

the Application, the Equity Committee respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 328, 330 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Rule 2014-1 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

RELEVANT BACKGROUND

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

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

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

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

7. On March 4, 2010, the parties filed a Notice of Substitution of Counsel [Docket

No. 2460] whereby Benesch, Friedlander withdrew its appearance as Delaware counsel to the Equity Committee, and Ashby & Geddes entered its appearance as proposed Delaware counsel to the Equity Committee. The court entered an order authorizing the retention of Ashby & Geddes as Delaware counsel to the Equity Committee on April 8, 2010 [Docket No. 3123].

8. On April 16, 2010, the Equity Committee selected the law firm of Susman Godfrey to serve as lead counsel.

RELIEF REQUESTED

9. By this Application, the Equity Committee seeks authority to employ and retain Susman Godfrey as its counsel *nunc pro tunc* to April 16, 2010.

BASIS FOR RELIEF

A. Susman Godfrey Is Well Qualified to Represent the Equity Committee

10. With offices in Texas, California, Washington and New York, Susman Godfrey is a nationally recognized law firm with extensive experience and expertise litigating significant commercial disputes on behalf of bankruptcy debtors and other bankruptcy parties in interest. Accordingly, the Equity Committee believes the retention of Susman Godfrey as its counsel is in the best interests of the Equity Committee and the Debtors' equity security holders.

11. Subject to the Court's approval of this Application, Susman Godfrey will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges by filing appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of the Court. While rendering legal services for the Equity Committee, Susman Godfrey will coordinate with Ashby & Geddes to avoid any duplication of effort and expense.

12. The Equity Committee requests that Susman Godfrey be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs. Although certain additional professionals and paraprofessionals at Susman Godfrey may provide services to the Equity Committee from time to time, the principal attorneys presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
Stephen D. Susman	Partner	\$1100
Parker C. Folse III	Partner	\$750
Edgar Sargent	Partner	\$450
Justin Nelson	Partner	\$475
Seth Ard	Associate	\$250

The hourly rates set forth above are Susman Godfrey's current regular hourly rates for work of this nature and are adjusted on an annual basis. Such hourly rates do not include charges for non-legal personnel.

13. In addition to the hourly rates set forth above, it is Susman Godfrey's policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto, including, among other things, charges for photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Susman Godfrey will charge for these expenses in a manner and at rates consistent with charges generally made to its other clients.

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

compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code.

15. Other than as set forth above and in the Sargent Declaration, no arrangement is proposed between the Equity Committee and Susman Godfrey for compensation to be paid in these chapter 11 cases.

B. Susman Godfrey Is a “Disinterested Person”

16. To the best of the Equity Committee’s knowledge and except as may be set forth in the Sargent Declaration, Susman Godfrey has not represented the Debtors, any of the creditors of the Debtors or any other parties in interest, or any of their respective affiliates or their respective attorneys, in any matter relating to the Debtors or their estates. To the best of the Equity Committee’s knowledge and except as may be set forth in the Sargent Declaration, Susman Godfrey does not hold or represent any interest adverse to the interests of the Equity Committee or the Debtors’ equity security holders. Accordingly, Susman Godfrey qualifies as a “disinterested person” within the meaning of sections 101(14) and 328 of the Bankruptcy Code.

17. For the reasons set forth above, the Equity Committee submits that Susman Godfrey’s retention and employment is necessary and in the best interest of the Equity Committee and the Debtors’ equity security holders.

NOTICE

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

NO PRIOR APPLICATION


19. No previous application for the relief sought herein has been made by the Equity Committee to this or any other Court.

CONCLUSION

WHEREFORE, the Equity Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Equity Committee to employ and retain Susman Godfrey as its counsel *nunc pro tunc* to April 16, 2010 on the terms and conditions set forth herein, and (ii) granting such other and further relief as is just and proper.

Dated: May 7, 2010

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

BY: 
Chairperson of the Official Committee of Equity Security Holders

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

		Chapter 11
In re:		Case No. 08-12229 (MFW)
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹		(Jointly Administered)
Debtors.		Requested Hearing Date: May 19, 2010 at 11:30 a.m. (ET) Requested Obj. Deadline: May 17, 2010 at 11:00 a.m. (ET)

**NOTICE OF APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328, 330
AND 1103 AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND
EMPLOYMENT OF SUSMAN GODFREY LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO APRIL 16, 2010**

PLEASE TAKE NOTICE that on May 7, 2010, the Official Committee of Equity Security Holders (the "Equity Committee") filed its **Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Susman Godfrey LLP as Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to April 16, 2010** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

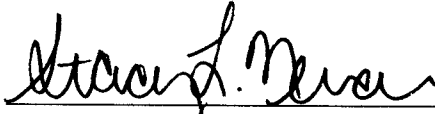
PLEASE TAKE FURTHER NOTICE that concurrently with the filing of the Application, the Equity Committee also filed the **Motion to Shorten Notice with Respect to the Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Susman Godfrey LLP as Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to April 16, 2010** (the "Motion to Shorten").

PLEASE TAKE FURTHER NOTICE that pursuant to the Motion to Shorten, the Equity Committee has requested that the Court enter an order shortening the notice period to enable the Equity Committee to present the Application for consideration at the omnibus hearing on **May 19, 2010 at 11:30 a.m. (prevailing Eastern Time)** before The Honorable Mary F. Walrath, Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, and setting a shortened objection deadline so that objections are filed and served by **May 17, 2010 at 11:00 a.m. (prevailing Eastern Time)**. In accordance with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Bankruptcy Court will rule on the Motion to Shorten without a hearing.

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

Dated: May 7, 2010
Wilmington, Delaware

ASHBY & GEDDES, P.A.



William P. Bowden (No. 2553)
Gregory A. Taylor (No. 4008)
Benjamin Keenan (No. 4724)
Stacy L. Newman (No. 5044)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, Delaware 19899
Telephone: 302-654-1888
Facsimile: 302-654-2067

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

-and-

SUSMAN GODFREY LLP

Stephen D. Susman, Esq.
Seth Ard, Esq.
654 Madison Avenue, 5th Floor
New York, New York 10065-8404
Telephone: (212) 336-8330
Facsimile: (212) 336-8340

Parker C. Folse III, Esq.
Edgar G. Sargent, Esq.
Justin A. Nelson, Esq.
1201 Third Avenue
Suite 3800
Seattle, Washington 98101-3000
Telephone: (206) 516-3880
Facsimile: (206) 516-3883

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

Exhibit A

(Sargent Declaration)

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

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

**DECLARATION OF EDGAR SARGENT IN SUPPORT OF
THE APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328, 330 AND 1103
AND FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SUSMAN GODFREY LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF
WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO APRIL 16, 2010**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, Edgar Sargent Esq., declares:

1. I am a partner at Susman Godfrey L.L.P. (“SG” or the “Firm”), a law firm with offices in New York, Texas, California, and Washington. I am resident in the Firm’s Seattle office at 1201 Third Avenue, Seattle, Washington 98101. I am admitted to practice law in the State of Washington, the United States District Court for the Western District of Washington, and the United States Court of Appeals for the Ninth Circuit. I am authorized to submit this Declaration in support of the *Application for an Order Pursuant To 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Susman Godfrey LLP as Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to April 16, 2010* (the “Application”).

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

2. Neither I, the Firm, nor any partner or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the U.S. Trustee, except as set forth herein.

3. Rule 2014(a) of the Federal Rules of Bankruptcy Procedure requires that an application for employment under section 1103 of the Bankruptcy Code disclose all connections with the Debtors, the estates, the professionals and the Office of the U.S. Trustee. The Firm, therefore, discloses its known connections as follows.

4. I or others at SG performed the following investigation of disinterestedness before submitting this Declaration:

- a. We obtained from the Debtor's counsel a list of names of potential parties-in-interest (the "Contact Parties"). A list of the names of the Contact Parties is attached hereto as Exhibit 1.
- b. SG maintains a database which contains the names of clients and other parties interested in particular matters (the "Client Database"). The Client Database includes the name of each current or former client and the names of the SG personnel who are or were responsible for current or former matters for such client. SG compared each of the Contact Parties to the names in the Client Database.
- c. Any matches between the Client Database and the Contact Parties as of April 16, 2010 were identified (the "Client Match List"), together with the names of the respective SG personnel responsible for current or former matters for the entities on the Client Match List.
- d. SG then reviewed the Client Match List and deleted obvious name coincidences and entities that were adverse parties. The remaining client connections with regard to which SG had represented the client within the last two years were compiled for purposes of this Declaration and are contained on Exhibit 2.

5. After reviewing the Client Match List, it appears that SG does not hold or represent an interest that is adverse to the Debtors' estates, is a disinterested person who does not hold or represent any interest adverse to and has no connection (subject to the disclosures in

Exhibit 2) with the Debtors herein, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which SG is to be retained, and is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, subject to the disclosures in Exhibit 2 showing connections with parties listed on the Contact List who have been clients of the Firm within the last two years.

6. In March 2009, representatives of the Debtors had discussions with SG partners H. Lee Godfrey and Parker Folsie about the potential retention of SG to represent the Debtors in pursuing claims in litigation. Those discussions occurred in one face-to-face meeting and several phone calls. The Debtors were having similar discussions with other law firms and ultimately decided to retain one of them and not to retain SG, and no attorney-client relationship was formed between the Debtors and SG. During the discussions that occurred, the Debtors did not share any confidential information with SG other than a description of the claims the Debtors were interested in pursuing. That information became public knowledge when the claims were subsequently asserted in litigation by the Debtors through other counsel.

7. SG is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code in that SG, its partners and associates (a) are not creditors, equity security holders or insiders of the Debtors; (b) are not and were not, within two years before the Petition Date, a director, officer, or employee of the Debtors; (c) are not and were not, within three years before the Petition Date, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors; (d) do not have an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as

disclosed herein. SG has certain relationships with certain creditors, other parties in interest, and other professionals in connection with unrelated matters, but has not represented any such party in connection with matters relating to the Debtors.

