

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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 :
 In re : Chapter 11
 :
 Washington Mutual, Inc., *et al.*,¹ : Case No. 08-12229 (MFW)
 :
 Debtors. : (Jointly Administered)
 :
 -----X

I, David M. Sharp, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On November 3, 2010, at my direction and under my supervision, employees of KCC caused to be served the appropriate number of copies of the following documents attached hereto as **Exhibit A**, for subsequent distribution to beneficial holders of the securities listed on **Exhibit B**, 1) via overnight mail to the nominees on the service list attached hereto as **Exhibit C**; 2) via first class mail to the nominees on the service list attached hereto as **Exhibit D**; and 3) via email to the nominees on the service list attached hereto as **Exhibit E**:

- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot U, for CUSIP 93934W AA 3;
- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot V, for CUSIP 93934V AA 5;
- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot W, for CUSIP G9463G AA 6;
- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot X, for CUSIP 93935R AA 3;
- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot Y, for CUSIP 93936T AA 8;
- Notice of Revised Ballot and Revised Class 19 Beneficial Ballot Z, for CUSIP 93935J AA 1.

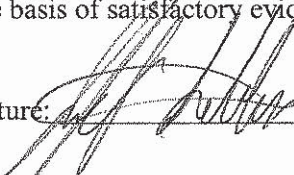
Dated: November 5, 2010

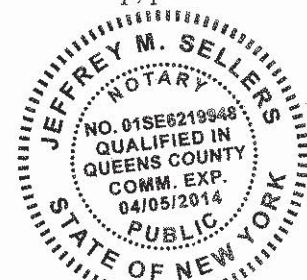


 David M. Sharp

State of New York,
County of New York

Subscribed and sworn to (or affirmed) before me on November 5, 2010, by David M. Sharp, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 



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 925 Fourth Avenue, Seattle, Washington 98104.



EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF REVISED BALLOT

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as modified on October 29, 2010, and as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (the “*Disclosure Statement*”). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, you previously received a Ballot for Class 19 to cast your vote to accept or reject the Plan. The Debtors have revised the Ballot for Class 19, to clarify the calculation of the proposed distribution to be made or transferred to the Disbursing Agent by JPMC for payment to certain holders of REIT Series pursuant to the Plan, as set forth in more detail therein. Attached hereto is a revised version of the Class 19 Ballot, incorporating these changes (the “*Revised Class 19 Ballot*”). **THE UNDERLYING PROPOSED TREATMENT OF CLASS 19 REMAINS UNCHANGED.**

Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. 93934W AA 3)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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 925 Fourth Avenue, Seattle, Washington 98104.

IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

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

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 **Releases by Holders of Claims and Equity Interests.** Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

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Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. 93934V AA 5)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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 925 Fourth Avenue, Seattle, Washington 98104.

IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

- Check one box: Accept the Plan
 Reject the Plan

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF REVISED BALLOT

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as modified on October 29, 2010, and as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (the “*Disclosure Statement*”). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, you previously received a Ballot for Class 19 to cast your vote to accept or reject the Plan. The Debtors have revised the Ballot for Class 19, to clarify the calculation of the proposed distribution to be made or transferred to the Disbursing Agent by JPMC for payment to certain holders of REIT Series pursuant to the Plan, as set forth in more detail therein. Attached hereto is a revised version of the Class 19 Ballot, incorporating these changes (the “*Revised Class 19 Ballot*”). **THE UNDERLYING PROPOSED TREATMENT OF CLASS 19 REMAINS UNCHANGED.**

Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. G9463G AA 6)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

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

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF REVISED BALLOT

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as modified on October 29, 2010, and as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (the “*Disclosure Statement*”). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, you previously received a Ballot for Class 19 to cast your vote to accept or reject the Plan. The Debtors have revised the Ballot for Class 19, to clarify the calculation of the proposed distribution to be made or transferred to the Disbursing Agent by JPMC for payment to certain holders of REIT Series pursuant to the Plan, as set forth in more detail therein. Attached hereto is a revised version of the Class 19 Ballot, incorporating these changes (the “*Revised Class 19 Ballot*”). **THE UNDERLYING PROPOSED TREATMENT OF CLASS 19 REMAINS UNCHANGED.**

Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. 93935R AA 3)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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 925 Fourth Avenue, Seattle, Washington 98104.

IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

- Check one box: Accept the Plan
 Reject the Plan

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF REVISED BALLOT

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as modified on October 29, 2010, and as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (the “*Disclosure Statement*”). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, you previously received a Ballot for Class 19 to cast your vote to accept or reject the Plan. The Debtors have revised the Ballot for Class 19, to clarify the calculation of the proposed distribution to be made or transferred to the Disbursing Agent by JPMC for payment to certain holders of REIT Series pursuant to the Plan, as set forth in more detail therein. Attached hereto is a revised version of the Class 19 Ballot, incorporating these changes (the “*Revised Class 19 Ballot*”). **THE UNDERLYING PROPOSED TREATMENT OF CLASS 19 REMAINS UNCHANGED.**

Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. 93936T AA 8)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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 925 Fourth Avenue, Seattle, Washington 98104.

IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

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

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

NOTICE OF REVISED BALLOT

Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as modified on October 29, 2010, and as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (the “*Disclosure Statement*”). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, you previously received a Ballot for Class 19 to cast your vote to accept or reject the Plan. The Debtors have revised the Ballot for Class 19, to clarify the calculation of the proposed distribution to be made or transferred to the Disbursing Agent by JPMC for payment to certain holders of REIT Series pursuant to the Plan, as set forth in more detail therein. Attached hereto is a revised version of the Class 19 Ballot, incorporating these changes (the “*Revised Class 19 Ballot*”). **THE UNDERLYING PROPOSED TREATMENT OF CLASS 19 REMAINS UNCHANGED.**

Please use the attached Revised Class 19 Ballot to cast your vote to accept or reject the Plan. If you have already submitted a Ballot, you need not submit a Revised Class 19 Ballot. If, however, you do submit a Revised Class 19 Ballot, your Revised Class 19 Ballot will supersede the first Ballot that you submitted.

If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

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 925 Fourth Avenue, Seattle, Washington 98104.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(REIT SERIES) (CUSIP NO. 93935J AA 1)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes with respect to the Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated as of October 6, 2010 (as it may be further amended, the “*Plan*”), from the holders of certain impaired claims against the Debtors. The Plan is attached as Exhibit A to the Disclosure Statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

If you are, as of October 18, 2010, the holder of REIT Series shares, please use this Ballot to cast your vote to accept or reject the Plan. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF REIT SERIES SHARES.**

The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Please note that the Debtors consented to, and the Bankruptcy Court directed, the appointment by the United States Trustee for the District of Delaware of Joshua R. Hochberg as examiner to conduct an investigation of the Debtors. The examiner will prepare a report summarizing its findings and such report, with the exception of any confidential information contained therein, will be made publicly available at www.kccllc.net/wamu prior to the deadline to vote on the Plan.

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 925 Fourth Avenue, Seattle, Washington 98104.

IMPORTANT

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

All of your REIT Series interests in the Debtors have been placed in Class 19 under the Plan. If you hold equity interests in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each such class of equity interests.

VOTING DEADLINE: 5:00 P.M. (Pacific Time) on November 15, 2010.

In order for your vote to be counted, the Master Ballot from your Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on November 15, 2010, unless such time is extended by the Debtors. Please mail or deliver your Ballot to your Voting Nominee.

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

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

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

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

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), YOU MUST RETURN THIS BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

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

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

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

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 19 (REIT SERIES)**

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

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of REIT Series. The principal amount of your REIT Series for voting purposes is: _____ . If your REIT Series are held by a Voting Nominee on your behalf and you do not know the principal amount of the REIT Series held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

