

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹	:	Case Number 08-12229 (MFW)
Debtors.	:	(Jointly Administered)
	:	

**APPLICATION OF THE UNITED STATES TRUSTEE FOR ORDER
APPROVING APPOINTMENT OF EXAMINER**

Roberta A. DeAngelis, United States Trustee for Region 3 (“U.S. Trustee”), hereby applies to the Court pursuant to Fed. R. Bankr. P. 2007.1(c) for an order approving the appointment of the examiner, and in support thereof, states:

1. The U.S. Trustee has appointed Joshua R. Hochberg, Esquire as Examiner in the above-captioned cases.
2. Counsel for the U.S. Trustee has consulted with the following parties-in-interest regarding the appointment of the Examiner:
 - a. The Debtors;
 - b. The Official Committee of Unsecured Creditors;
 - c. The Official Committee of Equity Security Holders;
 - d. JPMorgan Chase Bank, N.A.;
 - e. Federal Deposit Insurance Corporation;
 - f. Trust Preferred Holders;
 - g. Washington Mutual, Inc. Noteholders Group;

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.



- h. Appaloosa Management, L.P., *et al.*; and
- i. Nantahala Capital Partners, LP and Blackwell Partners, LP.

3. To the best of the U.S. Trustee's knowledge, the Examiner's connections with the Debtor(s), creditors, and other entities identified in the Examiner's Declaration are limited to the connections set forth in that Declaration. A copy of the Declaration is attached as Exhibit A.

WHEREFORE the U.S. Trustee requests that this Court enter an order approving the appointment of Joshua R. Hochberg, Esquire as Examiner in the above-captioned cases.

Respectfully submitted,

ROBERTA A. DeANGELIS
UNITED STATES TRUSTEE

BY: /s/ William K. Harrington
William K. Harrington, Esquire (# 4051)
Assistant United States Trustee
Jane M. Leamy, Esquire (# 4113)
Trial Attorney
United States Department of Justice
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street, Room 2207, Lockbox 35
Wilmington, DE 19801
(302) 573-6491
(302) 573-6497 (Fax)

Date: July 26, 2010

EXHIBIT A

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

In re:

WASHINGTON MUTUAL, INC., et al.,¹

Debtors.

Chapter 11

Case No. 08-12229 (MFW)

Jointly Administered

DECLARATION OF JOSHUA R. HOCHBERG

I, Joshua R. Hochberg, hereby declare under penalty of perjury:

1. I am a Partner with the law firm of McKenna Long & Aldridge LLP (“MLA”). I maintain an office located at 1900 K Street NW, Washington, DC 20006-1108.
2. I submit this Declaration in support of the application of the United States Trustee seeking Court approval of my appointment as Examiner in the Chapter 11 cases (the “Bankruptcy Cases”) of Washington Mutual, Inc., et al. (“WAMU”) pursuant Section 1104 of the Bankruptcy Code (11 U.S.C. § 1104) and Rules of Bankruptcy Procedure 2007.1 and 5002.
3. I make the following disclosure: (1) to establish that I am qualified to act as Examiner in these cases; (2) to establish that I am a “disinterested person” as

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that term is defined in Section 101(14) of the Bankruptcy Code (11 U.S.C. § 101(14)), and to set forth all my connections-and to the extent relevant to the determination of my status as a disinterested person, those of MLA-with the WAMU Debtors, their creditors, any other parties in interest in these cases, and their respective attorneys and accountants, and persons employed in the office of the United States Trustee.

4. With respect to my “disinterestedness” under Section 101(14) of the Bankruptcy Code (11 U.S.C. § 101(14)), I provide the following information.

5. I am not a creditor, nor an insider of any of the WAMU Debtors, nor have I ever been.

6. I am not, and was not within 2 years before the date of the filing of the petitions of any of the WAMU Debtors, a director, officer, or employee of any of the WAMU Debtors, nor have I ever been.

7. I am not related to the Bankruptcy Judge, the Honorable Mary F. Walrath, or to any other Bankruptcy Judge, or any United States District Judge, in this or any other judicial district.

8. I am not related to the United States Trustee in the region in which the cases of the WAMU Debtors are pending; and have had no connection with the United States Trustee, or with members of any United States Trustee's Office,

other than the communications I have had in connection with my prospective appointment as Examiner in these cases.

9. Prior to joining MLA in 2005, I was Chief of the Fraud Section, Criminal Section, of the Justice Department. To the best of my knowledge, no investigation I supervised while a Justice Department Attorney involved activities relevant to these Chapter 11 matters.

10. I have reviewed (a) the list of entities attached hereto as Exhibit A and the list of the members of the Official Committee of Equity Holders in this case. With respect to JP Morgan Chase and the “Other Parties” in the attached list, MLA has conducted a full hierarchical search to obtain information regarding contacts with affiliates and subsidiaries of these entities. Based upon my personal knowledge and a review of the information contained in a database maintained by MLA for the purpose of determining conflicts of interest, I have no connection with the individuals or entities identified therein and no connection with the entities listed therein or the affiliates of such entities except as follows:

- (a) I owned 300 shares of stock in JP Morgan Chase which I sold on July 26, 2010 prior to commencing the examination directed by the Court;


- (b) MLA represented Washington Mutual and an affiliate of Washington Mutual in two matters which were both completed and closed in 2003 and which pre-date my employment with MLA. Neither of these matters relate or pertain to the issues to be investigated by the Examiner in this case;
- (c) MLA formerly represented JP Morgan Chase or affiliates of JP Morgan Chase. The final two matters which MLA handled for JP Morgan Chase were closed in 2008 and 2009. MLA currently has several open transactional matters wherein JP Morgan Chase is listed as an adverse party. None of these matters relate or pertain to the issues to be investigated by the Examiner in this case.