8. SG represents and has represented over the past several years certain of the non-debtor entities in non-related matters. SG anticipates continuing such representation. SG has in the past represented, currently represents, and may in the future represent entities that may be claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. Similarly, SG has in the past been adverse to, is currently adverse to, and may in the future be adverse to claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. SG has a large and diversified practice limited to litigation that encompasses the representation of commercial corporations, some of which are or may consider themselves to be creditors or parties-in-interest in the Debtor's pending chapter 11 cases or to otherwise have interests in these cases. SG anticipates continuing this practice where there is no adverse interest to any of the Debtors.

9. Subject to this Court's approval and in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the District of Delaware and the Orders and Rules of the Court, Susman Godfrey seeks to be compensated on an hourly basis, plus reimbursement for the actual, necessary expenses it incurs. Although certain additional professionals and paraprofessionals at Susman Godfrey may provide services to the Equity Committee from time to time, the principal attorneys presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
Stephen D. Susman	Partner	\$1100
Parker C. Folse III	Partner	\$750
Edgar Sargent	Partner	\$450

Justin Nelson	Partner	\$475
Seth Ard	Associate	\$250

10. The hourly rates set forth above are Susman Godfrey's current regularly hourly rates for work of this nature and are adjusted on an annual basis. These rates are set at a level designed to fairly compensate Susman Godfrey for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. It is Susman Godfrey's policy to charge its clients for all other expenses incurred in relation to services provided. These disbursements include charges for photocopying, travel, business, meals, computerized research, messengers, couriers, postage, witness fees, and fees related to trials and hearings. Susman Godfrey will charge for these expenses in a manner and at rates consistent with charges generally made to its other clients.

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

12. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 7, 2010

/s/ Edgar Sargent
Edgar Sargent

Exhibit 1

Contact Parties (Potential Parties-in-Interest)

Debtors

Washington Mutual, Inc.
WMI Investment Corp.

Non-Debtor, Non-Banking Subsidiaries

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

Non-Debtor, Banking Subsidiaries

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

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

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

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

Stephen E. Frank
Alan H. Fishman
David Bonderman
Michael K. Murphy
William G. Reed
James H. Stever
Phillip D. Matthews
Margaret Osmer-McQuade
Charles M. Lillis
Orin C. Smith
Thomas C. Leppert
Regina T. Montoya
Stephen I. Chazen
Larry Kellner

Officers (Current and Former – Up to 3 years)

Alfred R. Brooks
Alison Watson

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

Jake D. Domer
James B. Corcoran
James Gorzalski
Jan L. Owen
Januelin F. Schrag
Jarrod M. Bone
Jason R. Eaker
Jeffrey W. Gideon
Jim Gorzalski
Joan I. Olds
Jocelyn Tate
John C. Berens
John E. Robinson
John F. Robinson
John F. Woods
John P. McMurray
Joyce M. Raidle
Karen Crandall
Kathleen E. Burton
Kelly K. Livingston
Kelly P. Wilson
Kenneth Kido
Kimberly A. Cannon
Kimberly S. Mathys
Kurt Schumacher
Laurie K. Hanson
Linda O'Brien
Mark A. Reinhardt
Martha V. Baggs
Matthew "Scott" Gaspard
Melba A. Barteis
Melissa J. Ballenger
Michael A. Reynoldson
Michael S. Solender
Michelle McCarthy
Miguel P. Suazo
Monica J. Berger
Nandita Bakhshi
Nelda Soza
Nerminka Hasanic
Nicole Gonzalez
Oretha C. Brooks
Patricia Schulte
Peter Freilinger
Pia Jorgensen
Randy Melby
Renee T. Johnson
Reza Aghamirzadeh
Richard Blunck

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

Affiliations of Certain Directors

a. Affiliations for Stephen E. Frank

Edison International (formerly Southern California Edison)
Southern California Edison (SCE.)
Florida Power and Light Company, the principal subsidiary of the FPL Group
TRW Inc.
GTE Corporation
Director of Puget Energy Inc.
Puget Sound Energy Inc.
Northrop Grumman Corp.
LNR Property Corp.
Associated Electric & Gas Insurance Services Limited (AEGIS)
Washington Mutual Bank, FA.
Los Angeles Philharmonic Association and Town Hall Los Angeles.
Great Western Financial Corp.
Florida Power and Light Company
served on the Boards of Directors of SCE and FPL Group.
Member of the board of Trustees of Claremont McKenna College

Trustee of Autry Museum of Western Heritage.
Director of Intermec, Inc. (Formerly UNOVA Inc.) from 1997 to May 16, 2007.

b. Affiliations of Alan H. Fishman

Independence Community Bank Corp.
ContiFinancial Corp.
Columbia Financial Partners LP
Chemical Bank
Chemical Bank's Worldwide Investment Banking Operations
American International Group's Financial Services Division.
Neuberger and Berman
AIG Financial Services Group
Adler and Shaykin
KeySpan Corporation
Independence Community Bank Corp.
Independence Community Bank
New York City Investment Fund Manager, Inc.
Meridian Capital Group, LLC.
Affinity Technology Group Inc.
Keyspan Energy Corp.
ContiFinancial Corporation
Brooklyn Academy of Music,
the Brooklyn Navy Yard,
Brooklyn Chamber of Commerce.
He is a Member of the Executive Committee at the Brown University Annual Fund.

c. Affiliations of Thomas C. Leppert

Turner Corporation
Turner Construction Company.
Castle & Cooke Hawaii
Castle & Cooke Properties Inc.
Castle & Cooke
Trammell Crow Company
White House Fellow in 1984,
Board of Turner Construction Company.
Bank of Hawaii and Pacific Century Financial Corporation from 1996 to 1997.
He serves as a Trustee of the Estate of James Campbell.
Board of Directors of U.S. Chamber of Commerce, as a Member of the Chief Executive Officer
Advisory Council of the US Green Building Council (USGBC),
the Board of Trustees for Claremont McKenna College.
The Turner Corporation from 1998 to December 31, 2006.
Leighton Holdings Ltd.
Director of Aecon Group Inc.
Greater Dallas Chamber of Commerce.
Member of International Committee of Hochtief AG.

d. Affiliations of Regina T. Montoya

Chief Executive Officer of New America Alliance (NAA)

visiting Professor of the University of Texas at Dallas.

She founded Workrules

Southwest Regional Director of AARP

Assistant to the President and Director in the White House of the Office of Intergovernmental Affairs.

Vice President of the Harvard Alumni Association.

serves as a Member of the Board of Trustees of Wellesley College.

She served as an Elected Director of the Board of the Harvard Alumni Association.

She is the Volunteer of National President of Girls Inc. (formerly, Girls Clubs of America).

e. Affiliations of Orin Smith

Chief Executive Officer and President of Starbucks Corp. from June 2000 to March 31, 2005.

Executive Vice President and Chief Financial and Administrative Officer of Danzas USA, a subsidiary of Europe's largest transportation company.

Deloitte & Touche.

He served as Chief Policy and Finance Officer in the administration of two Washington State Governors.

He has been Director of Walt Disney Co. since January 1, 2006,

Washington Mutual Inc. since July 20, 2005.

Nike Inc. since September 20, 2004.

Director of Starbucks Coffee International and Molbak's Inc.

Director of Starbucks Corp. since January 1996.

f. Affiliations of James H. Stever,

Director of Washington Mutual Bank FA.

g. Affiliations of David Bonderman

Founding Partner at TPG.

serves as the Co-Founder, Principal, and Co-Chairman at TPG Newbridge Capital.

Officer at 1996 Air G.P., Inc.

Chief Operating Officer at Keystone, Inc. since 1983.

Director of XOJET, Inc.

General Partner Advisory Board roles for Air Partners III; Aqua International; Newbridge Asia Partners; Newbridge Latin America; and TPG Ventures.

He has been the Chairman of the Board of Ryanair Holdings PLC and Ryanair Limited since December 1996 and their Director since August 23, 1996.

Vice Chairman of the Board of Gemplus International S.A. since December 19, 2001

Director of CoStar Group Inc.

Director of Ducati Motor Holding S.P.A.

Director of Gemplus International SA

Director of Agenesys Inc.;

J. Crew Group Inc.;

Virgin Cinemas Ltd.;

Urogenesys Inc.;

New SAC;
Oxford Health Plans Inc.;
Washington Mutual Inc.;
Co-Star Group Inc.;
Co-Star Realty Information Inc.;
IASIS Healthcare;
Portland General Electric Co.;
Air G.P. Inc.;
Korea First Bank Ltd.
Director of Beringer Wine Estates Holdings Inc.
Boards of Wilderness Society; the Grand Canyon Trust; and the American Himalayan Foundation.
Board of Directors of the University of Washington Foundation as well as the Harvard Law School
Dean's Advisory Board.
Director of Seagate Technology Holdings
Director of IASIS Healthcare Corporation until April 2007;
Qantas Airways Ltd.;
National Education Corp. since 1993;
Seagate Software (Cayman) Holdings Corporation;
Bell & Howell Holding Co. since February 1993;
Magellan Health Services Inc. since December 1999;

h. Affiliations of Stephen I. Chazen

Officer of Occidental Petroleum Corp.
Senior Executive Vice President of Occidental Petroleum Corp.,
Director of Lyondell Chemical Co. since August 22, 2002.
Director of Sabine River Holding Corp., the General partner of Port Arthur Coker Co LP. Director
of Premcor Inc. since its formation in April 1999.
Governance Committees of Equistar Chemicals, LP and OxyVinyls L.P.

i. Affiliations of Larry Kellner

Board and Chief Executive Officer of Continental Airlines Inc.,
Executive Vice President and Chief Financial Officer of CALFINCO Inc., a parent of Calair L.L.C.
and a wholly owned subsidiary of Continental Airlines Inc., since March 1998.
Continental Airlines Inc.
Director of Continental Airlines Inc. since 2001.
Director of Calfinco Inc. since July 1998.
Director of Marriott International Inc. of Marriott Hotel Services, Inc. since 2002.
Director of Belden & Blake Corp. since 1997.
Director of Orbitz Inc. since September 2000
Director of ExpressJet Holdings Inc. since July 1995.
Director of the YMCA of Greater Houston
Director on the executive advisory board for the Houston Minority Business Council.
Director of the Spring Branch Education Foundation, Boy Scouts of America, Greater Houston
Partnership and the Air Transport Association.

j. Charles M. Lillis Ph.D.

