

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

_____)	
In re:)	Chapter 11
)	
WASHINGTON MUTUAL, INC., <u>et al.</u> ,)	Case No. 08-12229 (MFW)
)	
Debtors.)	Jointly Administered
)	
_____)	Related Docket Nos. 1470 and 3763

**AMENDED VERIFIED STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP
PURSUANT TO RULE 2019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

1. Pachulski Stang Ziehl & Jones LLP (“PSZJ”), in connection with its representation of certain unaffiliated holders of notes issued by Washington Mutual Bank, Henderson, Nevada (“WMB”) (the “Bank Bondholders”), hereby submits this amended statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Amended Statement”). This Amended Statement updates the prior statement filed by PSZJ dated August 10, 2009. This Amended Statement is based on information provided to PSZJ by the Bank Bondholders.

2. PSZJ currently represents the following Bank Bondholders in connection with the above-captioned Chapter 11 Cases:

Anchorage Capital Master Offshore, Ltd.
c/o Anchorage Advisors, L.L.C.
610 Broadway, 6th Floor
New York, NY 10012

PCI Fund, L.L.C.
c/o Anchorage Advisors, L.L.C.
610 Broadway, 6th Floor
New York, NY 10012

GRF Master Fund, L.P.
c/o Anchorage Advisors, L.L.C.
610 Broadway, 6th Floor
New York, NY 10012

Allen Arbitrage, L.P.
711 Fifth Avenue
New York, NY 10022



Allen Arbitrage Offshore
711 Fifth Avenue
New York, NY 10022

Bank of Scotland plc
Lloyds Banking Group
33 Old Broad Street
London EC2N 1HZ
ENGLAND

Caspian Capital Partners, LP
500 Mamaroneck Avenue
Suite 101
Harrison, NY 10528

Caspian Select Credit Master Fund, Ltd.
500 Mamaroneck Avenue
Suite 101
Harrison, NY 10528

Caspian Alpha Long Credit Fund, L.P.
500 Mamaroneck Avenue
Suite 101
Harrison, NY 10528

Cetus Capital, LLC
8 Sound Shore Drive
Suite 303
Greenwich, CT 06830

Citigroup Global Markets, Inc.
390 Greenwich Street
4th floor
New York, NY 10013

D. E. Shaw Laminar Portfolios, L.L.C.
1166 Avenue of the Americas
5th Floor
New York, NY 10036

Drawbridge DSO Securities LLC
Drawbridge Special Opportunities Advisors
LLC
1345 Avenue of the Americas
New York, NY 10105

Drawbridge OSO Securities LLC
Drawbridge Special Opportunities Advisors
LLC
1345 Avenue of the Americas
New York, NY 10105

Worden Master Fund LP
Drawbridge Special Opportunities Advisors
LLC
1345 Avenue of the Americas
New York, NY 10105

Farallon Capital Management, LLC
One Maritime Plaza
Suite 2100
San Francisco, CA 94111

Gross Global Investors Master Fund, Ltd
c/o Gross Asset Management, L.P.
667 Madison Avenue
3rd Floor
New York, NY 10065

Gross Global Investors Master Fund
(Enhanced), Ltd.
c/o Gross Asset Management, L.P.
667 Madison Avenue
3rd Floor
New York, NY 10065

CVI GVF (Lux) Master S.a.r.l.
12700 Whitewater Drive
Minnetonka, MN 55343

King Street Capital, L.P.
65 East 55th Street
30th Floor
New York, NY 10022

King Street Capital Master Fund, Ltd.
65 East 55th Street
30th Floor
New York, NY 10022

Longacre Master Fund, Ltd.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Longacre Capital Partners (QP), L.P.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Longacre Master Fund II, L.P.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Longacre CE Master Fund, L.P.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Longacre Opportunity Fund, L.P.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Halcyon Master Fund L.P.
c/o Halcyon Offshore Asset Management LLC
477 Madison Avenue, 8th Floor
New York, NY 10022

Marathon Special Opportunity
Master Fund, Ltd.
One Bryant Park, 39th Floor
New York, NY 10036

