
(Print or Type)

Last Four (4) Digits of Social Security or Federal Tax I.D. No.: \_\_\_\_\_



Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_  
(Including Area Code)

Date Completed: \_\_\_\_\_

**Exhibit 4-8**

**Beneficial Ballot for Class 18**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**BENEFICIAL BALLOT FOR CLASS 18  
(REIT SERIES) (CUSIP NO. \_\_\_\_\_)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, the holder of a Preferred Equity Interest, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE REIT SERIES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.

**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**All of your REIT Series against the Debtors have been placed in Class 18 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to your Voting Nominee.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
5. **SIGN THE BALLOT.**
6. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).  
IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.
7. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 18 (REIT SERIES)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 18 if it is accepted by the holders of two-thirds in amount of Interests in Class 18 that actually vote on the Plan. In the event that Class 18 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 18 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot in the envelope provided. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**
4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class 18, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class 18, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
  - d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot, and provide the remaining information requested; and
  - g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A

COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**ITEM 1. Amount of REIT Series Interest.** The number of shares for voting purposes is: \_\_\_\_\_. If your REIT Series shares are held by a Voting Nominee on your behalf and you do not know the amount of the REIT Series shares held, please contact your Voting Nominee immediately.

**ITEM 2. Vote on the Plan.** The undersigned holder of a REIT Series in the amount identified in Item 1 above hereby votes to:

- Check one box:                  Accept the Plan  
          Reject the Plan

NOTE: Pursuant to Article XXII of the Plan and Section 22.4 of the Global Settlement Agreement, separate and distinct from the distributions to be provided by the Debtors to holders of the REIT Series, each REIT Series holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the JPMC Entities from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXII of the Plan and Section 22.4 of the Global Settlement Agreement, on the Effective Date, (a) JPMC shall pay or transfer to the Disbursing Agent for distribution to each holder of a REIT Series such holder’s pro rata share of Fifty Million Dollars (\$50,000,000.00) cash or (ii) at the election of JPMC shares of common stock of JPMC having a value as of the Effective Date in the amount of Fifty Million Dollars (\$50,000,000.00).

**ITEM 3. Certification as to REIT Series held in Additional Accounts.** By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class 18 REIT Series held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 18 REIT Series for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 18 BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder <sup>1</sup>	Amount of Other REIT Series Voted

**ITEM 4. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:                  Elect to opt out

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The

<sup>1</sup> Insert your name if the \_\_\_\_\_ Notes are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.



undersigned certifies that (i) it is the holder of the REIT Series identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

**“42.6 Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**“42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**“42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant:

---

Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant:

---

Signature:

---

Name of Signatory (if different than claimant):

---

If by Authorized Agent, Title of Agent:

---

Street Address:

---

City, State and Zip Code:

---

Telephone Number:

---

Date Completed:

---

**Exhibit 4-9**

**Master Ballot for Class 19**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**MASTER BALLOT FOR CLASS 19  
(PREFERRED EQUITY INTERESTS) (CUSIP NO. \_\_\_\_\_)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

**THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE PREFERRED EQUITY SHARES.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or beneficial holder for the Preferred Equity Shares, to transmit to the Voting Agent the votes of such beneficial holders in respect of their Preferred Equity Interests to accept or reject the Plan.**

**IMPORTANT**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

<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 925 Fourth Avenue, Seattle, Washington 98104.

**To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, the Master Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your Master Ballot to: Washington Mutual Ballot Processing, c/o Kurtzman Carson Consultants, 1230 Avenue of the Americas, 7th Floor, New York, New York 10020.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, the votes of the beneficial holder(s) for whom you act as Voting Nominee will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on the beneficial holder(s) for whom you act as Voting Nominee whether or not you vote.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 1 AND COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5, AND COMPLETE ITEM 5.
6. **SIGN THE BALLOT.**
7. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
8. BENEFICIAL HOLDERS MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THEIR BALLOTS EITHER TO ACCEPT OR TO REJECT THE PLAN. BENEFICIAL HOLDERS MAY NOT SPLIT THEIR VOTES.
9. ANY EXECUTED BALLOT RECEIVED BY YOU FROM A BENEFICIAL HOLDER THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, SHOULD BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR VOTING NOMINEES OF CLASS 19 (PREFERRED EQUITY INTERESTS)**

1. The Plan will be accepted by Class 19 if it is accepted by the holders of two-thirds in amount of Interests in Class 19 that actually vote on the Plan. In the event that Class 19 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on beneficial holders for which you are acting as Voting Nominee if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 19 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
  