Co-Founder and Managing Partner at LoneTree Capital Partners since 2000.
Managing Partner at Castle Pines Capital.
Director and Chairman of Audit Committee for Charter Communications Inc.,
Chairman and Chief Executive Officer at MediaOne Group, Inc.
Director of Supervalu Inc. since 1995.
Director of Williams Companies Inc., since 2000
Director of Medcohealth Solutions Inc. since January 2005.
Director of Agilera, Inc.
Director of MediaOne Group Inc., since 1998.
Director of SomaLogic Inc., since October 2003
Director of On Command Corporation since February 2000.
Director of Ascent Entertainment Group Inc.
Dean of the University of Colorado's College of Business and as a Professor at Washington State University.
Chairman of the University of Washington Business Advisory Board,
Member of the University of Washington Foundation Board,

k. Phillip D. Matthews

General Partner at Hayden Capital Investments LLC.
Chief Executive Officer of Sutter Securities Inc. since 1998.
Wolverine World Wide, Inc.
Worldwide Restaurant Concepts, Inc.
owner and Chief Executive Officer of Bell Helmets, Inc. a
Serves as an Advisory Partnership Executive at Pasadena Capital Partners LLC.
Director of Dayrunner Inc. since 2001.
Director of Washington Mutual Inc.
Director of Wolverine World Wide Inc. since 1981
Serves on the Boards of Panda Restaurant Group, Trojan Battery, Micro Source, Bell Auto/Bay
Travel Gear, Russell Racing, Bell Sports Inc., and SIZZLER International Inc. Trustee of
Massachusetts Institute of Technology since 1988.
Director of H. F. Ahmanson & Company since 1995.

l. Affiliations of Margaret Osmer Mcquade

Qualitas International, since 1993.
Director of Riverside Capital International LLC.
Trustee Emeritus of Cornell University.
Director of Dime Bancorp Inc. since 1994 and Anchor Bancorp and/or the Board of Directors of
Anchor Savings Bank FSB & Dime Savings since 1980.

m. Affiliations of Michael Murphy

Investment Advisor of WM Group of Funds, subsidiary of Washington Mutual Inc.
Chairman and Chief Executive Officer of CPM Development Corporation, the parent company of
Central Pre-Mix Concrete Company and Inland Asphalt Company.
Trustee of the registered investment companies that comprise the WM Group of Funds.
WM Trust I - Equity Income Fund and Principal Investors Fund Inc. - Equity Income Fund I.
Trustee of Small Cap Growth Fund and International Growth Fund.

n. Affiliations of William G. Reed Jr.

Director of Paccar Inc., since 1998,
Director of Simpson Resource Company since July 2002.
Director of its subsidiary Washington Mutual Bank, FA.
Director of Green Diamond Resource Company and The Seattle Times Company.
Director of SAFECO Corp., since 1974.

Affiliation of Certain Officers

a. Affiliations of Stephen Rotella

Chase Home Finance, LLC
JP Morgan Chase
Chase Manhattan Mortgage Company
He serves as president of the Consumer Mortgage Coalition.
He served as Chair and Director of a large regional arts company in Columbus, Ohio called BalletMet.
He serves as Chair of Chase's Housing Advisory Council,
Member of the Board of Directors of the Mortgage Bankers Association.
He serves as Member of Consumer Mortgage Coalition.
Chase Home Finance, LLC,
Chase Manhattan Mortgage Corporation,
JPMorgan Chase & Co (NYSE:JPM) (Prior)

b. Affiliations of Thomas W. Casey

General Electric Company
GE Financial Assurance (now part of GE Insurance)
He joined Citicorp in 1990 before moved to GE Capital Corp.

c. Affiliations of Alfred R. Brooks

Union Bank of California
Wells Fargo, Bank of America
California Federal Mortgage
Sanwa Bank California

d. Affiliations of David C. Schneider

St. Louis-based CitiMortgage Inc
Old Kent Financial Corporation.
Stratmor Group

e. Affiliations of Anthony F. (Tony) Vuoto

Providian Financial.

WaMu Card Services.

Washington Mutual Card Services (formerly, Provident Financial Corp.)

Served as Chief Financial Officer of Citigroup's Europe/North America Card Group, Financial Institutions and Transaction Services Group and Citicorp's U.S. Bankcard Division.

He served as Vice Chairman of Washington Mutual Card Services since April 2002.

Washington Mutual Card Services

First USA, Inc. (Prior)

f. Affiliations of Nandita Bakhshi

Managing Director of First Data Mobile Solutions since January 2005.

VP of Consumer Deposits and Payments at FleetBoston Financial Corp.

g. Affiliations of Melissa J. Ballenger

Freddie Mac, served as Vice President of Valuation Accounting, Policy and Analysis.

h. Affiliations of John C. Berens

AirNet Communications Corporation since July 2000.

i. Affiliations of Daryl D. David

MagneTek, Inc.

AlliedSignal, Inc.,

General Mills, Inc. and

Weyerhaeuser Co.

He is a member of the board of the Center for Effective Organizations and Communities in Schools of the State of Washington

j. Affiliations of Jim Gorzalski

Nacco Materials Handling Group, Inc

k. Affiliations of Fernando Hernandez

Microsoft Corporation

AT&T

l. Affiliations of Debora M. Horvath

GE Financial Assurance.

General Electric Company

Great Northern Annuity (GNA)

Genworth Financial Inc.

GE Insurance

Member of The Board of The Greater Richmond Technology Council

Serves as Member of Women in Technology International.

Genworth Financial Inc. (NYSE:GNW) (Prior)

m. Affiliations of Michelle McCarthy

Deutsche Bank Group.
Deutsche Bank Securities, Inc.
Bankers Trust.

n. Affiliations of John P. McMurray

Senior Managing Director of Countrywide Financial Corp.,
Chief Risk Officer of Countrywide Financial Corp.
Freddie Mac
BancPLUS Mortgage Corporation
Crestar Bank,
Crestar Mortgage Corporation.

o. Anthony T. Meola

Executive Officer of Morgan Stanley
Home 1-2-3 Corp.,
Morgan Stanley (NYSE:MS),
CitiMortgage, Inc. (Prior),
Mortgage Bankers Association (Prior),
New Century Financial Corp. (Prior),
PNC Mortgage Bank, NA (Prior)

p. Affiliations of Greg Sayegh

Silver Circle member of the United Way
serves on the Board of Directors for the Orange County Child Abuse Prevention Center

q. Affiliations of Michael S. Solender

The Bear Stearns Companies Inc
Bear, Stearns & Co. Inc., a subsidiary of The Bear Stearns Companies Inc.
Arnold & Porter
General Counsel for U.S. Consumer Product Safety Commission
the Board of Directors of the Lawyer's Alliance for New York
as Secretary of the New York American Inn of Court;
Lincoln Center for the Performing Arts' Counsel's Council.

r. Affiliations of Bill Steinmetz

Chase Home Finance,

s. Affiliations of Frank Vella, Jr

JP Morgan Chase

t. Affiliations of Robert J. Williams

Music Products of RealNetworks
RealNetworks
Openwave Systems Inc., a
HemoCleanse, Inc.,
Interpore Spine Ltd.,
Ash Access Technology, Inc. (Prior)

u. Affiliations of John F. Woods

Arthur Andersen
Freddie Mac

Significant Stockholders/Investors

TPG Capital

Secured Creditors

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

Top 30 Unsecured Creditors

Bank of New York Mellon
Law Debenture Trust Company of New York
Wells Fargo Bank, N.A.
Wilmington Trust Company
Verizon Services Corp.
KPMG LLP
MCKINSEY & COMPANY INC US
IBM
COGNIZANT
CB RICHARD ELLIS
PEOPLESUPPORT INC

TATA AMERICAN INTERNATIONAL
AT&T
EMC
SECURITAS SECURITY SERVICES USA
COVANSYS
FIDELITY NATIONAL INFORMA
ACXIOM CORP
TAJIMA CREATIVE
WIPRO
ORACLE CORPORATION

Professionals

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

Governmental Authorities

Office of Thrift Supervision
Federal Deposit Insurance Corporation
Securities and Exchange Commission
Board of Governors of Federal Reserve

Non-Governmental Authorities

Financial Industry Regulatory Authority
New York Stock Exchange

Party to Purchase and Assumption Agreement

JP Morgan Chase Bank, N.A.

Vendors, Contract Counterparties, and Other Parties in Interest

1-800-Gift Certificate LLC
ACCENTURE LLP
ACCURATE BACKGROUND INC
ACI FKA INTRANET, INC.
ACOTT COLORADO INC.

ACS COMMERCIAL SOLUTIONS INC
ACXIOM CORPORATION - ACXIOM
ADOBE SYSTEMS INC.
ADT SECURITY SERVICES 310
AFFILIATED COMPUTER SERVICES, INC.
Aguero Photo Inc
Alston & Bird LLP
AMCOR SUNCLIPSE NORTH AMERICA
American Express
AMERICORP, INC. DBA ALTAIR GLOBAL RELOCATION
Ampco System Parking
AON RISK SERVICES, INC.
APPINTELLIGENCE, INC. NKA INTERTHINX
APPRAISAL.COM
Aptara Inc.
APTARE, INC.
AR Deposit Entry
ARCHER TECHNOLOGIES LLC
ARENSON OFFICE FURNISHINGS, A MEMBER OF THE KNOLL SMART DEALER
CONSORTIUM
ARIBA, INC.
AT&T WIRELESS
AUTHORIA, INC.
AVANADE INC.
AVAYA INC
AWS, A SUBSIDIARY OF AT & T WIRELESS
BANK OF NEW YORK, TRUSTEE
BEA SYSTEMS, INC.
BEACH CONCERTS, INC.
BEARINGPOINT, INC.
BEELING ACQUISITION CORP
BELLSOUTH TELECOMMUNICATIONS, INC., A SUBSIDIARY OF BELLSOUTH CORP
BIDDLE CONSULTING GROUP INC
Bill Small
BINDVIEW CORPORATION
BLANK RECORD
BLOOMBERG L.P.
BMC SOFTWARE DISTRIBUTION, INC.
BMC SOFTWARE, INC.
BOOKS 24X7, INC.
Bostoncoach
British Motor Coach
Broadridge Investor Comm SVCS
Browne
BUSINESS OBJECTS AMERICAS
Business Wire Inc
CA Inc
Cairncross & Hempelmann, P.S.
CALLIDUS SOFTWARE, INC.