11. I am informed and advised that the law firm in which I am a partner, MLA, likely has represented several creditors and other interested parties in this case in matters unrelated to the Debtors herein. Upon complete review of the detailed lists of creditors and parties in interest in this case, I will provide a more detailed disclosure to the Court; however, I have already determined that MLA has represented Bank of America or affiliates of Bank of America; Lehman Brothers or affiliates of Lehman Brothers; Credit Suisse or affiliates of Credit Suisse and

Morgan Stanley or affiliates of Morgan Stanley on matters unrelated to this Examination. MLA has one open matter for Goldman Sachs and several matters where Goldman Sachs is an adverse party. None of these matters relate to the subject matter of the proposed investigation.

12. This Declaration was made in connection with the Order directing the appointment of an Examiner in the above referenced case. Furthermore, this Declaration is true and correct, and, if called upon to testify, I would testify to the same.

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


Joshua R. Hochberg, Esq. 7/26/10

MCKENNA LONG & ALDRIDGE LLP
1900 K Street NW
Washington, DC 20006-1108
Telephone: (202) 496-7500
Facsimile: (202) 496-7756

EXHIBIT A TO HOCHBERG DECLARATION

Debtors

Washington Mutual, Inc.
WMI Investment Corp.

Non-Debtor, Non-Banking Subsidiaries

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

Non-Debtor, Banking Subsidiaries

110 East 42nd Operating Company, Inc.
620-622 Pelhamdale Avenue Owners Corporation
Accord Realty Management Corporation
Ahmanson Land Company
Ahmanson Marketing, Inc.
Bryant Financial Corporation
California Reconveyance Company
CCB Capital Trust IV
CCB Capital Trust IX
CCB Capital Trust V
CCB Capital Trust VI
CCB Capital Trust VII
CCB Capital Trust VIII
Commercial Loan Partners L.P.

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

WaMu 1031 Exchange
WaMu Asset Acceptance Corp.
WaMu Capital Corp.
WaMu Insurance Services, Inc.
WaMu Investments, Inc.
Washington Mutual - Seattle Art Museum Project Owners Association
Washington Mutual Asset Securities Corp.
Washington Mutual Brokerage Holdings, Inc.
Washington Mutual Capital Trust 2001
Washington Mutual Community
Washington Mutual Mortgage Securities Corp.
Washington Mutual Preferred Funding LLC
Washington Mutual Trade Service Limited
Washington Mutual, Inc.
Western Service Co.
WM Asset Holdings Corp.
WM Enterprises & Holdings, Inc.
WM Funds Disbursements, Inc.
WM Marion Holdings, LLC
WM Mortgage Reinsurance Company, Inc.
WM Specialty Mortgage LLC
WM Winslow Funding LLC
WMB Baker LLC
WMB St. Helens LLC
WMBFA Insurance Agency, Inc.
WMFS Insurance Services, Inc.
WMGW Delaware Holdings LLC
WMICC Delaware Holdings LLC
WMRP Delaware Holdings LLC
Yellowstone Venture, Inc.
Washington Mutual Bank
Washington Mutual Bank fsb

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

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

Officers (Current and Former – Up to 3 years)

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

Greg Sayegh
Gregory Cornick
Gwendolyn Y. Austin
Harold Holbrook
Huey-Jen Chiu
Jake D. Domer
James B. Corcoran
James Gorzalski
Jan L. Owen
Januelin F. Schrag
Jarrod M. Bone
Jason R. Eaker
Jeffrey W. Gideon
Jim Gorzalski
Joan I. Olds
Jocelyn Tate
John C. Berens
John E. Robinson
John F. Robinson
John F. Woods
John P. McMurray
Joyce M. Raidle
Karen Crandall
Kathleen E. Burton
Kelly K. Livingston
Kelly P. Wilson
Kenneth Kido
Kimberly A. Cannon
Kimberly S. Mathys
Kurt Schumacher
Laurie K. Hanson
Linda O'Brien
Mark A. Reinhardt
Martha V. Baggs
Matthew "Scott" Gaspard
Melba A. Barteis
Melissa J. Ballenger
Michael A. Reynoldson
Michael S. Solender
Michelle McCarthy
Miguel P. Suazo
Monica J. Berger
Nandita Bakhshi
Nelda Soza
Nerminka Hasanic
Nicole Gonzalez
Oretha C. Brooks
Patricia Schulte
Peter Freilinger

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

Governmental Authorities

Office of Thrift Supervision
Federal Deposit Insurance Corporation
Securities and Exchange Commission
Board of Governors of Federal Reserve
Department of Treasury
Office of the Controller of the Currency

Party to Purchase and Assumption Agreement

JP Morgan Chase Bank, N.A

Other Parties

Banco Santander
Wells Fargo
Goldman Sachs
Morgan Stanley
Bank of America
Lehman Brothers
UBS Securities
Credit Suisse
ABN Ambro
BNP Paribas
China Construction Bank
TD Bank

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FOR THE DISTRICT OF DELAWARE

In re : Chapter 11
:
WASHINGTON MUTUAL, INC., *et al.*,¹ :
: Case Number 08-12229 (MFW)
Debtors. : (Jointly Administered)
:
:

Related to Docket Entry # _____

ORDER APPROVING APPOINTMENT OF EXAMINER

The Court having considered the United States Trustee's application for approval of the appointment of Joshua R. Hochberg, Esquire as Examiner in the above-captioned cases, it is hereby ORDERED that the appointment is APPROVED.

BY THE COURT:

The Honorable Mary F. Walrath
United States Bankruptcy Judge

Date: _____, 2010

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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.