OZ Master Fund, Ltd.
c/o OZ Management LP
9 West 57th Street
39th Floor
New York, NY 10019

Gordel Holdings Limited
c/o OZ Management LP
9 West 57th Street
39th Floor
New York, NY 10019

Goldman Sachs & Co. Profit Sharing Master
Trust
c/o OZ Management LP
9 West 57th Street
39th Floor
New York, NY 10019

OZ Select Master Fund, Ltd.
c/o OZ Management LP
9 West 57th Street
39th Floor
New York, NY 10019

OCP Investment Trust
910 Sylvan Avenue
Englewood, NJ 07632

Onex Debt Opportunity Fund, Ltd.
910 Sylvan Avenue
Englewood, NJ 07632

Longacre Opportunity Offshore, Ltd.
810 Seventh Avenue, 33rd Floor
New York, NY 10019

Marathon Credit Opportunity Master Fund, Ltd.
One Bryant Park, 39th Floor
New York, NY 10036
Plainfield Special Situations Master Fund II,
Limited
100 West Putnam Ave.
Greenwich, CT 06830

Quintessence Fund L.P.
c/o QVT Associates GP LLC
1177 Avenue of the Americas
9th Floor
New York, NY 10036

QVT Fund LP
c/o QVT Associates GP LLC
1177 Avenue of the Americas
9th Floor
New York, NY 10036

Stone Lion Capital Portfolio L.P.
461 Fifth Avenue
14th Floor
New York, NY 10017

UBS Securities LLC
677 Washington Boulevard
Stamford, CT 06901

The Värde Fund, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

The Värde Fund VI-A, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

The Värde Fund VII-B, L.P.
8500 Normandale Lake Blvd.
Suite 1500
Minneapolis, MN 55437

Plainfield Liquid Strategies Master Fund
Limited
100 West Putnam Ave.
Greenwich, CT 06830

Plainfield OC Master Fund II Limited
100 West Putnam Ave.
Greenwich, CT 06830
The Värde Fund IX-A, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

Värde Investment Partners, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

Värde Investment Partners (Offshore)
Master, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

HFR ED Select Fund IV Master Trust
767 Fifth Avenue 17th Floor
New York, NY 10153

Lyxor/York Fund Limited
767 Fifth Avenue, 17th Floor
New York, NY 10153

Permal York Ltd.
767 Fifth Avenue, 17th Floor
New York, NY 10153

York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

York Select, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

The Värde Fund VIII, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

York Select Master Fund, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

The Värde Fund IX, L.P.
8500 Normandale Lake Blvd., Suite 1500
Minneapolis, MN 55437

York Credit Opportunities Fund, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

York Credit Opportunities Master
Fund, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

York Investment Master Fund, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

3. Although the Bank Bondholders have hired PSZJ to represent their interests and to enable their voices to be heard more effectively and efficiently, each of the Bank Bondholders makes its own decisions as to how it wishes to proceed and does not act for, or purport to represent or speak on behalf of, any other Bank Bondholder or any other holder of WMB Senior Notes (as defined below). The identities of the Bank Bondholders has, in the past, changed from time to time, and it is anticipated that the identities of the Bank Bondholders may continue to change, in the future, from time to time.

4. PSZJ has been advised by the Bank Bondholders that, as of April 30, 2010, they held, in the aggregate, approximately \$2.25 billion in principal amount outstanding of the Senior Notes issued by WMB (“WMB Senior Notes”), as well as additional amounts of subordinated notes issued by WMB.

5. The Bank Bondholders include holders that acquired their interests in the WMB Senior Notes both before and after the Debtors filed for bankruptcy. The Bank Bondholders acquired interests in WMB Senior Notes beginning on February 28, 2006 and continuing through April 30, 2010. Certain of the Bank Bondholders also hold notes or stock issued by WMI. Those

Bank Bondholders who hold such notes or stock acquired interests in such notes or stock beginning on November 8, 2007 and continuing through April 30, 2010.¹ PSZJ has been advised by the Bank Bondholders that, as of April 30, 2010, they held, in the aggregate, approximately \$440 million in principal amount outstanding of WMI notes (senior, senior subordinated, and junior subordinated) and 23.5 million shares of WMI preferred stock.