CAN INSURANCE GROUP
CARREKER CORP
CAVE CANEM CONSULTING, INC.
CB RICHARD ELLIS SERVICES, INC.
CCH INCORPORATED
CENTERPRISE SERVICES, INC.
CENVEO CORPORATION
CGI - AMS INC.
Charles D Miller
Charles M Lillis
CHARTERED MARKETING SERVICES, INC. AND INTERSECTIONS, INC.
CHECKFREE CORPORATION
CHECKFREE FINANCIAL & COMPLIANCE SOLUTIONS
CHECKFREE SERVICES CORP.
CHINA BASIN BALLPARK COMPANY LLC
CIBAR INCORPORATED
CINGULAR INTERACTIVE
CINGULAR WIRELESS LLC
CIRRO ENERGY SERVICES, INC.
CISCO SYSTEMS CAPITAL CORPORATION
CITRIX SYSTEMS, INC.
COGNIZANT
COGNIZANT TECHNOLOGY SOLUTIONS
COLDSPARK, LLC
COMMERCIAL OFFICE INTERIORS, INC.
Compass Group Inc DBA
COMPUCOM SYSTEMS INC
COMPUCOM SYSTEMS, INC.
COMPUTER ASSOCIATES INC.
COMPUTER NETWORK TECHNOLOGY
COMPUTER SCIENCES CORPORATION
CONCUR TECHNOLOGIES, INC
CONSTRUCTWARE
CORILLIAN CORPORATION
CORPORATE CONCEPTS, A MEMBER OF THE KNOLL SMART DEALER CONSORTIUM
CORPORATE ENVIRONMENTS OF GEORGIA, A MEMBER OF THE KNOLL SMART
DEALER CONSORTIUM
CORPORATE EXECUTIVE BOARD
Corporation Service Company
COVANSYS
COVANSYS CORPORATION
CREDITSIGHTS, INC.
CSC FINANCIAL SERVICES
CVM SOLUTIONS LLC
CVM SOLUTIONS, INC.
CYOTA, AN RSA SECURITY COMPANY
DATA ANALYSIS INTERNATIONAL, LLC
DAUGHETRY SYSTEMS
David Bonderman

Davis Wright Tremaine LLP
DELAWARE ATTORNEY GENERAL'S OFFICE
DELL COMPUTERS
DELL MARKETING, LP, AN INDIRECTLY WHOLLY OWNED SUBSIDIARY OF DELL, INC.
DELL, INC.
DELOITTE & TOUCHE
DELTA EXECUTIVE LEARNING CENTER (ELF), A UNIT OF DELTA ORGANIZATION &
LEADERSHIP F/K/A DELTA MERCER
DIALOGIC COMMUNICATIONS CORPORATION
DIGITAL HARBOR NKA NORKOM TECHNOLOGIES
DORADO CORPORATION
DORADO NETWORK SYSTEMS CORPORATION
Douglas Paul Beighle
DUFF & PHELPS
Duff & Phelps LLC
DUN & BRADSTREET, INC.
DYNAMIC CARD SOLUTIONS LLC
E TAJIMA CREATIVE INC
EAGLE ENERGY PARTNERS I, LP
Eco Securities Consulting Ltd.
ED BECK & ASSOCIATES, INC.
Edwards Angell Palmer & Dodge LLP
EFUNDS CORP AND WILDCARD SYSTEMS, INC, DBA EFUNDS PREPAID SOLUTIONS
eLitigation Solutions Inc
ELOYALTY CORPORATION
EMC
EN POINTE TECHNOLOGIES
EN POINTE TECHNOLOGIES INC DBA EN POINTE TECHNOLOGIES SALES, INC.
ENSIGNS PATTISON SIGN GROUP
EPROPERTY TAX INC
EQUIFAX CONSUMER SERVICES
EQUIFAX CREDIT INFO SVCS INC
EQUIFAX CREDIT INFORMATION SERVICES INC. - EQUIFAX
EQUIFAX INFORMATION SERVICES LLC
EXACTBID, INC.
EXECUTIVE JET AVIATION, INC.
EXECUTIVE JET SALES, INC.
EXPEDIA CORPORATE TRAVEL, LLC, A SUBSIDIARY OF EXPEDIA/INC
EXPERIAN
EXPERIAN INFORMATION SOLUTIONS, INC., AND EXPERIAN MARKETING
SOLUTIONS, INC.
F5 NETWORKS, INC.
FAIR ISAAC CORPORATION
FATHOM COMMUNICATIONS, LLC
Fidelity National Information Services.
FILE PACK & TRANSPORT INC
FILENET CORPORATION
FINANCIAL PROFORMAS, INC.
FIRST ADVANTAGE CREDCO, LLC

FIRST DATA PAYMENT SERVICES LLC
FIRST DATA RESOURCES LLC
FLORIDA ATTORNEY GENERAL'S OFFICE
FLORIDA DEPT. OF REVENUE GENERAL TAX ADMIN.
FOCUSFRAME, INC.
Foley & Lardner LLP
FORESEE RESULTS INC.
FORRESTER RESEARCH, INC.
FORSEE RESULTS INC
FORTENT AMERICAS INC.
Foster Pepper PLLC
FRAMEWORK INC
FUJITSU SOFTWARE TECHNOLOGY CORPORATION
GEORGESON SHAREHOLDER COMMUNICATIONS INC.
GEORGIA ATTORNEY GENERAL'S OFFICE
GHR SYSTEMS
Gibson Dunn & Crutcher LLP
Global Compliance Services
GOLDENGATE SOFTWARE, INC.
GRANT THORNTON LLP
Gray Line Of Seattle
GROUP 1 SOFTWARE, INC., A WHOLLY OWNED SUBSIDIARY OF PITNEY BOWES, INC.
GROUP HEALTH COOPERATIVE
HANDS ON NETWORK, INC.
HAVER ANALYTICS, INC.
Heller Ehrman LLP
Hudson Global Resources Management Inc.
HYPERION SOFTWARE OPERATIONS INC.
I/O CONCEPTS, INCORPORATED
IBM CORP
IBM CREDIT LLC
ICT GROUP INC
IKON Office Solutions
IMAKE CONSULTING, INC.
INCENTIVE INNOVATIONS, A DIVISION OF AMCOR SUNCLIPSE NORTH AMERICA
INFOR GLOBAL SOLUTIONS
INFORMATICA CORPORATION
INSIGHT DIRECT USA INC
INTEGRATED PAYMENT SYSTEMS INC, NKA FIRST DATA PAYMENT SERVICES LLC
INTERACT COMMERCE CORPORATION NKA BEST SOFTWARE
INTERNATIONAL BUSINESS MACHINES CORPORATION
INTERNATIONAL NETWORK SERVICES INC.
INTERNATIONAL SOS
INTERSECTIONS INC
INTERVOICE BRITE INC
INTRANET, INC. (FKA ACI WORLDWIDE)
INTREPID LEARNING SOLUTIONS, INC.
IPC INFORMATION SYSTEMS, INC.
Ipreo Holdings LLC

Ivize of San Francisco Valley, LLC
IXI CORPORATION
James H Stever
James Montgomery
JEFFERSON WELLS INTERNATIONAL, INC.
JK GROUP, INC.
John V Giovenco
Jones Day
JON-JAY ASSOCIATES, INC.
Judith Chambers
JWT SPECIALIZED COMMUNICATIONS
K/P CORPORATION
KANA COMMUNICATIONS, INC.
KATHLEEN HUMPHREY
KBM WORKSPACE
KPMG LLP
LANIER WORLDWIDE, INC DBA RICOH CORP
LAWSON SOFTWARE, INC.
Levine, Blaszak, Block & Boothby LLP
Lewis, Brisbois, Bisgaard & Smith LLP
Littler Mendelson PC
LIVEPERSON INC.
LOANPERFORMANCE, A SUBSIDIARY OF FIRST AMERICAN REAL ESTATE
SOLUTIONS
Loretta Rust
Lynn Ryder
MacKenzie Partners Inc.
Marc McCall
Margaret Osmer-Mcquade
Margaret Rodgers
MARKETWATCH.COM, INC.
MARSH USA INC.
MASTERCARD INTERNATIONAL INCORPORATED - MASTERCARD
Mayer, Brown, Rowe & Maw LLP
MCCRACKEN FINANCIAL SOFTWARE, INC.
McDermott, Will & Emery
McKee Nelson LLP
Mckinsey & Company Inc U.S.
Medina & Thompson
Mellon Investor Services LLC
Mercer Delta Consulting LLC
MERCER DELTA EXECUTIVE LEARNING CENTER, A DIVISION OF MERCER DELTA
CONSULTING LLC
MERCER OLIVER WYMAN, A DIVISION OF MERCER MANAGEMENT CONSULTING,
INC., NKA OLIVER WYMAN
MERCURY INTERACTIVE
MERIDIAN CONSULTING LLC
MERIDIAN TECHNOLOGIES
METAVANTE CORPORATION

Michael K Murphy
MICROMUSE INC.
MICROSOFT
MICROSOFT LICENSING, GP
Miller & Chevalier
MITRATECH HOLDINGS, INC.
MOODY'S KMV CO
MOORE BUSINESS COMMUNICATION SERVICES, A DIVISION OF MOORE NORTH
AMERICA, INC.
Morgan Lewis & Bockius LLP
Morivillo, Abramovitz, Grand, Iason & Silberberg, P.C.
Morris, James, Hichens & Williams LLP
Morrison & Foerster LLP
MORVILLO, ABRAMOWITZ, GRAND, IASON, & SILBERBERG, P.C.
MOSS ADAMS, LLP
NCR CORPORATION
NCR CORPORATION, BY AND THROUGH ITS TERADATA DIVISION
NEC-MISUBISHI ELECTRONICS DISPLAY OF AMERICA, INC.
Netjets Aviation Inc.
NETVERSANT
NETWORK ASSOCIATES
NEUSTAR, INC.
NEW HORIZONS
NEXANS INC.
OBLIX, INC NKA ORACLE
OCE BUSINESS SERVICES INC
On-Site Sourcing Inc
OPENPAGES, INC.
ORACLE CORPORATION
ORACLE USA, INC.; ORACLE CREDIT CORP.
ORCA CREATIVE GROUP, INC.
Orin C Smith
Orrick, Herrington & Suttcliffe LLP
ORTRONICS INCORPORATED
PAR3 COMMUNICATIONS, INC.
PARADIGM DKD TAX GROUP LLC
PATTISON SIGN GROUP
PAULA J HUCHISON
PEOPLESOFT, USA INC.
PEOPLESUPPORT, INC.
Perkins Coie LLP
Phillip D Matthews
POINT & SHIP SOFTWARE INC
Point & Ship Software Inc
POINT B SOLUTIONS GROUP, LLP
PORTIVA CORPORATION
PRICE WATERHOUSE COOPERS
PROTIVITI, INC.
QUADSTONE INC.

