

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

	)	Chapter 11
In re:	)	
WASHINGTON MUTUAL, INC., <i>et al.</i> ,	)	Case No. 08-12229 (MFW)
	)	Jointly Administered
	)	
Debtors	)	<b>Hearing Date: June 17, 2010 at 10:30 am (Requested)</b>
	)	<b>Objection Deadline: June 17, 2010, 9:00 am (Requested)</b>

**MOTION OF THE CONSORTIUM OF TRUST PREFERRED SECURITY HOLDERS  
TO COMPEL JPMORGAN CHASE TO PRODUCE DOCUMENTS**

The consortium of holders of interests subject to treatment under Class 19 of the Plan (the “TPS Consortium”<sup>1</sup>), by and through its undersigned counsel, hereby files this Motion to Compel JPMorgan Chase (“JPMC”) to Produce Documents responsive to the First Request for Production of Documents of the Trust Preferred Security Holders to JPMC (attached hereto as Exhibit A), and to produce such documents by June 30, 2010. In support of this Motion, the TPS Consortium respectfully represents as follows:

**PRELIMINARY STATEMENT**

1. As a party-in-interest to these Cases, the TPS Consortium is entitled to obtain discovery under Federal Rules of Civil Procedure 26 and 34, made applicable to these proceedings pursuant to Rules 9014, 7026 and 7034 of the Federal Rule of Bankruptcy Procedure.

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<sup>1</sup> The TPS Consortium is made up of holders of interests (as set forth more fully in the group’s Amended Rule 2019 statement [Docket No. 3765], as such may be amended) proposed by the Debtors to be treated under Class 19 of the Amended Plan (described in the Amended Plan and Amended Disclosure Statement as the “REIT Series”).



2. To date, the TPS Consortium (like many parties in these cases) has been stonewalled by the Debtors and now JPMC in getting access to discovery to which it is entitled under the applicable Federal Rules. The relief requested by this Motion is critically important, especially given that the Debtors have indicated they intend to seek confirmation of the Plan in a little over a month – notwithstanding that parties in interest have, for the most part, been deprived of any meaningful opportunity to conduct discovery regarding the Plan.

3. By this motion, the TPS Consortium seeks the Court’s assistance in obtaining reasonable discovery from JPMC concerning the Debtors’ pending plan of reorganization (as amended, the “Plan”), under which JPMC is proposed to receive significant value and benefits, including extraordinarily broad, non-consensual releases and exculpations. The requested discovery is relevant to the Court’s consideration of the Plan and related settlement, and must be allowed.

### **BACKGROUND**

4. The Debtors’ proposed plan of reorganization (as amended, the “Plan”) threatens the rights and interests of the members of the TPS Consortium in a number of ways. First, the Plan and related settlement agreement would purport to use this Court’s authority to deliver to JPMC all right and title to certain trust preferred securities (the “Trust Preferred Securities”) to which the members of the TPS Consortium (and others similarly situated), and not the Debtors, JPMC, or Washington Mutual Bank (“WMB”) may have ownership claims and rights. The Plan also purports to deprive members of the TPS Consortium of any recourse against JPMC with respect to the value of the Trust Preferred Securities or with respect to any other claims or rights potentially existing against JPMC (and numerous other third parties).

5. While JPMC has been a direct party to the discussions leading to the forgoing proposed treatment, the TPS Consortium has been shut out of all such conversations and has, thus far, been denied access to reasonable discovery regarding the proposed treatment under the Plan. Upon information and belief, JPMC has custody and control (through its current possession of the Debtors' former banking subsidiary, WMB) of a significant portion of the Debtors' books and records.

6. As the Court is aware, the Debtors recently requested imposition of a set of discovery protocols and restrictions (the "Discovery Restriction Motion"). [Docket No. 4376] At the June 3, 2010 omnibus hearing, the Debtors, in the face of numerous objections and questioning by the Court, elected to withdraw that request. The Court then instructed the Debtors to meet with parties in interest to discuss development of a reasonable set of discovery protocols. That meet and confer took place on June 10, and representatives of the TPS Consortium, along with other parties-in-interest, including counsel to JPMC, attended and participated.

7. At the June 10 meeting, the TPS Consortium learned that, notwithstanding the withdrawal of the Discovery Restriction Motion, the Debtors would seek to impose upon parties in interest significantly all of the objectionable procedures and restrictions they had attempted to impose on June 3. The TPS Consortium also learned the Debtors would be seeking to proceed with confirmation during the first week of August and that parties in interest would be on their own to obtain discovery of non-Debtor Plan proponents, including JPMC. The TPS Consortium also did not receive assurances that at the June 10 "meet and confer" that all documents the TPS Consortium reasonably would need to have produced by JPMC would promptly be produced, raising the specter that JPMC would be able to delay production to the TPS Consortium of

critical documents necessary to the TPS Consortium's right to challenge the proposed Plan, which purports to deliver to JPMC all right and title to the Trust Preferred Securities which are an obvious focal point for the TPS Consortium.

8. Following the June 10, 2010 "meet and confer," the TPS Consortium served upon JPMC its first set of document requests. Those document requests are specifically targeted and tailored so that the TPS Consortium can obtain discovery regarding, in general, the negotiations giving rise to the global settlement and the status of the Trust Preferred Securities. So as to facilitate the identification of any potential issues, the TPS Consortium requested JPMC respond to such requests by June 15, and that requested documents be produced by June 30 (the date by which the Debtors were proposing to produce certain documents), to ensure that JPMC's production stays on the same track that Debtors proposed for their own production at the June 10 "meet and confer."

9. On June 15, 2010, the TPS Consortium and JPMC conferred, and determined that there are four major areas of dispute regarding JPMC's response.

- JPMC has taken the position that it will not search for any responsive documents that were created by Washington Mutual prior to September 25, 2008, even though, upon information and belief, those documents are within JPMC's sole possession, custody and control. Instead, JPMC has taken the position that it will only turn over such documents to the Debtors, and that parties in interest will then have to negotiate production with the Debtors, a proposal certain to delay production of critical documents to the TPS Consortium.
- JPMC has demanded that to the extent requests are phrased to seek "any and all documents related to," that such requests be limited to documents "sufficient to show." While it is not clear what "sufficient to show" means in a document request, it appears to be a proposal by JPMC that it be permitted to produce only those documents that it wishes to produce. Any such a demand is unreasonable.
- With respect to numerous of the requests, JPMC contends that it has already made a "reasonable production" in response to Debtors' Rule 2004

discovery(which, from the TPS Consortium's review, appears to be seriously deficient) and that it has no obligation to reply to the TPS Consortium's separate discovery requests.

- JPMC refuses to provide a privilege log that will contain meaningful information with which the TPS Consortium could evaluate claims of privilege with respect to internal JPMC communications that would be responsive to the TPS Consortium's requests. JPMC has not identified any reason for not being able to provide a traditional privilege log identifying such things as the date, author, recipients and subject matter.