2. **Complete, sign, and return this Master Ballot to Kurtzman Carson Consultants LLC so that it is received by the Voting Agent by no later than 5:00 p.m. (Pacific Time) on July 7, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

Washington Mutual Ballot Processing  
c/o Kurtzman Carson Consultants  
1230 Avenue of the Americas, 7th Floor  
New York, New York 10020

Attn: David M. Sharp  
Telephone: (917) 639-4276

**Ballots will not be accepted by telecopy, facsimile, e-mail or other electronic means of transmission.**

3. **HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any principal amount of the Preferred Equity Shares and you wish to vote any Preferred Equity Interests held by you as the beneficial holder thereof, you may complete, execute and return to the Voting Agent either an individual Beneficial Holder Ballot or a Master Ballot in connection therewith.

**If you are transmitting the votes of any beneficial holders of Preferred Equity Interests other than yourself, you may either:**

- (a) “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Plan (collectively, the “*Solicitation Package*”) and then forward the Solicitation Package to the beneficial owner of the Preferred Equity Interests for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial

Holder Ballot by indicating thereon the record holder of the Preferred Equity Interests voted, the amount of the Preferred Equity Shares held by the beneficial holder, and the appropriate account numbers through which the beneficial owner's holdings are derived. The beneficial owner shall return the "prevalidated" Beneficial Holder Ballot to the Voting Agent;

OR

- (b) Forward the Solicitation Package to the beneficial owner of the Preferred Equity Interests for voting together with a return envelope provided by and addressed to you, the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to you, the Voting Nominee. In such case, you, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to you, the Voting Nominee, separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

4. With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:
  - a. Check the appropriate box in Item 1 on the Master Ballot;
  - b. Indicate the votes to accept or reject the Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the Preferred Equity Interests. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS PREFERRED EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY;**
  - c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Holder Ballot relating to other Preferred Equity Interests voted;
  - d. Please note that Item 4 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 4 of each completed Beneficial Holder Ballot relating to other Preferred Equity Interests voted;
  - e. Review the certification in Item 5 of the Master Ballot;
  - f. Sign and date the Master Ballot, and provide the remaining information requested;

- g. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- h. Contact the Voting Agent if you need any additional information; and
- i. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.



**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of May 19, 2010 (the Record Date under the Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Preferred Equity Shares listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Preferred Equity Shares listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Preferred Equity Shares listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Preferred Equity Interests held by the beneficial owners of the Preferred Equity Shares described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Preferred Equity Interests, and certifies that the following beneficial holders of the Preferred Equity Shares, as identified by their respective **customer** account numbers set forth below, are beneficial holders of such securities as of May 19, 2010, the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("**Beneficial Holder Ballots**") casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Preferred Equity Interests to accept or to reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Voting Preferred Equity Shares	Number of Preferred Equity Shares Voted to ACCEPT or REJECT Plan*	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
TOTALS:		

\* Any executed ballot received by a Voting Nominee from a beneficial holder that (a) does not indicate either an acceptance or rejection of the Plan, or (b) that indicates both an acceptance and a rejection of the Plan, should be counted as an **acceptance** of the Plan.

**Item 3. Certification as to Transcription of Information from Item 3 as to Preferred Equity Interests Voted Through Other Beneficial Holder Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Beneficial Holder Ballot, identifying any Preferred Equity Interests for which such beneficial owners have submitted other Beneficial Holder Ballots other than to the undersigned:

YOUR Customer Account Number for Each	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:		
	Account Number	Name of Owner	Amount of Other

Beneficial Owner Who Completed <u>Item 3</u> of the Beneficial Holder Ballots			Preferred Equity Interests Voted
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

**Item 4. Certification as to Transcription of Information from Item 4 as to Opt-Out Election.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 4 of the beneficial holder's original Beneficial Holder Ballot:

YOUR Customer Account Number for Each Beneficial Owner Who Completed <u>Item 4</u> of the Beneficial Holder Ballots	TRANSCRIBE FROM <u>ITEM 4</u> OF THE BENEFICIAL OWNER BALLOTS:
	Elect to Opt Out of granting releases? (Y/N)
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	

**Item 5. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Preferred Equity Shares listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: \_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Voting Nominee (if applicable): \_\_\_\_\_  
(Print or Type)

Last Four (4) Digits of Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: ( ) \_\_\_\_\_  
(Including Area Code)

Date Completed: \_\_\_\_\_

**Exhibit 4-10**

**Beneficial Ballot for Class 19**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**BENEFICIAL BALLOT FOR CLASS 19  
(PREFERRED EQUITY INTERESTS) (CUSIP NO. \_\_\_\_\_)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of May 19, 2010, the holder of a Preferred Equity Interest, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE PREFERRED EQUITY INTERESTS.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (866) 381-9100. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

<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 925 Fourth Avenue, Seattle, Washington 98104.