QUAERO CORPORATION
QUEST SOFTWARE, INC.
QUESTION MARK CORPORATION
QWEST CORPORATION
RECRUITSOFT, INC. NKA TALEO CORP
Regina Montoya
RESOURCES AUDIT SOLUTIONS, LLC AND ITS AFFILIATE, RESOURCES GLOBAL
PROFESSIONALS
REVAL.COM, INC.
RICOH AMERICAS CORPORATION
ROBERT HALF INTERNATIONAL INC.
Rose Law Firm
RSA SECURITY INCORPORATED
SAFEHARBOR TECHNOLOGY CORP
SAS INSTITUTE INC
SBC GLOBAL SERVICES
SEARCHSPACE CORP. NKA FORTENT
Second and Union, LLC
SECURITAS SECURITY
SECURITAS SECURITY SERVICES USA
SEDGEWICK CLAIMS MANAGEMENT SERVICES, INC.
SERVICE COMMUNICATIONS INC
Shearman & Sterling LLP
Sidley Austin LLP
SIEMENS AKTIENGESELLSCHAFT
SIEMENS BUSINESS SERVICES INC
Simpson Thacher & Bartlett LLP
SITTIG, INC.
Skadden Arps Slate Meagher & Flom LLP
Smith Banking Consultants
SOFTWARE HOUSE INTERNATIONAL
SPECIALTY RISK SERVICES, LLC
SQN PERIPHERALS, INC.
SSI USA Inc.
STATE OF DELAWARE, DIVISION OF REVENUE
Stephen E Frank
Stephen I Chazen
STERLING COMMERCE (AMERICA), INC.
STEVE ROTELLA
SUMMIT SYSTEMS, INC, A SUSIDIARY OF MISYS
SUN MICROSYSTEMS, INC.
SUPPORTSOFT, INC.
SYMANTEC
SYMON COMMUNICATIONS, INC.
SYSTEM SOURCE
SYSTEMWARE INCORPORATED
TAJIMA CREATIVE
TALEO CORPORATION FKA RECRUITSOFT
TALX CORPORATION

TATA AMERICA INTERNATIONAL CORPORATION AND MICROSOFT LICENSING, GP
TEKSYSTEMS, INC.
TELEPRESS INC
TERADATA
TERADATA CORPORATION NKA NCR CORP
THE ABERNATHY MACGREGOR GROUP INC
THE JK GROUP INC DBA
THE MEDSTAT GROUP, INC.
THE RELIZON COMPANY DBA
THE STANDARD REGISTER COMPANY
Thomas C Leppert
THOUGHTWORKS, INC.
TOTAL SYSTEM SERVICES INC
Towers Perrin
TRANS UNION CORP
TRANSFIRST, LLC
TRANSUNION SETTLEMENT SOLUTIONS, INC.
TUBE ART DISPLAYS, INC.
TUSA OFFICE SOLUTIONS
U. S. TRUST COMPANY - SPECIAL FIDUCIARY SERVICES
UNITED HEALTHCARE SERVICES INC
VERITY, INC.
Verizon Business
VISUAL SCIENCES, LLC
VMWARE, INC.
WAGeworks
WASHINGTON ATTORNEY GENERAL'S OFFICE
Washington Mutual Bank
WEBTRENDS CORPORATION
WELLS FARGO BANK, NATIONAL ASSOCIATION ("WFB")
WESTERN OFFICE INTERIORS
William D Schulte
William G Reed Jr
WIPRO
WITNESS SYSTEMS, INC.
WOLTERS KLUWER FINANCIAL SERVICES, INC.
XEROX - XEROX
ZOOT ENTERPRISES INC

Parties That Filed a Notice of Appearance

Parker CAD
Van Zan dt CAD
Kaufman County
Wise County
Wise CAD
Rusk County
Smith County
CITY OF Memphis (TN)

Rockwall County
Rockwall CAD
Dallas County
Tarrant County
Iron Mountain Information Management, Inc.
Burleson ISD
City of Burleson
Johnson County
Arlington ISD
Mansfield ISD
Carroll ISD
Araphoe County Treasurer
Collin County, Texas
JPMorgan Chase & Co.
Office of Thrift Supervision
LaSalle Bank, N.A.
Tata American International Corporation
Tata Consultancy Services Limited
Microsoft Corporation
Microsoft Licensing, GP f/k/a MSLI, GP
Manatee County, Florida
Stephen Rotella
Julie A. Manning
Burnet Consolidated Independent School District
Old Republic Insurance Company
North Carolina Department of Revenue
Bloomberg, LP
E. Gaston Riou
Carrollton Independent School District
Lewisville Independent School District

Insurance Companies

Ace American Insurance Co.
AIG
Alleghany Holdings Group/RSUI Indemnity
American Security Insurance Company
Arch Capital Group
AWAC
Axis Insurance Company
Chubb
CNA Insurance Group
Federal Insurance Company
FM Global
Great American Insurance Co.
Great Lakes - Munich Re
Great Northern Insurance Co. (Chubb)
Hannover Re
Hartford Steam & Boiler

HCC
Houston Casualty Group
Integon
Lexington
Liberty Insurance Underwriters
Liberty Mutual
Lloyds
London Markets
Marion (WaMu Captive)
NACA
Old Republic
PIA/Liberty Insurance Underwriters
RLI Insurance Company
Scottsdale Indemnity
Starnet Insurance Co
Travelers
XL Specialty Insurance Co.
Zurich American Insurance Company

Taxing Authorities

Internal Revenue Service
Washington State Department of Revenue
Georgia Department of Revenue
Florida Department of Revenue

Litigation Parties

A Dash of Salt, L.L.C.
Adele Brody
Alameda County Employees Retirement Association
Alan Henry
Alfred Brooks
American Express Travel Related Services Company, Inc.
Andrew Cuomo
Angelita Punzalan
Attorney General of the State of New York
Barbara Alexander
Barry Solof
Bill Longbrake
Brian Roffe
Brockton Contributory Retirement Fund
Burton Rosenfield
Camille Laplaca-Post
Catholic Medical Mission
Chana Scheller
CHS Inc.
City of Philadelphia Board of Pensions and Retirement
Curt Brouwer

Dana Marra
Darlene Mitchell
Daryl David
David Beck
David C. Schneider
Dean Morris LLP
Debora Horvath
Deborah Bedwell
Dennis Koesterer
Dewone Westerfield
Diane Novak
Donald Molosky
Elizabeth Molosky
Evelyn Weingarten
Felton A. Spears
First American Corp.
Gail Sloan
Good Hill Master Fund, L.P.
Good Hill Partners
Gregory Bushansky
Gregory Sloan
Helaba Invest Kapitalanlagegesellschaft
Helen Yack
James B. Corcoran
James Gibb
Joel Abrams
John Berens
John F. Woods
Joseph Procida
June Robinson
Kenneth Z. Slater
Kerry K. Killinger
KSARRA, L.L.C.
L. Jay Agnes
Larry Patterson
Lee Family Investments
Lee Kalinsky
Leon Rosenblatt
Linda Mckell
Luz Zapien
Lynne Harrison
Marina Ware
Mark Nelson
Marta/ATU Local 732 Employees Retirement System
Martin Yack
Mary Patterson
Massachusetts Pension Reserves Investment Management Board
MasterCard
Matt McDonald

Melissa J. Ballenger
Metzler Asset Management GmbH
Michael Duff
Michele Grau-Iverson
Michelle McCarthy
Mike Amato
New Orleans Employees' Retirement System
New York City Police and Fire Pension Funds
Ontario Teachers Pension Plan
Photos Etc. Corporation
Pia Jorgenson
R.S. Bassman
Randall Wachsmuth
Richard Careaga
Robert Alexander
Robert Bauer
Robert L. Garber
Robert Ross
Robert Williams
Rolland Jurgens
Ronald J. Cathcart
Sidney Scholl
South Ferry LP #2
Stephen J. Rotella
Suzanne Krahling
Thomas B. Breene
Thomas Green
Thomas W. Casey
Todd Baker
Tom Sneva
Tony Meola
Traditions Ltd.
Vincent Bussey
Visa USA Inc.
Walter E. Ryan
WaMu Asset Acceptance Corp.
WaMu Capital Corp.
WaMu Institutional Investor Group
WaMu Mortgage Securities Corp.
Washington Mutual Bank
Washington Mutual, Inc.

Members of the Unsecured Creditors' Committee

Bank of New York Mellon
Law Debenture Trust Company of New York
Wells Fargo Bank, N.A.
Wilmington Trust Company
Verizon Services Corp.

Holders of WMI securities¹

Holding/ Management Co.