10. During the June 15 meet and confer, counsel for JPMC suggested that the best way to resolve these open issues would be for the TPS Consortium to file this motion and request the Court's guidance at the June 17 omnibus hearing (which invitation the TPS Consortium has accepted with the filing of this Motion). Several hours after the meet and confer, JPMC served its Response to the TPS Consortium's Request for Production of Documents (attached hereto as Exhibit B). In that response, JPMC stated that it will not make a full production in response to the TPS Consortium's document requests. Instead, JPMC stated its intention to unilaterally limit its production to certain documents it wishes to produce. Additionally, JPMC states that it will only produce documents in the manner set forth in the Debtors' proposed discovery procedures.

11. Because JPMC's refusal to provide responsive documents is not supportable, the TPS Consortium requests that this Court order responsive documents and a complete privilege log to be produced by June 30, 2010.<sup>2</sup>

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<sup>2</sup> Although a June 30 deadline would be a slightly expedited production, such a timeframe is necessary if Debtors continue to insist upon a Confirmation Hearing date of August 2, 2010.

## ARGUMENT

### **A. JPMC, As A Party In Interest, Is Obligated To Comply With Discovery Requests.**

12. The Federal Rules of Bankruptcy Procedure impose on parties who seek to take advantage of the provisions of the Bankruptcy Code certain obligations, including obligations related to discovery. Under the Plan and related settlement agreement (to which JPMC is a signatory), JPMC seeks to arrogate itself to significant additional estate value and broad, non-consensual releases and exculpations.

13. The TPS Consortium seeks reasonable discovery of JPMC related to the benefits and value JPMC has negotiated for itself under the Plan and settlement. The TPS Consortium is unaware of any bases on which JPMC could claim to be exempt from the Federal Rules of Bankruptcy Procedure.

### **B. JPMC's Refusal To Comply With Such Discovery Requests Is Unreasonable.**

14. JPMC's stated bases for refusing to comply with its discovery obligations are untenable and must be rejected.

15. First, JPMC stated that it will not search for responsive documents within any documents that were created by Washington Mutual Bank or Washington Mutual, Inc. before September 25, 2008.<sup>3</sup> The Federal Rules are clear: the responding party must produce all

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<sup>3</sup> The TPS Consortium understood this objection to not include JPMC documents created before September 25, 2008. If the objection does apply to JPMC documents, then it is even more absurd to refuse to produce relevant, non-privileged, responsive documents simply because they were created prior to the acquisition of WMB. Clearly documents created before that date would be relevant to and/or lead to the discovery of admissible evidence regarding, at least, the assets acquired by JPMC. Such issues are critical because JPMC and the Debtors had significant disputes regarding ownership of billions of dollars in assets, which they purport to resolve through the Global Settlement.

responsive documents within its “possession, custody or control.” Fed. R. Civ. P. 34(a)(1). JPMC is ignoring that requirement by refusing to even search documents that are within its direct possession. Instead, JPMC has offered that it will make the documents within its possession available to the Debtors, and the Debtors can search them if they so wish.

16. JPMC cannot pass its obligation to respond to discovery requests to another party. In fact, it is improper for a party to object to producing responsive documents by stating that the requesting party could ask someone else for the documents. Fort Washington Resources, Inc. v. Tannen, 153 F.R.D. 78, 79 (E.D. Pa. 1994) (ordering defendant to produce responsive documents, regardless of the plaintiff’s ability to obtain from others, or even plaintiff’s own possession, because “it is not a bar to the discovery of relevant material that the same material may be in the possession of the requesting party or obtainable from another source.”); see In Re: Zenith Industrial Corp. v. Longwood Elastomers, Inc., 2006 Bankr. LEXIS 2067, \*3-4 (Del. Bankr. Aug. 30, 2006) (Walsh, J.) (ordering production of documents in party’s possession, custody or control, which includes documents to which the responding party had the right to access pursuant to asset purchase agreement). Simply put, JPMC is required to produce documents responsive to the requests served on it, which necessarily requires JPMC to search for responsive documents from those within its possession, custody and control. It cannot pass that burden on to someone else.

17. Second, JPMC has made a general objection to certain requests that ask for “any and all” documents related to certain discrete issues. For example, Request No. 17 seeks “Any and all documents constituting or relating to the valuation of the Trust Preferred Securities as of September 25, 2008.” That request is focused on a very specific topic, the valuation of an asset on a particular day, and therefore, cannot be considered to be overbroad. See General Electric

Capital Corp. v. Flynn, 1993 U.S. Dist. LEXIS 8607, \*10 (E.D. Pa., June 24, 1993) (ordering production of documents responsive to request for “any and all documents relating or referring to, or evidencing or embodying any and all” accounts, loans, and various other categories of accounts and assets of the defendant); American Health Systems, Inc. v. Liberty Health System, 1991 WL 12153, \*2 (E.D. Pa. Feb. 1, 1991) (ordering production of “any and all documents” relating to accounts between two defendant hospitals that relate to or define membership and financial interest in health system just as plaintiff requested).

18. During the parties’ meet and confer, JPMC objected to providing responsive documents, demanding that requests such as Request No. 17 be narrowed or limited to documents “sufficient to show.” It is entirely unclear what that means. Instead, JPMC’s request is merely a general attempt to avoid producing responsive documents. The obligation under the Rules is to provide responsive documents, not provide only those documents that JPMC wants to produce. This attempt to limit its production to this undefined category of documents that purportedly are “sufficient to show” something is entirely unreasonable and inconsistent with the Rules.

19. Third, JPMC has objected generally to producing documents responsive to requests that it claims are similar to the Debtors’ Rule 2004 document requests. It has taken the position that it made a “reasonable” production to the Debtors and insists that the TPS Consortium should be satisfied. However, responses to another party’s requests do not satisfy JPMC’s obligation to respond fully to the TPS Consortium’s requests. This is particularly true given that JPMC’s position that it made a “reasonable” production is based almost entirely on negotiations with, and concessions by, Debtors’ counsel as to the scope of the requests. The TPS Consortium was not a party to those negotiations, and is not privy to any purported agreements

to limit the scope of the Debtors' requests. Further, based on its review of that production, the TPS Consortium has questions as to the vigor with which the Debtors sought to obtain documents from JPMC. In short, the TPS Consortium cannot be bound by any concessions to which it did not agree, or to discussions of which it was not a part.

20. Furthermore, implicit in JPMC's representation that it made a "reasonable" production, is the admission that JPMC did not make a full production. In addition to this admission, the small number of documents produced suggests how much JPMC's production was lacking. These cases arose out of the largest bank failure in history, leading to JPMC's acquisition of the sixth largest depository institution in the country with \$307 billion in assets, \$188 billion in deposits, and 43,000 employees, in which JPMC paid almost \$2 billion. Yet, only 40,000 pages consisting of just over 9,000 documents were produced. As the Equity Committee pointed out in its May 25, 2010 Motion for 2004 Examination of JPMC [Docket No. 4301], the Debtors identified major deficiencies in JPMC's production that were never cured:

- Failure to search the records of dozens of JPMC employees who had significant involvement in the acquisition of WMB;
- Woefully inadequate production from the custodians whose files were searched (i.e., only 9 documents from JPMC's CEO who corresponded directly with federal regulators and negotiated the deal)
- The production of very few communications with WMI, governmental entities or third parties regarding JPMC's interest in acquiring WMB.