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

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

NOTE: Pursuant to Article XXIII of the Plan, each REIT Series share holder that accepts the Plan and receives a distribution pursuant to the Plan shall release, and shall be deemed to have released, the parties and claims set forth in Section 43.6 of the Plan, including, without limitation, the JPMC Entities, from any and all Released Claims and any other Claims such Person may have arising from or relating to the claims or interests for which such party is receiving such distribution. Without limiting the foregoing, in consideration for the waiver and release of the JPMC Entities from any and claims resulting from, among other things, the issuance or assignment of the Trust Preferred Securities or any commitment, disclosure or non-disclosure with respect thereto, the declaration of any Exchange Event, as defined in the offering materials relating to the Trust Preferred Securities, with respect to the Trust Preferred Securities by the Office of Thrift Supervision, the assignment of the Trust Preferred Securities subsequent thereto, and any and all claims in any way related to the Trust Preferred Securities or the REIT Series, pursuant to Article XXIII of the Plan and Section 2.24 of the Global Settlement Agreement, on the Effective Date, JPMC shall pay, or transfer to the Disbursing Agent, for payment to each Releasing REIT Trust Holder its pro rata share of Fifty Million Dollars (\$50,000,000.00), determined by multiplying (a) Fifty Million Dollars (\$50,000,000.00) times (b) an amount equal to (i) the principal amount of REIT Series held by such Releasing REIT Trust Holder on the Voting Record Date divided by (ii) the outstanding principal amount of all REIT Series (which is Four Billion Dollars (\$4,000,000,000.00)); provided, however, that, at the election of JPMC, the amount payable to Releasing REIT Trust Holders pursuant to Section 2.24 of the Global Settlement Agreement may be paid in shares of common stock of JPMC, having an aggregate value equal to the amount of cash to be paid pursuant to Section 2.24 of the Global Settlement Agreement, valued at the average trading price during the thirty (30) day period immediately preceding the Effective Date. While JPMC's maximum liability pursuant to Section 2.24 of the Global Settlement Agreement is Fifty Million Dollars (\$50,000,000.00), JPMC's liability shall be reduced to the extent the Releasing REIT Trust Holders comprise less than all of the outstanding REIT Series holders.

In order to qualify as a "Releasing REIT Trust Holder," you must (i) vote to accept the Plan, (ii) not otherwise interpose an objection to the Plan as it relates to the REIT Series or the Trust Preferred Securities, (iii) acknowledge that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities, and (iv) execute and deliver the release of claims incorporated in this Ballot; provided, however, that, in the event that Class 19 votes to accept the Plan in accordance with section 1126 of the Bankruptcy Code, "Releasing REIT Trust Holder" shall include each holder of the REIT Series and each such holder shall be deemed to have executed and delivered the release set forth herein, and shall receive the requisite payment or distribution from JPMC.

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

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

Account Number	Name of Holder ¹	Principal Amount of Other REIT Series Voted

ITEM 4. OPTIONAL – Grant Plan Section 43.6 Release. By checking the box below, you elect to GRANT the releases contained in Section 43.6 of the Plan herein, ACKNOWLEDGE that JPMC or its designee is the sole legal, equitable, and beneficial owner of the Trust Preferred Securities for all purposes and you have no legal, equitable, or beneficial interest in the Trust Preferred Securities and agree to comply with all other requirements of a Releasing REIT Trust Holder. Election to withhold consent is at your option. **Please be advised that if you elect NOT to grant the releases, you WILL NOT be entitled to a distribution under the Plan from either the Debtors or JPMC, unless Class 19 votes to accept the Plan, in which case you will receive a distribution from JPMC, or from the Disbursing Agent from consideration paid by JPMC, as provided in the Plan.** If you submit your Ballot without this box checked, you will be deemed to not consent to the release. However, be advised that the Debtors, at the Confirmation Hearing, intend to seek enforcement of the releases, injunction, and exculpation contained in Sections 43.6, 43.7, and 43.8 of the Plan as to all parties regardless of whether you elect to grant the release or not.

Check the box: Elect to grant release and hereby become a Releasing REIT Trust Holder

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

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the REIT Series shares identified in Item 1 above as of October 18, 2010 and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by voting to accept the Plan, any holder of a Claim against or Equity Interest in the Debtors is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 43 of the Plan and provide as follows:

“43.6 Releases by Holders of Claims and Equity Interests. Except as otherwise expressly provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, and except with respect to holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders who do not check the box labeled “Grant Plan Section 43.6 Release”, on the Effective Date, for good and valuable consideration, each Entity that has held, currently holds or may hold a Released Claim or any Equity Interest that is terminated, and each of its respective Related Persons, on their own behalf and on behalf of anyone claiming through them, on their behalf, or for their benefit, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge each and all of the Released Parties from any and all Released Claims in connection with or related to any of the Debtors, the Reorganized Debtors, the Affiliated Banks, or their respective subsidiaries, assets, liabilities, operations, property or estates, the Chapter 11 Cases or the Plan or the Disclosure Statement, the assets to be received by JPMC pursuant to the Global Settlement Agreement, the Plan Contribution Assets, the Debtors’ Claims, the JPMC Claims, the FDIC Claim, the Purchase and Assumption Agreement, the WMI/WMB Intercompany Claims, any intercompany claims on the books of WMI or WMB related to the WaMu Pension Plan or the Lakeview Plan, claims related in any way to the Trust Preferred Securities (including, without limitation, the creation of the Trust Preferred Securities, the financing associated therewith, the requested assignment of the Trust Preferred Securities by the Office of Thrift Supervision and the transfer and the asserted assignment of the Trust Preferred Securities subsequent thereto), and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the

¹ Insert your name if the REIT Series are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto; provided, however, that each Entity that has submitted a Ballot may elect, by checking or not checking, as applicable, the appropriate box on its Ballot, not to grant the releases set forth in Section 43.6 of the Plan with respect to those Released Parties other than (i) the Debtors, (ii) the Reorganized Debtors, (iii) the Trustees, and (iv) the Creditors' Committee and its members in such capacity and for their actions as members, their respective Related Persons, and their respective predecessors, successors and assigns (whether by operation of law or otherwise), in which case, such Entity that so elects to not grant the releases will not receive a distribution hereunder; and provided, further, that, because the Plan and the Global Settlement Agreement, and the financial contributions contained therein, are conditioned upon the aforementioned releases, and, as such, these releases are essential for the successful reorganization of the Debtors, pursuant to the Confirmation Order, those Entities that opt out of the releases provided hereunder shall be bound and shall receive the distributions they otherwise would be entitled to receive pursuant to the Plan; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by the United States Securities and Exchange Commission or (b) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing contained in the Plan or the Confirmation Order shall (a) to the extent that (i) the Pension Plans are terminated from and after the Effective Date and (ii) the Pension Plans are underfunded as of the Effective Date, release, or is intended to release, any non-Debtor, including any non-Debtor Entity that may be a Released Party or a Related Person, from any liability as a fiduciary of the Pension Plans, under any law, government policy or regulatory provision, (b) enjoin or preclude the Pension Benefit Guaranty Corporation from enforcing such liability against such non-Debtor Entity during the applicable statute of limitations period set forth in 29 U.S.C. § 1303 following any such termination, or (c) prejudice the rights of any such non-Debtor Entity to defend or otherwise contest any such legal action or claim; and provided, further, that nothing in the Plan or the Confirmation Order is intended to, nor shall it, release any non-Debtor or non-Debtor Entity that may be a Released Party or a Related Person, in connection with any legal action or claim brought by CDTSC or the BKK Group relating to the BKK Site that is the subject of the BKK Litigation. In addition to, and not in any way limiting the foregoing, each holder of an Allowed WMB Senior Notes Claim and each Accepting Non-Filing WMB Senior Notes Holder shall be deemed to have released the Debtors, the Reorganized Debtors, the Liquidating Trustee, and each of their respective Related Persons from any and all direct and derivative claims arising from or related to such holder's WMB Senior Notes, as well as any misrepresentation or other similar claim for damages arising from the purchase or sale of such holder's WMB Senior Notes (including, without limitation, any Section 510(b) Subordinated WMB Notes Claims that such holder may have).

Several creditors and parties in interest have opposed the breadth and scope of the Plan's proposed releases and contend that they are not in accordance with applicable law.

“43.7 Injunction Related to Releases. Except as provided in the Plan, the Confirmation Order, or the Global Settlement Agreement, as of the Effective Date, (i) all Entities that hold, have held, or may hold a Released Claim or Equity Interest relating to any of the Debtors or the Reorganized Debtors or any of their respective assets, property and estates, that is released pursuant to Section 43.6 of the Plan, (ii) all other parties in interest, and (iii) each of the Related Persons of each of the foregoing entities, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Section 43.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Global Settlement Agreement, the Plan or the Confirmation Order.

“43.8 Exculpation. The Released Parties, members of the Plan Administration Committee and Plan Investment Committee of the WaMu Savings Plan, and each of their Related Persons shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 43.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct. Any of the foregoing parties in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.”