**IMPORTANT**

**You should review the Disclosure Statement and the Plan (including the Global Settlement Agreement) before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan.**

**All of your Preferred Equity Interests against the Debtors have been placed in Class 19 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of claims.**

**VOTING DEADLINE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

**In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on July 7, 2010, unless such time is extended by the Debtors. Please mail or deliver your ballot to your Voting Nominee.**

**BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.**

**If your ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you vote.**

**Your receipt of this ballot does not signify that your claim(s) has been or will be allowed.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):**

1. COMPLETE ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
5. **SIGN THE BALLOT.**
6. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).  
IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.
7. YOU MUST VOTE THE FULL AMOUNT OF THE ALLOWED PREPETITION CLAIM COVERED BY THIS BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT  
FOR HOLDERS OF CLASS 19 (PREFERRED EQUITY INTERESTS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 19 if it is accepted by the holders of two-thirds in amount of Interests in Class 19 that actually vote on the Plan. In the event that Class 19 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 19 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors and the Released Parties and Related Persons (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, including, but not limited to, the releases contained therein.
3. **Complete, sign, and return this Ballot in the envelope provided. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**
4. To properly complete the Ballot, you must follow the procedures described below:
  - a. if you have a Claim in Class 19, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - b. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - c. if you also hold Claims in a Class other than Class 19, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
  - d. if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot, and provide the remaining information requested; and
  - g. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A



COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**ITEM 1. Amount of Preferred Equity Interest.** The number of shares held for voting purposes is: \_\_\_\_\_ . If your Preferred Equity shares are held by a Voting Nominee on your behalf and you do not know the amount of the Preferred Equity shares held, please contact your Voting Nominee immediately.

**ITEM 2. Vote on the Plan.** The undersigned holder of a Preferred Equity Interest in the amount identified in Item 1 above hereby votes to:

- Check one box:                Accept the Plan  
        Reject the Plan

**ITEM 3. Certification as to Preferred Equity Interests held in Additional Accounts.** By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class 19 Preferred Equity Interests held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 19 Preferred Equity Interests for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 19 BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder <sup>1</sup>	Amount of Other Preferred Equity Interests Voted

**ITEM 4. OPTIONAL – Opt-Out Election.** By checking the box below, you elect NOT to grant the releases contained in Section 42.6 of the Plan as they relate to the opt-out release parties set forth in Section 42.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan.** If you submit your Ballot without this box checked, you will be deemed to consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 42.6, 42.7, and 42.8 of the Plan as to all parties regardless of whether you elect to opt out.

- Check the box:                Elect to opt out

**ITEM 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Preferred Equity Interest identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

“42.6 **Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by

<sup>1</sup> Insert your name if the \_\_\_\_\_ Notes are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**“42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**“42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: \_\_\_\_\_

Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code:

---

Telephone Number:

---

Date Completed:

---

**Exhibit 5-1**

**Notice of Non-Voting Status – Unimpaired Class**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES<sup>2</sup>**

PLEASE TAKE NOTICE THAT on May 19, 2010, the United States Bankruptcy Court for the District of Delaware (the "*Court*") entered an order (the "*Order*") approving the Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the "*Disclosure Statement*") filed by Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the "*Debtors*").<sup>3</sup> The Order authorizes the Debtors to solicit votes to accept or reject the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be further amended, the "*Plan*"), a copy of which is annexed as Exhibit A to the Disclosure Statement. You can find information about the Debtors' confirmation hearing in the enclosed Confirmation Hearing Notice.

**PURSUANT TO THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (i) DEEMED TO HAVE ACCEPTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU MAY CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, IN WRITING AT KURTZMAN CARSON CONSULTANTS, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, OR BY TELEPHONE AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ONLINE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE BE ADVISED THAT KURTZMAN CARSON CONSULTANTS LLC CANNOT PROVIDE LEGAL ADVICE.**

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Pursuant to the Plan, the Unimpaired Classes are Class 1 (Priority Non-Tax Claims), Class 4 (WMI Medical Plan Claims), Class 5 (JPMC Rabbi Trust / Policy Claims), Class 6 (Other Benefit Plan Claims), Class 7 (Qualified Plan Claims), Class 8 (WMB Vendor Claims), Class 9 (Visa Shares Claims), Class 10 (Bond Claims), Class 11 (WMI Vendor Claims), and Class 13 (Convenience Claims).