JPMC simply cannot rely on such an incomplete production to satisfy its obligations under the Rules.

21. Fourth, JPMC has objected to producing a privilege log that would describe any withheld documents in any meaningful way. The Federal Rules require any party who withholds documents based on privilege to describe the withheld documents or communications "in a

manner that, without revealing information itself privileged or protected will enable other parties to assess the claim” of privilege. Fed. R. Civ. P. 26(b)(5)(ii); see United States v. Rockwell Int’l, 897 F.2d 1255, 1265 (3d Cir. 1990) (a claim of privilege cannot be a blanket assertion; such claims “must be asserted document by document.”). JPMC has stated its refusal to provide a log of individual internal JPMC communications. Instead, JPMC has suggested (but has not actually agreed) to produce a privilege log for internal JPMC communications and Sullivan & Cromwell communications providing only descriptions of categories of withheld documents.<sup>4</sup>

22. JPMC has not explained why it cannot provide a complete privilege log with the traditional categories of a privilege log such as author, recipient, date, and description of each withheld document. See, e.g., Torres v. Kuzniasz, 936 F. Supp. 1201, 1208 (D.N.J. 1996) (stating that a “proper privilege log must include, for each withheld document, the date of the document, the name of its author, the name of its recipient, the names of all people given copies of the document, the subject of the document, and the privilege or privileges asserted.”). Nor has JPMC explained what information it proposes to provide, how broad the categories will be, or whether or why it might be unduly burdensome to provide a full log. Without a full log, the TPS Consortium would be unable to evaluate or challenge any assertions of privilege. Such result is expressly rejected by the Federal Rules. Instead, JPMC is required to provide a full privilege log setting forth exactly what has been withheld and why. If JPMC does not provide such a log, then the adequacy of any assertion of privilege cannot be examined or tested; JPMC should not be

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<sup>4</sup> In the first instance, the TPS Consortium would be willing to agree that internal Sullivan & Cromwell communications could be described by category including the participants, date ranges and general description of the communications contained within each category, provided that the TPS Consortium would reserve the right to object if the categories are too broad or too vague to be meaningful.

allowed to hide from its discovery obligations. Velocity Int'l, Inc. v. Celerity Healthcare Solutions, Inc., 2010 U.S. Dist. LEXIS 53508, \*12 (W.D. Pa. June 1, 2010 (“The purpose of the privilege log is to allow opposing counsel and, if necessary, the court to determine the basis of the claim. Without such a log, that part of the review process cannot begin.”)).

23. Several hours after the parties discussed the above, JPMC served its Response to the TPS Consortium’s Document Requests. That Response is wholly inadequate in that JPMC has represented that it will only produce three categories of documents unilaterally defined by JPMC. Specifically, JPMC has stated that it will produce: (a) settlement communications; (b) documents provided to the U.S. Senate Subcommittee on Investigations; (c) documents “sufficient to show how WMB’s assets were recorded on JPMC’s financial statements and reasonable documentation on how JPMC arrived at those valuations.” Ex. B at 29-30.<sup>5</sup> Additionally, JPMC has stated that it will only produce those documents “through the confirmation discovery process” that Debtors proposed, but was rejected by this Court, yet Debtors inexplicably proposed again.

24. JPMC cannot simply pick and choose whatever it sees fit to provide. By suggesting such narrow categories of documents—some of which may not even be responsive to the TPS Consortium’s requests, and clearly would not constitute complete responses—JPMC is not complying with its obligations under the Federal Rules and Rules of Bankruptcy Procedure to make a complete production in response to the TPS Consortium’s document requests. JPMC also cannot choose to respond to discovery according to the Debtors’ repeatedly proposed, and already rejected, discovery procedures. JPMC simply cannot be allowed to ignore its

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<sup>5</sup> JPMC has also indicated that it may produce period reports regarding the status of the Trust Preferred Securities and underlying collateral, but has not stated that it will in fact produce them. Ex. B at 30-31.

obligations, nor should it be allowed to hide behind the already rejected procedures proposed by the Debtors. Instead, it must make a complete production in response to the TPS Consortium's requests.

**WHEREFORE**, the TPS Consortium respectfully requests that the Court compel JPMC to produce by June 30, 2010: (a) all non-privileged documents responsive to the TPS Consortium's document requests; and (b) a full privilege log describing the recipients, subject matter and claimed privilege related to all documents contained therein.

Dated: Wilmington, Delaware  
June 15, 2010

Respectfully submitted,

**CAMPBELL & LEVINE LLC**

/s/ Kathleen Campbell Davis  
Marla Rosoff Eskin, Esq. (DE 2989)  
Bernard G. Conaway, Esq. (DE 2856)  
Kathleen Campbell Davis, Esq. (DE 4229)  
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– and –

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– and –

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Jeremy B. Coffey, Esq.  
Daniel J. Brown, Esq.  
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Boston, MA 02111  
(617) 856-8200  
(617) 856-8201 (fax)

*Counsel for the TPS Consortium*

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

_____ )	Chapter 11
In re: )	
)	Case No. 08-12229 (MFW)
WASHINGTON MUTUAL, INC., <i>et al.</i> , )	
)	Jointly Administered
Debtors )	
)	Objection Deadline: June 17, 2010 at 9:00 a.m. (proposed)
)	Hearing Date: June 17, 2010 at 10:30 a.m. (proposed)
_____ )	

**NOTICE OF MOTION OF THE CONSORTIUM OF TRUST PREFERRED SECURITY  
HOLDERS TO COMPEL JP MORGAN CHASE TO PRODUCE DOCUMENTS**

TO: All Parties on the Attached List

PLEASE TAKE NOTICE, that on June 16, 2010, the Consortium of Trust Preferred Security Holders filed and served the attached **Motion To Compel JPMC to Produce Documents** (the “Motion”), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing and filed with the Bankruptcy Court on or before **June 17, 2010 at 9:00 a.m. (proposed)**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response upon the undersigned counsel, so that it is received on or before **June 17, 2010 at 9:00 a.m. (proposed)**

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL BE HELD ON JUNE 17, 2010 AT 10:30 A.M. (PROPOSED) BEFORE THE HONORABLE MARY F. WALRATH AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 6<sup>th</sup> FLOOR, WILMINGTON, DELAWARE 19801.