- (1) AAM Insurance Investment Management
- (2) AIG Global Investment Corporation
- (3) AllianceBernstein Advisors
- (4) Allianz Life Insurance Company of North America
- (5) American Beacon Advisors
- (6) American Money Management Corp.
- (7) AMR Investment Management
- (8) Army & Air Force Mutual Aid Association
- (9) Asset Allocation & Management Co.
- (10) Baird Associates
- (11) Bank Hapoalim B.M.
- (12) Bank Of Utica
- (13) Bank One National Securities
- (14) Banker Bank Wisconsin
- (15) Bankers Bank Of The West
- (16) BankPlus
- (17) Banner Life Insurance Company
- (18) Barclays Capital - London
- (19) Barclays Global Investors
- (20) Bay City National Bank
- (21) BlackRock Financial Management
- (22) Bny Gcm Client Acct (M) Rb6
- (23) Boston Investment Grade Cayman Fund
- (24) Brandes Investment Partners & Co.
- (25) Broad Family Tr-The Broad Foundation
- (26) Brotherhood-A3
- (27) California Public Employees R.S.
- (28) Capital Research & Management
- (29) Carolina First Bank
- (30) Chancellor Capital Management (USF&G Financial Services)
- (31) Cigna Corp.
- (32) Cincinnati Financial Corp.
- (33) Citigroup (Travelers)
- (34) Citizens Bank Of Rhode Island Trust
- (35) Country Life Insurance Company
- (36) DBL Equities
- (37) Dearborn Partners
- (38) Delaware Lincoln Investment Advisers
- (39) Deutsche Bank

¹ List includes CUSIP No.'s 939322AE3, 939322-81-4, 939322AY9, and 939322AN3. This list of WMI debtholders has been provided by counsel to JPMorgan Chase Bank, N.A. (H. Feldstein from S&C).

- (40) Dwight Asset Management
- (41) Euro Clear Brussels
- (42) Farm Family Casualty Insurance
- (43) Federal Home Loan Bank Of Dallas
- (44) Fidelity Management & Research Co.
- (45) First American Insurance Co.
- (46) First Financial Bank
- (47) First Trust Indiana
- (48) Florida State Treasury
- (49) Fort Washington Investment Management
- (50) Frank Russell Trust Co.
- (51) Franklin Templeton Investments
- (52) Fulton Financial Advisors, Na
- (53) GE Asset Management
- (54) Global Investment Advisers
- (55) Hanover New Jersey Insurance
- (56) Hartford Investment Management Company (HIMCO)
- (57) Hewlett-Packard's Company
- (58) HVB - Clearing
- (59) ING Investment Management
- (60) Investors Independent Trust Company
- (61) Investors Insurance Corp Lmg
- (62) Israel Discount Bank
- (63) Janus Capital Corporation
- (64) JPMorgan Chase
- (65) JPMorgan Chase - London
- (66) JPMorgan Chase - Luxembourg
- (67) JPMorgan Investment Management
- (68) Keystone Health Plan
- (69) La Capital Cayman Fund
- (70) Lazard Freres Asset Management
- (71) Leader Capital Corp.
- (72) Liberty Bankers Life Insurance
- (73) Liberty Life Insurance Company
- (74) Logan Circle Partners LP
- (75) Loomis, Sayles & Company, L.P.
- (76) Marine Bank Springfield
- (77) Maryland Teachers & State Employees
- (78) McGlenn Capital Management
- (79) Metropolitan Life Insurance Company
- (80) MFC Global Investment Management
- (81) Middleburg Trust Company
- (82) Minnesota State Board Of Investment
- (83) Morgan Stanley Asset Management
- (84) National Bank Of Detroit
- (85) National City Bank - Columbus Ohio -Sub A/C
- (86) National Life Insurance Co.
- (87) National Nominees Ltd.
- (88) Nationwide Life Insurance Company

- (89) NCM Capital Management
- (90) New England Insurance Co.
- (91) New Jersey Division of Investments
- (92) Northern Trust Global Investments
- (93) Ohio National Financial Services
- (94) Pacific Investment Management Company LLC (PIMCO)
- (95) Partner Reinsurance Company Ltd.
- (96) Phoenix Investment Counsel, Inc.
- (97) Pioneer Investment Management
- (98) Police Annuity & Benefit Fund of Chicago
- (99) PPM America Inc.
- (100) Principal Global Investors
- (101) Principal Trust Company
- (102) Protective Administrative Services
- (103) Protective Life Corp.
- (104) Prudential Investments
- (105) Putnam Investment Management
- (106) Reams Asset Management Company
- (107) Respondent Bank
- (108) Russell Investment Group
- (109) Sage Advisory Services
- (110) SCOR Life Insurance Company
- (111) Securities Management & Research Inc.
- (112) Security Life Of Denver Insurance Co.
- (113) Smith Breeden Associates
- (114) Southland Life Insurance Co.
- (115) Standard Insurance Co.
- (116) State Street Global Advisors (SSgA)
- (117) State Street's Wealth Management
- (118) Stone Castle Advisors, LLC
- (119) Susquehanna Bancshres Inc
- (120) T. Rowe Price Associates, Inc.
- (121) Tennessee Farmers Life Insurance Company
- (122) The Bank & Trust Company
- (123) The Frost National Bank Trust Dept
- (124) The Guardian Insurance And Annuity Co. Inc.
- (125) Thrivent Financial
- (126) TIAA-CREF
- (127) Triton Insurance Company
- (128) Tulsa Trust Dept.
- (129) UBS Global Asset Management
- (130) Union Bank & Trust Company
- (131) United American Insurance Company
- (132) United Banker'S Bank Bloomington
- (133) Unity Management Inc.
- (134) Universal Institutional Funds, Inc
- (135) USAA Investment Management Company
- (136) Wellington Management Company, LLP
- (137) Western Asset Management Company

- (138) William Penn Life Insurance Company
- (139) Zazove Associates LLC

Hedge Fund Custodians

- (1) ABN AMRO Incorporated/Equity Finance
- (2) Banc of America Securities LLC
- (3) Banc of America Securities LLC, as Agent for BA Futures, Inc.
- (4) Bank of New York, The//DBAG London Global Markets
- (5) Bear, Stearns Securities Corp.
- (6) BNP Paribas Securities Corp.
- (7) BNP Paribas Securities Corp. /Fixed Income
- (8) BNY/DBTC Americas/Deutsche Bank AG, London
- (9) BNY/HVB Clearing
- (10) Citigroup Global Markets Inc. /Salomon Brothers
- (11) Credit Suisse Securities (USA) LLC
- (12) Deutsche Bank Securities, Inc.
- (13) Goldman Sachs Execution & Clearing, L.P.
- (14) Goldman Sachs International
- (15) Goldman, Sachs & Co.
- (16) J.P. Morgan Securities Inc.
- (17) LBI - Lehman Government Securities Inc. (LBI)
- (18) Lehman Brothers Inc. /Equity Finance
- (19) Lehman Brothers, Inc.
- (20) Merrill Lynch, Pierce, Fenner & Smith Incorporated
- (21) Morgan Stanley & Co. Incorporated
- (22) Morgan Stanley-International Limited
- (23) UBS AG Stamford Branch/As Custodian for UBS AG London Branch
- (24) UBS Securities LLC

Retail Brokerage Houses

- (1) Alliant Securities, Inc. Turner, Nord, Kienbaum
- (2) American Enterprise Investment Services Inc.
- (3) Baird (Robert W.)& Co. Incorporated
- (4) Bbandt Co
- (5) BMO Nesbitt Burns Inc. /CDS
- (6) Chapdelaine Corporate Securities & Co. (NFS LLC)
- (7) Charles Schwab & Co., Inc.
- (8) CIBC World Markets Corp.
- (9) Citigroup Global Markets Inc.
- (10) Clearview Correspondent Services, LLC
- (11) Crowell, Weedon & Co.
- (12) D.A. Davidson & Co., Inc.
- (13) Davenport & Company LLC
- (14) E*Trade Clearing LLC
- (15) Edward D. Jones & Co.
- (16) Ferris, Baker Watts, Incorporated
- (17) First Clearing, LLC
- (18) First Southwest Company
- (19) Fiserv Trust Company (TD AMERITR)

- (20) H & R Block Financial Advisors, Inc.
- (21) HSBC Securities (Canada) Inc. /CDS
- (22) Interactive Brokers Retail Equity Clearing
- (23) J.J.B. Hilliard, W.L. Lyons, Inc.
- (24) Janney Montgomery Scott Inc.
- (25) JPMorgan Chase Bank Correspondence Clearing Services 2
- (26) JPMorgan Chase Bank/PCS Shared Services
- (27) Legent Clearing LLC
- (28) LPL Financial Corporation (Linsco/Private Ledger Corp. (LPL Financial Services))
- (29) M.L. Stern & Co., LLC
- (30) Merrill Lynch Safekeeping
- (31) Mesirow Financial, Inc.
- (32) Morgan Stanley DW Inc.
- (33) Morgan, Keegan & Company, Inc.
- (34) National Financial Services LLC
- (35) North American Clearing, Inc.
- (36) Oppenheimer & Co. Inc.
- (37) OptionXpress, Inc
- (38) Penson Financial Services, Inc.
- (39) Penson Financial Services, Inc. /CDS
- (40) Pershing LLC
- (41) PrimeVest Financial Services, Inc.
- (42) Raymond, James & Associates, Inc.
- (43) RBC Dain Rauscher Inc.
- (44) RBC Dominion Securities, Inc. /CDS
- (45) Reliance Trust Company
- (46) Richards, Merrill & Peterson, Inc.
- (47) Ridge Clearing & Outstanding Solutions, Inc.
- (48) Sanford C. Bernstein & Co., LLC
- (49) Scotia Capital Inc. /CDS
- (50) Scottrade, Inc.
- (51) Southwest Securities, Inc.
- (52) Sterne, Agee & Leach, Inc.
- (53) Stifel, Nicolaus & Company Incorporated
- (54) StockCross Financial Services, Inc.
- (55) Stoeber, Glass & Co., Inc.
- (56) Swiss American Securities Inc.
- (57) TD Ameritrade Clearing, Inc.
- (58) Timber Hill LLC
- (59) UBS Financial Services LLC
- (60) US Bancorp Investments, Inc.
- (61) USAA Investment Management Company
- (62) Wachovia Capital Markets, LLC
- (63) Wachovia Securities, LLC
- (64) Wedbush Morgan Securities, Inc.
- (65) Wells Fargo Investment, LLC

Parties that filed Notices of Appearance and Pleadings (up to 2880)