6. PSZJ does not presently own, nor has it previously owned, any claims against, or interests in, the Debtors.

7. PSZJ submits this Amended Statement in anticipation of the hearing on May 19, 2010, at which the Court has directed all entities or committees representing more than one creditor or equity security holder to show cause why they should not be required to comply with Rule 2019. Consistent with the Bank Bondholders' position and this Court's directive that similar disclosures should be made by all entities to which Rule 2019 may apply, the information provided in this Amended Statement is similar to the information provided by White & Case LLP with regard to the interests in securities issued by WMI and WMB held by members of the so-called "Washington Mutual, Inc. Noteholders Group." Without waiving and subject to any rights they may have to appeal or seek further consideration, to the extent that the Court should order the disclosure of different or additional information, the Bank Bondholders will further amend this Amended Statement.

8. In addition, PSZJ represents MSG Media, a division of Madison Square Garden, L.P. ("MSG"), 2 Penn Plaza, 16th Floor, New York, NY, 10121 in connection with its claim and other interests in the above-captioned cases. MSG has filed a proof of claim for \$7,596,726

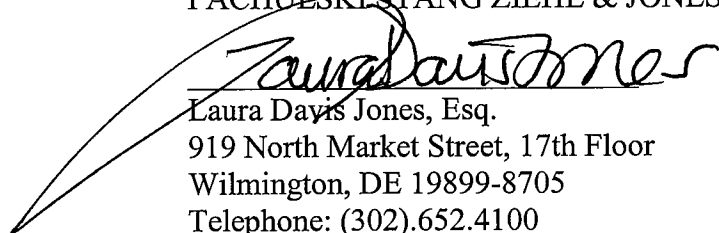
¹ The price ranges at which these notes and stock (identified by individual CUSIP/ISIN numbers) were acquired are set forth in Exhibits A and B to the *Second Amended Verified Statement of Wilmer Cutler Pickering Hale and Dorr LLP Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [Docket No. 3763] filed on May 17, 2010. Due to the volume of such exhibits, they have not been reproduced here.

arising in connection with a Naming Rights and Sponsorship Agreement entered into on or about May 1, 2007.

9. The information provided by the Bank Bondholders on which this Amended Statement is based is voluminous and PSZJ reserves the right to supplement or amend this Amended Statement as necessary. In addition, some of the Bank Bondholders continue to gather responsive data, and PSZJ will supplement and amend this Amended Statement as necessary to reflect any additional information it receives.

Dated: May 17, 2010

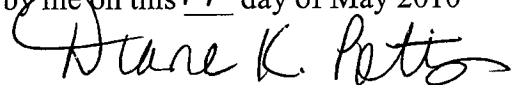
PACHULSKI STANG ZIEHL & JONES LLP



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Facsimile: (302).652.4400

Co-Counsel to the Bank Bondholders

SWORN TO AND SUBSCRIBED
by me on this 17th day of May 2010



Notary Public
My Commission Expires: 2-20-12

DIANE K. POTTS
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Feb. 20, 2012

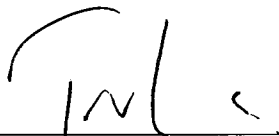
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

CERTIFICATE OF SERVICE

I, Timothy P. Cairns, hereby certify that on the 17th day of May, 2010, I caused a copy of the following document(s) to be served on the individuals on the attached service list(s) in the manner indicated:

**Amended Verified Statement Of Pachulski Stang Ziehl & Jones LLP
Pursuant To Rule 2019 Of The Federal Rules Of Bankruptcy Procedure**



Timothy P. Cairns (Bar No. 4228)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Washington Mutual, Inc., (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

Washington Mutual Core Service

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Case No. 08-12229
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Hand Delivery

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Office of the United States Trustee
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Wilmington, DE 19899-0035

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