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

Dated: Wilmington, Delaware  
June 16, 2010

Respectfully submitted,

CAMPBELL & LEVINE LLC

/s/ Kathleen Campbell Davis  
Marla Rosoff Eskin, Esq. (DE 2989)  
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Counsel for the TPS Consortium

# EXHIBIT A

**Brown, Daniel J.**

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**From:** Brown, Daniel J.  
**Sent:** Friday, June 11, 2010 2:58 PM  
**To:** 'Friedman, Stacey'  
**Cc:** Wissner-Gross, Sigmund S.; Stoll, James W.; Coffey, Jeremy B.; 'Kathleen Campbell Davis'  
**Subject:** FW: WaMu - Document Requests  
**Attachments:** DOCS\_B-#1752867-v1-WAMU\_JPMorgan\_Document\_Request.PDF

Stacey,

Please see the attached document requests. The shortened response time set forth therein is necessary in light of the truncated timeframe and August 2 confirmation date that continues to be proposed by Debtors and the other settling parties. In the interest of cooperation and furthering discovery, which were discussed at yesterday's meet and confer, we will be happy to discuss the scope of these requests on or before Tuesday June 15. We will also be prepared to raise any issues with the Court on the 17th if necessary.

Please feel free to contact me if you have any questions.



**Daniel J. Brown**

Counselor at Law

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

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

**FIRST REQUEST OF THE CONSORTIUM OF  
TRUST PREFERRED SECURITY HOLDERS TO  
JPMORGAN CHASE BANK FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, made applicable to these proceedings by Rules 9014, 7026 and 7034 of the Federal Rules of Bankruptcy Procedure, and pursuant to the Local Bankruptcy Rules for the District of Delaware, the Consortium of Trust Preferred Security Holders (the "TPS Consortium"), by and through its undersigned counsel, hereby requests that JPMorgan Chase BANK, N.A. ("JPMC") produce and permit the TPS Consortium to inspect and copy the documents requested herein.

The TPS Consortium requests that JPMC's response be produced at the offices of **Kathleen Campbell Davis, Esq., Campbell & Levine LLC, 800 North King Street, Suite 300, Wilmington DE 19801** no later than **Tuesday June 15, 2010** and documents no later than **June 30, 2010**.

## DEFINITIONS

The following terms have the meanings indicated below:

1. As used herein, the term “Bankruptcy Code” means title 11 of the United States Code, as amended, 11 U.S.C. §§ 101 *et seq.*

2. As used herein, the term “communication” means any oral or written utterance, notation, or statement of any nature whatsoever between or among two or more persons, by or to whomsoever made, and including, without limitation, correspondence, documents (as defined below), conversations, dialogues, discussions, e-mails, interviews, consultations, agreements, and other understandings.

3. As used herein, the terms “concerning,” “relating to,” “referring to,” or “pertaining to” mean and include all documents that in any manner or form are relevant in any way to or bear upon the subject matter in question, including, without limitation, all documents that contain, record, reflect, evidence, summarize, evaluate, comment upon, transmit, refer to, or discuss that subject matter, or that in any manner state the background of, or were the basis or bases for, or that record, evaluate, comment upon, or were referred to, relied upon, utilized, generated, transmitted, or received in arriving at any conclusion, opinion, estimate, calculation, position, decision, belief, assertion or allegation, or undermine, contradict, or conflict with any conclusion, opinion, calculation, estimate, position, belief, assertion, or allegation, concerning the subject matter in question.

4. As used herein, the term "Disclosure Statement" shall mean the Disclosure Statement for the Third Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, filed on or about June 2, 2010 in the Debtors' Chapter 11 cases.

5. As used herein, the term "document" means any printed, written, typed, recorded, transcribed, taped, photographic, or graphic matter, however produced or reproduced, including but not limited to: any letter, correspondence, or communication of any sort; film, print or negative of photograph; sound recording, video recording; note, notebook, diary, calendar, minutes, memorandum, contract, agreement, or any amendment thereto; telex, telegram, cable; summary, report or record of telephone conversation, voice mail or voice mail back-up, personal conversation, discussion, interview, meeting, conference, investigation, negotiation, act or activity; projection, work paper, or draft; computer or computer network output or input, hard or floppy disc, electronic mail, magnetic and/or optical medias, archived or back up data on any of these medias, and documents that have been deleted but are recoverable from any of these media; opinion or report of consultant; request, order, invoice or bill of lading; analysis, diagram, map, index, sketch, drawing, plan, chart, manual, brochure, pamphlet, advertisement, circular, newspaper or magazine clipping, press release; receipt, journal, ledger, schedule, bill, or voucher; financial statement, statement of account, bank statement, checkbook, stubs, or register, canceled check, deposit slip, charge slip, tax return (income or other), requisition; file, study, graph, tabulation, and any and all other

writings and recordings of whatever nature, whether signed or unsigned or transcribed, and any other data compilation from which information can be obtained, translated, if necessary, by the respondent through detection devices into reasonably usable form. The term "document" also means (a) the original and/or any non-identical original or copy including those with any marginal note or comment, or showing additions, deletions, or substitutions; (b) drafts; (c) attachments to or enclosures with any document; and (d) every document referred to in any other documents.

6. As used herein, the term "Person" means any natural person or any business, legal, or governmental entity or association.

7. As used herein, the term "Plan" means the Third Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, filed on or about June 2, 2010 in the Debtors' Chapter 11 cases.

8. As used herein, the term "Rule 2004" shall mean Federal Rule of Bankruptcy Procedure 2004.

9. As used herein, the terms "You," "Your" or "JPMC" mean and refer to the JPMorgan Chase Bank, N.A. and any current or former parent, affiliates or subsidiaries, or any of their members, officers, directors, representatives, employees, agents, consultants, accountants, attorneys, financial advisors, predecessors, successors, assigns and any other person currently or formerly acting or purporting to act on behalf of JPMC for any purpose whatsoever.

10. Unless otherwise defined herein, capitalized terms shall bear the meanings ascribed thereto in the Disclosure Statement and/or Plan, as applicable.

### **INSTRUCTIONS**

1. Documents produced in response to the requests contained herein shall be produced in full and unexpurgated form without abbreviation or redaction.

2. The words “and” and “or” are to be construed both conjunctively and disjunctively. The singular form of a noun or pronoun includes the plural form and vice versa. The word “all” shall also include “each of,” and vice versa.

3. For the purposes of the requests, the singular shall be construed to include the plural, and the plural shall be construed to include the singular.

4. You are requested to produce all responsive documents in your possession, custody or control, wherever located, including, without limitation, those in the custody of your representatives, agents, professionals, and affiliates.

5. If any part of the following requests cannot be responded to in full, please respond to the extent possible, specifying the reason(s) for your inability to respond to the remainder and stating whatever information or knowledge you have concerning the portion to which you do not respond.

6. If there are no documents responsive to any particular request, please state so in writing.

7. Where any copy of any document is sought herein, whether a draft or final version, is not identical to any copy thereof by reason of alterations, notes, comments,

initials, underscoring, indication of routing, or other material contained thereon or attached thereto, all such non-identical copies are to be produced separately.

8. Hard copies of all documents should be produced; in addition, copies of all documents available electronically should be delivered on a disk or CD-ROM.

9. A request for any document shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or attachments to such document, in addition to the document in its full and unexpurgated form.

10. Documents should be segregated according to the number of the request to which you are responding or produced in the manner they are kept in the ordinary course of business. Documents attached to each other should not be separated.