145 Hudson Street Associates and Stanley D. Scott

ACE

ACS Commercial Solutions, Inc.
Acxiom Corporation
Ad Hoc Committee of Dime Savings Umbrella Trust Beneficiaries
Adel A. Antes
ADT Security Services, Inc..
Aegis USA, Inc. (f/k/a/ Peoplesupport Inc.)
AF-Capital LLC
Akin Gump Strauss Hauer & Feld LLP
Alan Au
Alan Henry
Alan J. Guerra
Alberto Burnstein , Miami Dade Bankruptcy Unit (Counsel for Miami-Dade County Tax Collector)
Alejandro Lezama
Alfred I. Lenci
Ali S. Muhammad James and Dorthea Cornelius
Allen Systems Group, Inc. (ASG Software Solutions)
Allied Computer Services, inc.
Alston & Bird LLP (Counsel for LaSalle Bank NA)
Alvarez & Marsal North America, LLC
Alvaro Niemeyer
American Lithographers Inc.
American Savings Bank
Andrew J. Eschenbach
Andrew J. Sadler
Andrew P. Miller
Andrew Yates
Andy Choi
Angelo Gordon & Co.
Anthony Armelo
Anthony Calabrese
Anthony Calahan Jr
Anthony Piccirilli
Anton Nguyen
Antonio Montero
Appaloosa Investment L.P. I (beneficial owner)
Appaloosa Investment LP
Applied Predictive Technologies, Inc.
Arapahoe County Attorney's Office (Counsel for Arapahoe County Treasurer)
Arapahoe County Treasurer
Archer & Greiner PC (Counsel to AT&T)
Arent Fox LLP (Counsel for Wilmington Trust Company)
Arnall Golden Gregory LLP (Counsel for Verizon Communications Inc)
Arnold & Porter (OCP)
Arnold & Porter LLP (Attorneys for American Savings Bank, FA, Keystone Holdings, inc. Keystone Holdings Partners, L.P., Capital Holdings, Inc. New America Capital, Inc. and New American Holdings, Inc.)
Arthur Bennett (committee member)
Arthur Nadler
Ashby & Geddes PA (Counsel for CB Richard Ellis Inc and CB Richard Ellis Services Inc, Brandes Investment Partners LP, Misys Banking System)
AT&T
Ataollah Elahi
Atlas Van Lines Inc.
Atlas Van Lines Inc.
Attorney Generals Office for Delaware

Augustinos Boukalis
Aurelius Capital Management, L.P.
Austin Bjorke
Axel Iverson
Bailey Publishing & Communications, Inc
Baker & McKenzie LLP (Counsel for Black Horse Capital Management LLC)
Banc of America Leasing & Capital, LLC
Bank of New York Mellon (Committee of Unsecured Creditors)
Barbara Proczak
Barclays Capital, Inc.
Barry R. Ostrager
Bartlett Hackett Feinberg PC (Counsel for Iron Mountain Information Management, Inc.)
Bayard PA (Counsel for WMI Noteholders Group)
Behalf of Policeman's Annuity and Benefit Fund of the City of Chicago
Belal Dalati
Ben Hoos
Benesch, Friedlander, Coplan & Aronoff LLP (on Behalf of the Official Committee of Equity Holders)
Berkiden Bunyamin
Bernstein Litowitz Berger & Grossmann LLP (Counsel for the Lead Plaintiff and the Putative Class)
Bert and Linda Barbers
Bhupendra D. Surti
Bifferato LLC (attorneys for compliance coach)
Bingham McCutchen LLP
BL Companies Inc.
Black Horse Capital Management LLC
Black Horse Capital Management LLC's
Blackstone, Group, LP
Blank Rome LLP (Counsel for Appaloosa Management LP and Centerbridge Partners LP)
Blu Line Media
Blue Angels Claims LLC
Bob and Susan Vinning
Bowne of Los Angeles
Bozena Magiera
Brandes Investment Partner, L.P
Breslow & Walker LLP (Counsel for PT Bank Negara Indonesia (Persaro))
Brian T. Foster
Broadbill Investment Corp
Bronwen Price (Counsel for Bowne of Los Angeles Inc.)
Brown & Connery LLP (Counsel for Business Objects Americas)
Browne of Los Angeles, Inc.
Bruce Alan Weber
Buchalter Nemer PC (Counsel for Oracle USA Inc)
BUSS
Cairncross & Hempelmann PS (Counsel for Concur Technologies Inc)
California Department of Toxic Substances Control
Cam-Tu and Nhung Nguyen
Capehart & Scatchard PA (Counsel for Banc of America Leasing & Capital LLC)
CapitalSource Finance LLC
Carolla Kosel
Carolyn J. Sutton
Carrie Lezama
Catherine Golder
CCP Credit Acquisition Holdings, LLC re: Aegis USA, Inc. (F/K/A Peoplesupport Inc.)
ccurate Background Inc.

Cecil Koenig
Centerbridge Capital Partners LP (interested party)
Centerbridge Partners, L.P.
Chad E. Crayton
Chana Scheller
Charles B. Rupani Sr. and Irene M. Rupani
Charlie C. Huang
Chinh Dinh
Chris M. Geraghty
Chris Stovic
Chris Stovic or Nancy Stovic (claim no. 132) filed letter to compel payment on note
Christopher B Turcotte PC
Christopher B. Mosley (Counsel for the City of Fort Worth)
Christopher Dixon
Christopher P. Bifone (Corporate Counsel Solutions PLLC)
Chrystal Schoppmann
Citigroup, Inc.
City and County of Denver
City of Fort Worth
City of Miramar, Florida
Clifford Allen
Coach Inc,
Collin County Tax Office
Compliance Coach, Inc.
Concur Technologies, inc.
Connolly Bove Lodge & Hutz LLP (Counsel for Stephen J Rotella, Paradigm Tax Group)
Consumer Credit Counseling Service Of Greater San Antonio
Cora Roldan
Corbis Corporation
Corinne Kennedy
Corre Opportunities Fund, L.P. re Christopher B Turcotte PC
Counsel for Israel Discount Bank of New York
Countryside Management Services Corp.
County Attorneys Office for Miami Dade County Tax Collector
County of San Bernardino, California
County of San Bernardino, California, a California Taxing Authority
County of San Diego, California
County of Santa Clara
Courier Solutions, Inc.
Cox Smith Matthew Inc (Counsel for Clear Channel Communications, Inc. and Clear Channel, Inc.)
CP Energy Group, LLC (Investment Banker and Financial Advisor to the Debtors)
Credit Suisse Securities (USA) LLC
Cross & Simon LLC (Co-counsel for the Lead Plaintiff and the Putative Class)
Curtis Mallet Prevost Colt & Mosle LLP (Counsel for IBM Corporation and IBM Credit LLC)
Curtis W. Ware
Dale E. Spencer
Dan Spencer
Daniel Tschan
Daryl Dombrowski
David A. Williams
David B. Miller
David D Lennon (Counsel for North Carolina Dept of Revenue)
David H. Zielke
David Horne's

David J. Connolly
David Jon Buchanan
David M. Lowe
David Malinchak
Davis Cheng
Davis, Wright, Tremaine LLP (special counsel to debtors)
Deanna Miller
Deborah Cutrer
Deborah Hoover (Claimant)
Deborah Spring
Decland Title Agency
Delaware Dept of Justice
Delaware Secretary of the State
Delaware Secretary of the Treasury
Dell Marketing LP
Denise Cassese
Denise Cassese, George Rush and Richard Schroer
Department of Labor
Derek W Loeser
Dewey & LeBoeuf LLP (counsel for McKinsey & Company)
Dexter D Joyner (Counsel for the Pasadena ISD, Pearland ISD)
Dharmesh Patel
Dianna Diebler
Dick Vandehey
Dimitrios Boukalis
DLA Piper LL (Counsel for FDIC)
Domain Assets LLC d/b/a Consor Intellectual Asset Management
Dominic LoBrutto
Dominic R. Janusky
Donald Cook, Dottie Jensen, Kevin McDonough, Kari Noomen, Geoffrey Olsen
Douglas County Treasurer's Office
Douglas Poling
Douglas Sorto
Downtown Seattle Association
Dr. Kurt A. Zeller
E. Gaston Riou (interested party)
Eckert Seamans Cherin & Mellot LLC (Counsel for Workflow Solutions LLC)
Ed Hauser
Eddie Fikse
Edwards Angell Palmer & Dodge LLP (Counsel for Law Debenture Trust Company of New York)
Egencia, LLC
Electronic Date Systems Corporation (interested party)
Elite Limousine Plus Inc.
Elizabeth D. Fernando
Elliott Greenleaf (Special Delaware Litigation and Conflicts Counsel for the Debtor)
Emanuel Jason Levy
Emanuel Urquhart Oliver & Hedges LLP
EMC Corporation
Emerit Tod Lindbeck
En Pointe Technologies
Entwistle & Cappucci LLP (Counsel for New York State Comptroller)
Enzo Di Manno
ERA Realty Corp.
Eric Spence

Erich Dobida
Eris Group, LLC (f/k/a Bartlett & Brendall, LLC)
Erisa Plaintiffs and the Putative Class
ERISA Plaintiffs Gary Buus, Sydney Flor, Kellie Plumb, Tom Schoenleber and Margaret Weber
Ernest J. Ciccotelli's
Errol F. Hurlstone
ETS Acquisition, LLC/Electronic Tracking Systems
Eugen Storozenko
Eugene J Kottenstette (Counsel for the City and County of Denver)
ExcellerateHRO, LLP
Ezra Brutzkus Gubner LLP (Counsel for Paradigm Tax Group)
Federal Deposit Insurance Corp (FDIC)
Federal Deposit Insurance Corporation
Federal Home Loan Bank of San Francisco (Michael P. Morton, PA and Severson & Werson. PC)
Federal Home Loan Mortgage Corporation
FedEx Freight West
Felix McCarthy
Feng Luo
Fern S. Price
Fevronia Boukalis
First American Corelogic, Inc.
First Pacific Bancorp
First Pacific Bank of California
FIS Valuation Solutions
Fox Hefter Swibel Levin & Carroll LLP (Counsel for Old Republic Insurance Company)
Fox Rothschild LLP (Counsel for WMI Noteholders Group)
Francisco Wence
Frank Vitolo
Freddie Palomarez
Freshfields Bruckhaus Deringer US LLP (interested party)
Fried Frank Harris Shriver & Jacobson LLP (Counsel for Appaloosa Management LP and Centerbridge Partners LP)
Friedlander Mislser (Counsel for Realty Associates Iowa Corp, The Realty Associates Fund VIII LP)
Frisco ISD Tax
FTI Consulting, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors
G. Karagiannis
Gail A. Straughen
Ganesan Jayaraman
Garland ISD
Garland Tax Assessor/Collector
Gartner, Inc,
Gary Buus, Sydney Flor, Kellie Plumb, Tom Shoenleber, and Margaret Weber, class representatives in the certified class action, Buus v. WaMu Pension Plan, No. 07-903 (W.D. Wash.) (the "ERISA Action")
Gay McCall Isaacks Gordon & Roberts (Counsel for Frisco ISD Tax Assessor, Collin County Tax Assessor, City of Garland Tax Assessor, Garland ISD Tax Assessor)
George A. Matalka
George David Gopen (claimant)
George Rush
George Sims & Associates. Inc.
Gerardo Montibeller Campos and Justo Montibeller Campos
Gerardo Montibeller Campos and Justo Montibeller Campos
Gibson, Dunn & Crutcher LLP as Special Tax Counsel to the Debtors
Gilbert D. Grimmett
Glenn A. Wearnar