<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement.

**PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

DATED: May \_\_, 2010  
Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

WEIL, GOTSHAL & MANGES LLP  
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Attorneys for Debtors  
and Debtors in Possession

**Exhibit 5-2**

**Notice of Non-Voting Status – Impaired Class**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**NOTICE OF NON-VOTING STATUS TO IMPAIRED CLASSES<sup>2</sup>**

PLEASE TAKE NOTICE THAT on May 19, 2010, the United States Bankruptcy Court for the District of Delaware (the “*Court*”) entered an order (the “*Order*”) approving the Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Disclosure Statement*”) filed by Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”).<sup>3</sup> The Order authorizes the Debtors to solicit votes to accept or reject the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be further amended, the “*Plan*”), a copy of which is annexed as Exhibit A to the Disclosure Statement. You can find information about the Debtors’ confirmation hearing in the enclosed Confirmation Hearing Notice.

**PURSUANT TO THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR EQUITY INTEREST(S) IN, THE DEBTORS AND, THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (i) DEEMED TO HAVE REJECTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR EQUITY INTEREST(S), YOU MAY CONTACT THE DEBTORS’ VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, IN WRITING AT KURTZMAN CARSON CONSULTANTS, 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, OR BY TELEPHONE AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ONLINE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE BE ADVISED THAT KURTZMAN CARSON CONSULTANTS LLC CANNOT PROVIDE LEGAL ADVICE.**

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Pursuant to the Plan, the Impaired Classes consist of Class 20 (Dime Warrants) and Class 21 (Common Equity Interests).

<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement.

**PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

DATED: May \_\_, 2010  
Wilmington, Delaware

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Attorneys for Debtors  
and Debtors in Possession

**Exhibit 6-1**

**Subscription Form**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**SUBSCRIPTION FORM**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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On May 19, 2010, the United States Bankruptcy Court for the District of Delaware (the “*Court*”) entered an order (the “*Order*”), approving the Disclosure Statement for the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Disclosure Statement*”) of Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”).<sup>2</sup> The Order authorizes the Debtors to solicit votes to accept or reject the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of March 26, 2010 (as it may be amended, the “*Plan*”), a copy of which is annexed as Exhibit A to the Disclosure Statement.

Pursuant to the Plan, each holder of an Allowed PIERS Claim that was a holder as of the Rights Offering Record Date has Subscription Rights entitling such holder to purchase shares of Additional Common Stock, if such holder (except as otherwise permitted in the Backstop Commitment Agreement) possesses the right to purchase at least the minimum amount prescribed by the Backstop Commitment Agreement. Such Additional Common Stock shall be issued on the Effective Date or as soon thereafter as is practicable.

You have received this Subscription Form because you are an eligible holder of an Allowed PIERS Claim as of May 19, 2010, and as such, you are eligible to participate in the Rights Offering. Please utilize this Subscription Form to execute your election in the Rights Offering.

<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 925 Fourth Avenue, Seattle, Washington 98104.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement.

IF YOU HAVE ANY QUESTIONS REGARDING THE SUBSCRIPTION FORM, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR SUBSCRIPTION FORM, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE SUBSCRIPTION FORM OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' RIGHTS OFFERING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE RIGHTS OFFERING AGENT'S WEBSITE AT [WWW.KCCLLC.NET/WAMU](http://WWW.KCCLLC.NET/WAMU). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

DATED: May \_\_, 2010  
Wilmington, Delaware

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Attorneys for Debtors  
and Debtors in Possession

**IMPORTANT**

The payments made in connection with your exercise of Subscription Rights will be deposited and held in an account administered by Kurtzman Carson Consultants LLC (the "Rights Offering Agent"). The account will be maintained by the Rights Offering Agent for the purpose of holding the funds for the administration of the Rights Offering until the Effective Date. The funds will not be used for any other purpose prior to the Effective Date, and neither the Debtors nor the Rights Offering Agent shall encumber or permit such funds to be encumbered with any lien or similar encumbrance. Payments for the exercise of Subscription Rights must be made on or prior to the Subscription Expiration Date in accordance with the instructions below.

**SUBSCRIPTION EXPIRATION DATE: 5:00 P.M. (Pacific Time) on July 7, 2010.**

The Debtors will use commercially reasonable efforts to give notice to any holder of Subscription Rights regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that none of the Debtors, their officers, directors, employees, agents, or advisors, or their respective affiliates or the Rights Offering Agent will incur any liability for failure to give such notification.