11. Each request for documents herein includes a request for exact copies of all disks, CDs, DVDs and other removable media containing any information responsive to such request. Electronic records and computerized information should be produced in an intelligible format or together with a sufficient description of the system or program from which each was derived to permit rendering the material legible.

12. If any requested Documents are maintained in digital, electronic, and/or imaged form, production of a copy of the electronically stored information ("ESI") in digital, electronic, and/or imaged form is hereby requested, along with any information needed to access, search or sort electronic data or Documents.

13. ESI and e-mails (and attachments to emails) produced pursuant to this requests shall be produced in a searchable format with an accompanying index that states the following metadata:

- a. Date created/sent;
- b. Author;
- c. Recipients;
- d. cc – copies; and
- e. bcc – blind copies.

14. If You claim any form of privilege or immunity, whether based on statute or otherwise, as a ground for not responding to a request contained in this Schedule A:

- a. State the nature of the privilege or immunity claimed (i.e., attorney/client, work product, etc.);
- b. State the basis for claiming the privilege or immunity as to the specific information or documents; and
- c. State the date of such document; identify the type of document (i.e., letter, memo, etc.); set forth the subject matter thereof, identify each person who prepared it and each person (if any) who signed it; identify each person to whom it was directed, circulated or shown; and identify each person now in possession of the document.

15. In the event that any document requested herein was formerly in Your possession, custody or control, and has been lost, destroyed or otherwise disposed of, You are requested to furnish a list identifying each such document and stating the following information with respect to each such document:

- a. The document's title, if any, and the nature and subject matter of its contents;

- b. The identity of the person(s) who prepared or authored the document, and, if applicable, the persons to whom the document was sent or was intended to be sent;
- c. The date on which the document was prepared or transmitted; and
- d. The date on which the document was lost, destroyed or otherwise disposed of, the manner and conditions of and reasons for such destruction or other disposition and the persons requesting and performing the destruction or other disposition.

16. The following requests are to be deemed continuing in nature. In the event You become aware of or acquire additional information relating or referring to any of the following Requests, such additional information is to be promptly produced.

15. Pursuant to Federal Rules 26(b)(1) and 34(b)(2) of the Federal Rules of Civil Procedure, any and all Documents must be produced in the form or forms in which they were originally created, edited, and stored.

#### **DOCUMENTS TO BE PRODUCED**

- 1. Any and all documents relating to the current ownership, control and/or status of the following entities:
  - a. Washington Mutual Preferred Funding LLC;
  - b. Washington Mutual Preferred Funding (Cayman) I Ltd. (“WaMu Cayman”);
  - c. Washington Mutual Preferred Funding Trust I (“WaMu Delaware I”);
  - d. Washington Mutual Preferred Funding Trust II (“WaMu Delaware II”);
  - e. Washington Mutual Preferred Funding Trust III (“WaMu Delaware III”);
  - f. Washington Mutual Preferred Funding Trust IV (“WaMu Delaware IV”);  
and
  - g. Washington Mutual Home Equity Trust I.

2. Any and all documents constituting or related to any bid package, request for proposal or other invitation to submit a bid for the purchase of Washington Mutual Bank received by JPMC during 2008.

3.

4. Any and all documents relating to the Trust Preferred Securities, including any and all documents relating to and/or indicating the current ownership of the Trust Preferred Securities.

5. Any and all documents evidencing collateral, funds or other source against which the Trust Preferred Securities hold or held a liquidation preference.

6. Any and all documents relating to the current value of the Trust Preferred Securities.

7. Any and all periodic statements, including but not limited to distribution or other reports, related to the Trust Preferred Securities and/or the collateral pool(s) underlying the Trust Preferred Securities.

8. Any and all documents regarding the current administration and/or servicing of the collateral pool(s) underlying the Trust Preferred Securities.

9. Any and all documents related to the purported "Conditional Exchange," including but not limited to, all communications with the Office of Thrift Supervision, the FDIC or any other party regarding the Conditional Exchange.

10. Any and all documents relating to any purported exchange, transfer or other disposition of the Trust Preferred Securities, including any applicable trust register.

11. Any and all documents evidencing the purported transfer of the Trust Preferred Securities from Washington Mutual, Inc. to Washington Mutual Bank.

12. Any and all documents relating to the seizure and sale of the operations of Washington Mutual Bank in September 2008, including but not limited to any communications among WMI, OTS, FDIC and/or JPMC regarding such seizure and sale.

13. Any and all documents constituting or related to negotiations with the FDIC for the purchase of Washington Mutual Bank assets.

14. Any and all documents reflecting the determination of the amount of the bid submitted to the FDIC for the purchase of Washington Mutual Bank assets, including but not limited to any list and/or valuation of the Washington Mutual Bank assets.

15. Any and all documents reflecting the assets of Washington Mutual Bank purportedly purchased by JPMC on September 25, 2008.

16. Any and all documents related to JPMC's purported acquisition of the Trust Preferred Securities, including but not limited to: (a) any documents reflecting the inclusion of the Trust Preferred Securities among the Washington Mutual Bank assets sold to JPMC; and/or (b) any pro forma statement(s) of condition required to be delivered by JPMC pursuant to the Purchase and Assumption Agreement.

17. Any and all documents constituting or relating to the valuation of the Trust Preferred Securities as of September 25, 2008.

18. Any and all notifications/bid requests received by JPMC and/or bids submitted by JPMC pursuant to Section 3.2(b)(ii) of the Purchase and Assumption Agreement.

19. Any and all documents reflecting and/or related to the calculation of the after-tax gain from the purchase of Washington Mutual Bank assets as reflected in JPMorgan Chase, Inc.'s September 30, 2008 Form 10-Q.

20. Any and all documents reflecting and/or related to the calculation of the after-tax gain from the purchase of Washington Mutual Bank assets as reflected in JPMorgan Chase, Inc.'s 2008 Form 10-K.

21. Any and all documents relating to the negotiation of the Global Settlement Agreement, including but not limited to, all communications constituting or relating to negotiation of the Proposed Global Settlement.

22. Any and all documents relating to the "Settlement with the REIT Series Holders" referenced in Section I.C.8. of the Disclosure Statement, including but not limited to any and all documents and communications relating to: (a) the negotiation of that "settlement"; and (b) the identity(ies) of the party(ies) claimed to have negotiated that "settlement."

23. Any and all documents relating to the releases proposed to be granted pursuant to the Plan and/or Global Settlement, including but no limited to any and all documents and communications relating to: (a) the negotiation of such releases; and (b) the identity(ies) of the party(ies) claimed to have negotiated those releases.

24. Any and all documents related to any efforts by JPMC to acquire the operations and assets of Washington Mutual Bank between September 25, 2007 and September 26, 2008.

25. Any and all communications with the OTS, the FDIC or any other governmental unit, entity or agency concerning WMI or WMB.