Goldman, Sachs & Co.
Goodwin Procter LLP
Goulston & Storrs PC (Counsel for MMA Financial Institutional Tax Credits XXXII)
Grant Finn
Grant Thornton LLP as Tax Advisors to Debtors
Green & Hall, APC
Greer Herz & Adams LLP (Counsel for American National Insurance Company)
Greg Katz
Gregory L. Armstrong (beneficial holder)
Gregory R. Wilson
Gretchen J. Granotti
Gulf Group Holdings Acquisitions & Applications (interested party)
Gurbinder Sondh
Gurjinder K. & Satvinder Singh
Gwen DiMarco
H&W Computer Systems, Inc.
Hagens Berman Sobol Shapiro LLP (Co-Lead Counsel for Plaintiffs in the ERISA class action entitled In re Washington Mutual, Inc. ERISA Litig., Case No. 2:08-md-1919-MJP, Lead Case No. C-07-1874-MJP)
Haight Brown & Bonesteel LP
Hain Capital Holdings II, LLC
Hain Capital Holdings, Ltd (claims buyer)
Hangley Aronchick Segal & Pudlin (counsel for NCR Corporation)
Hans Brost (Interested Party)
Hansen Quality Loan Srvc. LLC
Harold B. Weiland
Harry Moeser
Hennigan Bennet Dorman LLP (Counsel for CB Richard Ellis Inc and CB Richard Ellis Services Inc)
Hewlett Packard Company (interested party)
Hillman Group LLC
Hodges and Associates (Counsel for Janet May and Emmitee O Hozay)
Hovanes John and Linda Reed Bekerredjian
Howard Dang
Hudson Global Resources Management, Inc.
Hung Y. Liu
Hutchings Court Reporters, LLC
Hy-Test
IBM Corporation
IBM Credit LLC
Igor Mileschin
Indian River County Tax Collector
Internal Revenue Services
International Mailing Equipment
Intervoice Brite Inc.
ISM Barsa, Inc
J. Philip Max
J. Philip Max
J.P. MorganChase Bank, NA
Jack A. Matalka
Jack A. Matalka
Jake Barrett Regarding Fair Price for Shares
James C. Pedersen
James Farquharson
James Kelly (committee member)
James Moorman

James Potter on Behalf of the California Department of Toxic Substances Control
Jason Plazola
Jay Agnes
Jay Rupard
Jazimime Wafer
Jean M. Gardner
Jed Prevor
Jeff Ostroff
Jeffrey D. & Sherry J. Frederick Family Trust
Jeffrey Kelly
Jeffrey Matthews
Jeffrey P. Weinstein
Jeremy Ting
Jeremy Tsao
Jerome M. Powell
Jerry L. Vogt
Jerry W. Pierce
Jeson Martajaya
Joanne Taylor
Joele Frank, Wilkinson Brimmer Katcher
John Cangiano
John H. Murphy
John Maelstrom
John N Mwangi
John R. Stacho
John S. Pereira (Chapter 11 Trustee of Maywood Capital Corp.)
John Schoppmann
John W. VanderClock
John W. Wolfe P.S.
John W. Wolfe, P.A. as Special Counsel to the Debtors
John Z. Schoppmann
Johnson Pope Bokor Ruppel & Burns LLP (Counsel for Nationwide Title Clearing Inc)
Jorge Velazquez Villasenor and Ma Amparo De Gonzalez
Jose Manuel Aguilera Canton and Liliana Aguilera Sanchez
Josefina Flores Ochoa
Joseph A. Horning
Joseph A. Schwar
Joseph G. Sepulveda
Joseph J. Radano
Joseph M. Higareda
Joseph P. Greenwich Jr.
Joseph Procida
Joseph S. Stern, III
Joseph Sciamanna
Joseph Woodske
Josh S. Pereira as Chapter 11 Trustee of Maywood Capital Corp.
JP Morgan Chase Bank, National Association
JPMC Wind Investment LLC
JPMC Wind Investment Portfolio LLC
JPMorgan Chase Bank N.A.
JPMorgan Chase Bank, National Association
Julia Powell O'Brien
Julie Morales
Justin Nijem

JWT Specialized Communications
Kamil Magiera
Kane Russell Coleman & Logan
Kanubhai D. Surti
Kasowitz Benson Torres & Friedman (Counsel for WMI Noteholders Group)
Kay Blickhan
KCC Washington Mutual Claims Processing (Claims and Noticing Agent)
Keith Liebetreu
Keller Rohrback LLP (Counsel for Plaintiffs in ERISA Class Action)
Kelley Drye & Warren LLP (Counsel for Tata American International Corp and Tata Consultancy Service Ltd)
Ken Treece
Kenneth Koch
Kenneth Slater
Kevin Hahn
Key Equipment Finance, Inc.
KFOG Radio San Francisco.
Khudiram & Subasini Barik
Kim Liebetreu
Kipnis Law Firm
Kishon Shele
Kristen M. McGuinness
Kurt M. Krol
Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors
LandAmerica OneStop, In
Landis Rath & Cobb LLP (Counsel for JPMorgan Chase)
Laura M. Malafrente
Law Debenture Trust Company of New York (Committee of Unsecured Creditors)
Law Offices of Lippe & Associates (Counsel for Courier Solutions)
Law Offices of Robert E Luna PC (Counsel for Carrollton-Farmers Branch ISD and Lewisville ISD)
Leelkhan Sewsankar
Leida Polania
Leo Paolo D. Fernando
Leonard Street and Deinard
Leslie Stephen Wolfe (interested party)
Lichsinn & Haensel, S.C. (Counsel for Claimant Andrew J. Eschenbach)
Linda L. Luong
Linebarger Goggan Blair & Sampson LLP (Counsel for Parker CAD, Van Zandt CAD, Kaufman County, Wise County, Wise CAD, Rusk County, Smith County, City of Memphis (TN), Rockwall County, Rockwall CAD, Dallas County, Tarrant County)
Lisa Constantino, Executor of the Estate of Elaine Dinaples
Loeb & Loeb LLP (Counsel to Wells Fargo)
Long Beach Mortgage Loan Trust
Longacre Master Fund, Ltd. (claims buyer)
Longacre Opportunity Fund, L.P.
Los Angeles County Tax Collector
Los Angeles County Tax Collectors and Treasurer
Louis J. DeStefano
Louis Jasper Jr.
Lowenstein Sandler PC (Counsel for the Lead Plaintiff and the Putative Class) (Counsel to AT&T)
Lowey, Dannenberg Cohen & Hart, P.C. (counsel for Richard Schroer, George Rush and Denise Cassese, Class action movants)
Loyd B. & Deborah J. Copeland
Luis A. Osorio
Lynn Harrison

Maida Torruella
Main Soft Inc.
Manatee County Tax Collector
Manuel Aguilera Canton, Liliana Aguilera Sanchez
Marathon Creditor Claimants
Margaret M. Anderson on Behalf of Zurich American Insurance Company
Marian Caltayirone
Mark E. Thompson
Mark J. Cinque
Mark J. McGuinness
Mark M. Billion
Mark V. Helton
Mark Zulick
Marsha Joan Ewens
Marshall Dennehey Warner Coleman & Goggin
MARTA/ATU Employees Retirement Plan
MARTA/ATU Local 732 Employee Retirement Benefit Plan and New Orleans Employees' Retirement System
Martin Gunther
Mary E. Gawronski
Matthew D. Cochrane
Matthias Mock
Mattie Conner
Maxwell Brooks
McCreary Veselka Bragg & Allen (Counsel for Burnet Consolidated ISD)
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San Diego Treasurer Tax Collector of California
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Sanjay Patel
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Exhibit 2

**Schedule of Potential Parties-in-Interest that Currently Employ or Have Employed
Susman Godfrey in the Last Two Years in Matters Unrelated to the Debtors or
Their Chapter 11 Cases**

<u>INTERESTED PARTY</u>	<u>RELATIONSHIP TO THE DEBTORS</u>	<u>CLIENTS</u>
EMC Corporation	Secured creditor	Current client in litigation unrelated to the Debtor
TPG Capital L.P.	Significant stockholder or investor	Current client in litigation unrelated to the Debtor

Exhibit B
(Proposed Order)

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

1. The Application is hereby **GRANTED**.
2. In accordance with section 328 and 1103 of the Bankruptcy Code, the Equity Committee is hereby authorized to retain and employ the law firm of Susman Godfrey as its counsel on the terms set forth in the Application and the Sargent Declaration *nunc pro tunc* to April 16, 2010.
3. Susman Godfrey shall be entitled to an allowance of compensation and reimbursement of expenses upon the filing and approval of interim and final applications pursuant to the Bankruptcy Code, Bankruptcy Rules, the Local Rules and such other Orders as the Court may direct.
4. The Equity Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

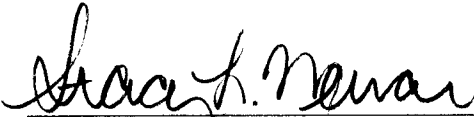
Dated: Wilmington, Delaware
_____, 2010

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT

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

CERTIFICATE OF SERVICE

I, Stacy L. Newman, hereby certify that on May 7, 2010, I caused one copy of the foregoing document to be served upon the parties on the attached service list by Hand Delivery (local) and first class U.S. Mail, postage prepaid (non-local), unless otherwise indicated.



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