**The Rights Offering Agent must receive your Subscription Form and payment in full of your subscription price for the exercise of such Subscription Rights by the Subscription Expiration Date or the exercise shall be void and your Subscription Rights will terminate and be cancelled.**

**Please mail or deliver your Subscription Form, WITH PAYMENT IN FULL, to the address of your bank, broker, or other voting nominee (each of the foregoing, a "Voting Nominee") listed on the return envelope enclosed with this Subscription Form. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR SUBSCRIPTION FORM BEFORE THE SUBSCRIPTION EXPIRATION DATE.**

**You may provide payment in the following manner:**

- (a) by wire transfer to: \_\_\_\_\_, or by  
(b) bank or cashier's check delivered to your Voting Nominee with this Subscription Form.

**Questions.** If you have any questions about the Subscription Form or the exercise procedures described herein, please contact the Rights Offering Agent at (866) 381-9100.

**TO ELECT TO PARTICIPATE IN THE RIGHTS OFFERING YOU MUST FOLLOW THE INSTRUCTIONS BELOW:**

1. Review Item 1.
2. Complete Item 2.
3. Complete Item 3; note that this item is optional.
4. Complete Item 4; note that this item is optional.
5. Review the certifications contained in Item 5.
6. **Sign the subscription form.**
7. Return the subscription form in the pre-addressed postage-paid envelope, with payment in full (so that it is received before the Subscription Expiration Date).

**ITEM 1. Amount of allowed PIERS Claim.**

I certify, as authorized signatory of the undersigned holder, that as of the Rights Offering Record Date of May 19, 2010, the undersigned was the beneficial holder of Class 16 PIERS Claims in the following amount:

\$ \_\_\_\_\_

**ITEM 2. Subscription.**

Pursuant to the Plan, each beneficial holder of Class 16 PIERS Claims is entitled to participate in the Rights Offering for up to each beneficial holder's *pro rata* share of [\_\_\_\_\_] shares of Additional Common Stock which shall be issued on the Effective Date of as soon as practicable thereafter, if such holder (except as otherwise permitted in the Backstop Commitment Agreement) possesses the right to purchase at least the minimum amount prescribed by the Backstop Commitment Agreement. To subscribe, review Item 2a below, fill out Item 2b below, and read and complete Item 3 below.

Item 2a. To calculate the maximum number of shares of Additional Common Stock for which you may subscribe, please use the following formula.

$$\text{\$ } \underline{\hspace{2cm}} \times \frac{1}{\text{(share price)}} = \underline{\hspace{2cm}}$$

Insert amount of Claim from Item 1 Fractional shares have been eliminated

Item 2b. By filling in the following blanks, you are agreeing to purchase the number of shares of Additional Common Stock specified at the price of \$\underline{\hspace{1cm}} per share on the terms of and subject to the conditions set forth in the Plan.

$$\underline{\hspace{2cm}} \times \text{\$[share price]} = \text{\$[_____]}$$

Number of shares you elect to purchase Total subscription purchase price

**Payment in full for the Additional Common Stock that the undersigned holder has elected to purchase through the exercise of the Subscription Rights must be delivered to the Rights Offering Agent so that it is received by the Rights Offering Agent on or before the Subscription Expiration Date. Any failure to timely pay for the exercise of Subscription Rights will result in a revocation and forfeiture of such Subscription Rights.** If you are electing to exercise Subscription Rights, please (a) include payment in full with your Subscription Form, in the form of bank or cashier's check when you return your Subscription Form to your Voting Nominee, or (b) provide payment to the Debtors by wire transfer to: \_\_\_\_\_, so that such payment is received before the Subscription Expiration Date.

**ITEM 3. Acknowledgements and Certification.** By signing this Subscription Form, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Class 16 PIERS Claim identified in Item 1 above as of May 19, 2010 and (ii) it has full power and authority to elect to participate in the Rights Offering. The undersigned further acknowledges that the Rights Offering is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for Rights Offering contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against the Debtors is affirmatively agreeing to the various release and exculpation provisions of the plan, which appear principally in Article 42 of the Plan and provide as follows:

**42.6 Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors' Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the

Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking the appropriate box on its Ballot, not to grant the releases set forth in Section 42.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, and (iii) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan.

**42.7 Injunction Related to Releases.** Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 42.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 42.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

**42.8 Exculpation:** The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 42.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan."

Print or Type Name of Claimant: \_\_\_\_\_

Last Four (4) Digits of Social Security  
or Federal Tax I.D. No. of Claimant: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory (if different than claimant): \_\_\_\_\_

If by Authorized Agent, Title of Agent: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_