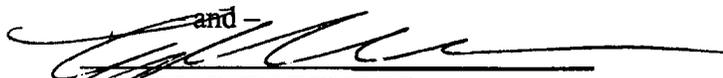
26. Any and all communications with any party, during 2008, concerning an acquisition of, merger with, investment in, or other transaction involving, WMI or WMB.

Dated: Wilmington, Delaware  
June 11, 2010

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## EXHIBIT B



Pursuant to the Federal Rules of Civil Procedure, Local Rules of the District of Delaware, and any other applicable rules (collectively, the “Applicable Rules”), JPMorgan Chase Bank, National Association (“JPMC”), by its undersigned counsel, hereby responds and objects to the First Request for Production of Documents (the “First Request”) of the Consortium of Trust Preferred Security Holders (the “TPS Consortium”) directed to JPMC’s counsel on June 11, 2010, as follows:

**GENERAL OBJECTIONS**

The following General Objections apply to each individually numbered document request set forth in the First Request and shall have the same force and effect as if set forth in full in response to each document request.

1. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they purport to impose burdens or duties upon JPMC that exceed the requirements or permissible scope of discovery under the Applicable Rules. JPMC will respond to the First Request in accordance with its obligations under the Applicable Rules, or as otherwise required by the Court.

2. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they seek information protected by the attorney-client privilege, the work product doctrine, or any other applicable privilege or immunity from disclosure. Any disclosure of information protected from discovery by the attorney-client privilege, the work product doctrine or any other applicable privilege,

protection, immunity, law or rule is inadvertent and should not be construed to constitute a waiver.

3. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they seek information that is privileged or otherwise protected from disclosure pursuant to applicable (i) domestic or foreign banking privileges or bank regulatory laws and regulations, (ii) domestic or foreign bank secrecy laws, blocking laws or similar laws, or (iii) domestic or foreign criminal or civil laws (including privacy laws).

4. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they are overly broad, unduly burdensome and/or seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the plan confirmation process for the above-captioned action (the "Plan Confirmation") nor reasonably calculated to lead to the discovery of admissible evidence during Plan Confirmation. JPMC further objects to the Specific Requests to the extent they seek "any and all" documents and/or communications on the grounds that any such requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

5. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they seek discovery beyond the limits imposed by the Court, which stated that it “is not required, nor am I willing to allow full discovery as if the litigation were pursuing a pace before considering whether a settlement is reasonable.” (Transcript of Proceedings, June 3, 2010 at 110:6-8.)

6. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they seek discovery beyond the limits that may be imposed by the Court in the future and to the extent they seek to require forms and methods of production that are inconsistent with any established Plan Confirmation discovery procedures or related order of the Court.

7. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that it is duplicative of Washington Mutual, Inc. and WMI Investment Corp.’s First Request for Production of Documents, served on July 6, 2009 (“Debtors’ Document Requests”), because JPMC has already produced documents responsive to Debtors’ Document Requests, subject to objections interposed, and made those available to the TPS Consortium on an attorney’s eyes-only basis.

8. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they seek confidential information of

JPMC or its customers, clients or counterparties. JPMC will produce such information only after the entry of an appropriate confidentiality agreement, stipulation and/or order.

9. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they purport to seek documents not in JPMC's possession, custody or control.

10. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they purport to seek documents that are publicly available or available to TPS Consortium from a more convenient, less expensive or less burdensome source than from JPMC, including but not limited to the Debtors and the Federal Deposit Insurance Corporation. To the extent the First Request seeks Washington Mutual documents that pre-date September 25, 2008, JPMC objects and directs the TPS Consortium to the Debtors for such documents.

11. JPMC objects to the First Request and to each Definition, Instruction and Specific Request contained therein to the extent that they purport to require JPMC to reach legal conclusions about any document, thing or event.

12. JPMC reserves all objections that may be available to it at any hearing or trial or on any motion to the use or admissibility of any material produced. The production of any material does not constitute an admission by JPMC that such material or the information contained therein is relevant to this action or admissible in evidence.

13. JPMC reserves the right to amend or supplement this response with additional objections and to produce additional documents that may become available or come to its attention in the future. JPMC may rely upon such information or documents in any hearing, trial or other proceeding in the Plan Confirmation.

14. The failure of JPMC to make a specific objection to a particular, individual request is not, and shall not be construed as, an admission that responsive information exists. Likewise, any statement herein that JPMC will produce documents in response to an individual request does not mean that JPMC in fact has any such documents, or that any such document exists, or that JPMC will search all files maintained by any person, but instead reflects JPMC's intention, subject to its objections, to conduct a reasonable search for responsive documents.

15. JPMC objects to Definition 2 ("Communication") and to any specific document requests incorporating that definition on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase "and other understandings"), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

16. JPMC objects to Definition 3 ("Concerning, "Relating to," "Referring to," and "Pertaining to") and to any specific document requests incorporating that definition

on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrases “that in any manner state the background of” and “concerning the subject matter in question”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

17. JPMC objects to Definition 5 (“Document”) and to any specific document requests incorporating that definition on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “every document referred to in any other documents”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

18. JPMC objects to Definition 6 (“Person”), and to any specific document requests incorporating those definitions and instruction on the grounds that such definitions and instruction and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “or association”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

19. JPMC objects to Definition 9 (“You,” “Your,” or “JPMC”) and to any specific document requests incorporating that definition on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “acting or purporting to act on behalf of JPMC for any purpose whatsoever”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence. For purposes of responding to this First Request, JPMC will construe the First Request as seeking documents from only JPMC.

20. JPMC objects to Instruction 1 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “full and unexpurgated form”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

21. JPMC objects to Instruction 3 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

22. JPMC objects to Instruction 4 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “those in the custody of your representatives, agents, professionals and affiliates”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence. For purposes of responding to this First Request, JPMC will construe the First Request as seeking documents from only JPMC.

23. JPMC objects to Instruction 5 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “whatever information or knowledge you have concerning the portion to which you do not respond”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

24. JPMC objects to Instruction 6 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

25. JPMC objects to Instruction 7 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “or other material contained thereon or attached thereto”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

26. JPMC objects to Instruction 8 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

27. JPMC objects to Instruction 9 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “in addition to the document in its full and unexpurgated form”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

28. JPMC objects to Instruction 10 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

29. JPMC objects to Instruction 11 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

30. JPMC objects to Instruction 14 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous, and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence. JPMC further objects to Instruction 14 to the extent it requests the production of a log listing privileged communications (i) between JPMC and its outside counsel and/or (ii) internally among JPMC's outside counsel. JPMC is prepared to produce a categorical, rather than document, privilege log for these categories of communications, as was proposed as adequate at the Court ordered meet and confer on June 10, 2010.

31. JPMC objects to Instruction 15 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “lost, destroyed or otherwise disposed of”), and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence.

32. JPMC objects to Instruction 16 and to any specific document requests incorporating that instruction on the grounds that such definition and any such document requests are overbroad, unduly burdensome, vague and ambiguous (including but not limited to the phrase “relating or referring to any of the following requests”) and seek information that is neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation.

33. JPMC objects to the First Request on the ground that it seeks to impose an obligation on JPMC to produce responsive documents by June 30, 2010. Without waiving any objections, JPMC will produce non-privileged, responsive documents on a rolling basis, beginning as soon as possible, and will comply with any relevant scheduling order entered in the Plan Confirmation. JPMC is also available to meet and confer with TPS Consortium concerning the timing of production of documents.

## SPECIFIC OBJECTIONS

### REQUEST NO. 1

1. Any and all documents relating to the current ownership, control and/or status of the following entities:

- a. Washington Mutual Preferred Funding LLC;
- b. Washington Mutual Preferred Funding (Cayman) I Ltd. (“WaMu Cayman”);
- c. Washington Mutual Preferred Funding Trust I (“WaMu Delaware I”);
- d. Washington Mutual Preferred Funding Trust II (WaMu Delaware II”);
- e. Washington Mutual Preferred Funding III (“WaMu Delaware III”);
- f. Washington Mutual Preferred Funding Trust IV (“WaMu Delaware IV”); and
- g. Washington Mutual Home Equity Trust I.

### Response to Request No. 1

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of the TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material.

JPMC further objects to this Request on the ground that the phrases “control and/or status” and “other invitation to submit a bid” are vague and ambiguous.

REQUEST NO. 2

Any and all documents constituting or related to any bid package, request for proposal or other invitation to submit a bid for the purchase of Washington Mutual Bank received by JPMC during 2008.

Response to Request No. 2

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of the TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrases “any bid package” and “other invitation to submit a bid” are vague and ambiguous.

REQUEST NO. 4<sup>2</sup>

Any and all documents relating to the Trust Preferred Securities, including any and all documents relating to and/or indicating the current ownership of the Trust Preferred Securities.

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<sup>2</sup> The First Request does not contain a “Request No. 3.”

Response to Request No. 4

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "relating to and/or indicating the current ownership" is vague and ambiguous.

REQUEST NO. 5

Any and all documents evidencing collateral, funds or other source against which the Trust Preferred Securities hold or held a liquidation preference.

Response to Request No. 5

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "other source against which the Trust Preferred Securities hold or held a liquidation preference" is vague and ambiguous.

REQUEST NO. 6

Any and all documents relating to the current value of the Trust Preferred Securities.

Response to Request No. 6

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "relating to the current value" is vague and ambiguous.

REQUEST NO. 7

Any and all periodic statements, including but not limited to distribution or other reports, related to the Trust Preferred Securities and/or the collateral pool(s) underlying the Trust Preferred Securities.

Response to Request No. 7

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible

evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase “distribution or other reports” is vague and ambiguous.

REQUEST NO. 8

Any and all documents regarding the current administration and/or servicing of the collateral pool(s) underlying the Trust Preferred Securities.

Response to Request No. 8

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC also objects to this Request on the ground that the phrase “regarding the current administration and/or servicing” is vague and ambiguous.

REQUEST NO. 9

Any and all documents related to the purported “Conditional Exchange,” including but not limited to, all communications with the Office of Thrift Supervision, the FDIC or any other party regarding the Conditional Exchange.

Response to Request No. 9

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "regarding the Conditional Exchange" is vague and ambiguous.

REQUEST NO. 10

Any and all documents relating to any purported exchange, transfer or other disposition of the Trust Preferred Securities, including any applicable trust register.

Response to Request No. 10

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "including any applicable trust register" is vague and ambiguous.

REQUEST NO. 11

Any and all documents evidencing the purported transfer of the Trust Preferred Securities from Washington Mutual, Inc. to Washington Mutual Bank.

Response to Request No. 11

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "evidencing the purported transfer" is vague and ambiguous.

REQUEST NO. 12

Any and all documents relating to the seizure and sale of the operations of Washington Mutual Bank in September 2008, including but not limited to any communications among WMI, OTS, FDIC and/or JPMC regarding such seizure and sale.

Response to Request No. 12

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible

evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material.

REQUEST NO. 13

Any and all documents constituting or related to negotiations with the FDIC for the purchase of Washington Mutual Bank assets.

Response to Request No. 13

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "constituting or related to negotiations with the FDIC" is vague and ambiguous.

REQUEST NO. 14

Any and all documents reflecting the determination of the amount of the bid submitted to the FDIC for the purchase of Washington Mutual Bank assets, including but not limited to any list and/or valuation of the Washington Mutual Bank assets.

Response to Request No. 14

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or

documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase “reflecting the determination of the amount of the bid submitted to the FDIC” is vague and ambiguous.

REQUEST NO. 15

Any and all documents reflecting the assets of Washington Mutual Bank purportedly purchased by JPMC on September 25, 2008.

Response to Request No. 15

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase “documents reflecting the assets of Washington Mutual Bank” are vague and ambiguous.

REQUEST NO. 16

Any and all documents related to JPMC’s purported acquisition of the Trust Preferred Securities, including but not limited to: (a) any documents reflecting the

inclusion of the Trust Preferred Securities among the Washington Mutual Bank assets sold to JPMC; and/or (b) any pro forma statement(s) of condition required to be delivered by JPMC pursuant to the Purchase and Assumption Agreement.

Response to Request No. 16

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation. JPMC further objects to this Request on the ground that the phrase "purported acquisition of the Trust Preferred Securities" is vague and ambiguous.

REQUEST NO. 17

Any and all documents constituting or relating to the valuation of the Trust Preferred Securities as of September 25, 2008.

Response to Request No. 17

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC

further objects to this Request on the ground that the phrase “constituting or relating to the valuation of the Trust Preferred Securities” is vague and ambiguous.

REQUEST NO. 18

Any and all notifications/bid requests received by JPMC and/or bids submitted by JPMC pursuant to Section 3.2(b)(ii) of the Purchase and Assumption Agreement.

Response to Request No. 18

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation. JPMC further objects to this Request on the ground that the phrase “notifications/bid requests received by JPMC” is vague and ambiguous.

REQUEST NO. 19

Any and all documents reflecting and/or related to the calculation of the after-tax gain from the purchase of Washington Mutual Bank assets as reflected in JPMorgan Chase, Inc.’s September 30, 2008 Form 10-Q.

Response to Request No. 19

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, , nor reasonably

calculated to lead to the discovery of admissible evidence in the Plan Confirmation. JPMC further objects to this Request on the ground that the phrase “reflecting and/or related to the calculation of the after-tax gain” is vague and ambiguous.

REQUEST NO. 20

Any and all documents reflecting and/or related to the calculation of the after-tax gain from the purchase of Washington Mutual Bank assets as reflected in JPMorgan Chase, Inc.’s 2008 Form 10-K.

Response to Request No. 20

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase “reflecting and/or related to the calculation of the after-tax gain” is vague and ambiguous.

REQUEST NO. 21

Any and all documents relating to the negotiation of the Global Settlement Agreement, including but not limited to, all communications constituting or relating to negotiation of the Proposed Global Settlement.

Response to Request No. 21

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase "documents relating to the negotiation of the Global Settlement Agreement" is vague and ambiguous.

REQUEST NO. 22

Any and all documents relating to the "Settlement with the REIT Series Holders" referenced in Section I.C.8. of the Disclosure Statement, including but not limited to any and all documents and communications relating to: (a) the negotiation of that "settlement"; and (b) the identity(ies) of the party(ies) claimed to have negotiated that "settlement."

Response to Request No. 22

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden

JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrase “the negotiation of that “settlement”” is vague and ambiguous.

REQUEST NO. 23

Any and all documents relating to the releases proposed to be granted pursuant to the Plan and/or Global Settlement, including but not limited to any and all documents and communications relating to: (a) the negotiation of such releases, and (b) the identity(ies) of the party(ies) claimed to have negotiated those releases.

Response to Request No. 23

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it is overbroad and unduly burdensome and/or seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation, or whose relevance is outweighed by the burden JPMC would bear in attempting to collect, review and produce such material. JPMC further objects to this Request on the ground that the phrases “the negotiation of such releases” and “claimed to have negotiated those releases” are vague and ambiguous.

REQUEST NO. 24

Any and all documents related to any efforts by JPMC to acquire the operations and assets of Washington Mutual Bank between September 25, 2007 and September 26, 2008.

Response to Request No. 24

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation. JPMC further objects to this Request on the ground that the phrase "any efforts by JPMC to acquire the operations and assets of Washington Mutual Bank" is vague and ambiguous.

REQUEST NO. 25

Any and all communications with the OTS, the FDIC or any other governmental unit, entity or agency concerning WMI or WMB.

Response to Request No. 25

In addition to JPMC's General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation.

JPMC further objects to this Request on the ground that the phrase “concerning WMI or WMB” is vague and ambiguous.

REQUEST NO. 26

Any and all communications with any party, during 2008, concerning an acquisition of, merger with, investment in, or other transaction involving, WMI or WMB.

Response to Request No. 26

In addition to JPMC’s General Objections, JPMC objects to this Request on the grounds that it seeks information or documents that are neither relevant to the claims, rights, or interests of TPS Consortium in the Plan Confirmation, nor reasonably calculated to lead to the discovery of admissible evidence in the Plan Confirmation.

JPMC further objects to this Request on the ground that the phrase “acquisition of, merger with, investment in, or other transaction involving, WMI or WMB” is vague and ambiguous.

\* \* \*

Subject to and without waiving the foregoing objections, JPMC has or will produce the following categories of non-privileged documents that are responsive to the First Request through the confirmation discovery procedures approved by the Court, pursuant to an appropriate confidentiality order. Should the TPS Consortium elect to participate in the confirmation discovery process, it will have access to the following documents:

1. Settlement Communications. The TPS Consortium has requested documents reflecting settlement negotiations. JPMC has agreed, through the confirmation discovery process, to produce non-privileged settlement communications for the following JPMC custodians: Lawrence Chanen, Daniel Cooney, Stephen Cutler, Jamie Dimon, Travis Epes, and Donald McCree. Furthermore, JPMC has agreed, through the confirmation discovery process, to have Sullivan & Cromwell LLP search the files of Bruce Clark, Rodgin Cohen, Mitchell Eitel, Hydee Feldstein, Stacey Friedman, Brian Glueckstein, and Robert Sacks for non-privileged, external settlement communications.

2. Rule 2004 Documents. The TPS Consortium has requested documents on subjects responsive in Debtors' Document Requests. JPMC has already provided the TPS Consortium its production to Debtors. JPMC continues to maintain that it conducted a reasonable search in response to the Debtors' Document Requests and no further documents need be produced. Nonetheless, JPMC is conferring with the

Equity Committee about providing certain additional non-privileged, documents through the confirmation discovery process.

3. Documents Related to Government Investigations. The TPS Consortium has requested additional Rule 2004 documents related to the failure of Washington Mutual. To foreclose any further Rule 2004 discovery, JPMC will produce the non-privileged documents produced to the U.S. Senate's Committee on Homeland Security and Governmental Affairs Permanent Subcommittee on Investigations ("PSI"). The PSI production includes the documents produced to the United States Attorney's Office. JPMC will make the PSI production available through the confirmation discovery process.

4. Accounting Documentation. The TPS Consortium has requested documents sufficient to show how JPMC booked the Washington Mutual transaction, including the Trust Preferred Securities. JPMC will provide information and documents sufficient to show how WMB's assets were recorded on JPMC's financial statements, and reasonable documentation on how JPMC arrived at those valuations through the confirmation discovery process.

5. Trust Preferred Reports. The TPS Consortium has requested periodic reports responsive to Requests 5 through 8. JPMC is considering this request

and intends to confer further with the TPS Consortium about these requests.

Dated: June 15, 2010  
Wilmington, Delaware

/s/ Matthew B. McGuire  
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*Counsel for JPMorgan Chase Bank,  
National Association*

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

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

**LOCAL RULE 7026-1 CERTIFICATION OF COUNSEL  
IN SUPPORT OF THE MOTION OF  
THE CONSORTIUM OF TRUST PREFERRED SECURITY HOLDERS  
TO COMPEL JPMC TO PRODUCE DOCUMENTS**

I, Daniel J. Brown, counsel for the Consortium of Trust Preferred Holders (“TPS Consortium”) hereby certify that the morning of June 15, 2010, James Stoll and I, as counsel for the TPS Consortium conducted a teleconference with Stacey Friedman and Justin O’Connell as counsel for JPMC to meet and confer with respect to potential discovery disputes. The parties were unable to resolve their differences with respect to the issues raised in the TPS Consortium’s Motion to Compel.

/s/ Daniel J. Brown  
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(617) 856-8200  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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

**ORDER APPROVING MOTION OF THE CONSORTIUM OF TRUST PREFERRED  
SECURITY HOLDERS TO COMPEL JPMC TO PRODUCE DOCUMENTS**

Upon consideration of the Motion of the Consortium of Trust Preferred Security Holders (the "TPS Consortium") to Compel JPMC to Produce Documents, as renewed (the "Motion") and any objections thereto, it is HEREBY

ORDERED that the Motion is approved and JPMC is compelled to produce by June 30, 2010: (a) all documents responsive to the TPS Consortium's document requests; and (b) a full privilege log describing the recipients, subject matter and claimed privilege related to all documents contained therein.

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

\_\_\_\_\_  
The Honorable Mary F. Walrath  
UNITED STATES BANKRUPTCY JUDGE

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

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

**CERTIFICATE OF SERVICE**

I, Kathleen Campbell Davis, of Campbell & Levine, LLC, hereby certify that on June 16, 2010, I caused a copy of the foregoing *Motion of the Consortium of Trust Preferred Security Holders to Compel JP Morgan Chase to Produce Documents* to be served upon the individuals listed below via First Class Mail.

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3000

Dated: June 16, 2010

*/s/Kathleen Campbell Davis*

Kathleen Campbell Davis (No. 4229)