Print or Type Name of Claimant: _____

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

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

EXHIBIT B

Exhibit B

Issuer	Description	CUSIP	ISIN
Washington Mutual	Fix-to-Float Jr Sub 144A	93934W AA 3	US93934WAA36
Washington Mutual	7 1/4% Jr Sub 144A	93934V AA 5	US93934VAA52
Washington Mutual	7 1/4% Jr Sub RegS	G9463G AA 6	USG9463GAA60
Washington Mutual	Fix-to-Float Jr Sub 144A	93935R AA 3	US93935RAA32
Washington Mutual	Fix-to-Float Jr Sub 144A	93936T AA 8	US93936TAA88
Washington Mutual	Fix-to-Float Jr Sub	93935J AA 1	US93935JAA16

EXHIBIT C

Exhibit C

Name	Notice Name	Address 1	Address 2	City	State	Zip
Broadridge	Receiving Dept	51 Mercedes Way	E56439 E56440 E56441 E56442 E56443 E56444	Edgewood	NY	11717
State Street Bank & Trust Co	Amanda Banta	Corp Actions JAB5E	1776 Heritage Dr	North Quincy	MA	02171-0000
BNY Mellon	Maria Sasinoski	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
The Bank of New York Mellon	Susan Karafa	525 William Penn Pl	Rm 300	Pittsburgh	PA	15259
Northern Trust Co	Stella Castaneda	801 S Canal St	Attn Capital Structures C1N	Chicago	IL	60607
Depository Trust Company	Tom Campanilli	55 Water St	25th Fl	New York	NY	10004

EXHIBIT D

Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country
JPMorgan Chase Bank/Correspondence C	Sanjay Ghulliani	Paradigm B Wing Fl 6	Mindspace Malad W		Mumbai		400 064 10000	INDIA
Scotia Capital Inc	Normita Ramirez	PO Box 4085	Station A		Toronto		M5W 2X6	CANADA
Banc of America Securities/BNP PAR PB	Gene Banfi	525 Washington Blvd	9th Fl		Jersey City		07310-0000	USA
Banc of America Securities/PPBC	Gene Banfi	525 Washington Blvd	9th Fl		Jersey City		07310-0000	USA
Banc of America Securities LLC	Molly Tso	100 W 33rd St	3rd Fl		New York		10001	USA
Barclays Bank Inc LE	Giovanna Laurella	70 Hudson St	7th Fl		Jersey City		07302-0000	USA
Barclays Capital Inc	John Clifford	222 Broadway			New York		10038	USA
Barclays Capital Inc / Barclays Bank	Nellie Foo	200 Cedar Knolls Rd			Whippany		07981-0000	USA
Barclays Capital Inc / Barclays Capital	Nellie Foo	200 Cedar Knolls Rd			Whippany		07981-0000	USA
BNP Paribas Securities Corp	Creighton Douglass	555 Croton Rd			King of Prussia		19406	USA
BNP Paribas, New York Branch	Gene Banfi	787 7th Ave	8th Fl		New York		10019	USA
Brown Brothers Harriman & Co	Dorota Malkiewicz	525 Washington Blvd	New Port Towers		Jersey City		07302-0000	USA
Citibank NA	Sandra Hernandez	3800 Citibank Ctr B3 12			Tampa		33610	USA
Citigroup Global Markets Inc	Patricia Haller	333 W 34th St	3rd Fl		New York		10001	USA
Credit Suisse Securities USA LLC	Adam Miranda	1 Madison Ave	2nd Fl		New York		10010	USA
Custodial Trust Co	Dawn Eike	101 Carnegie Ctr			Princeton		08540	USA
Deutsche Bank Securities Inc	Steven Pacella	Harborside Financial Ctr	100 Plz One 2nd Fl		Jersey City		07311-3988	USA
Goldman Sachs & Co	Reorg Dept	30 Hudson St			Jersey City		07302-4699	USA
Goldman Sachs International	Reorg Dept	30 Hudson St			Jersey City		07302-4699	USA
J P Morgan Clearing Corp	Christine Cannon	3 Chase Metrotech Ctr			Brooklyn		11245-0001	USA
JP Morgan Chase RBS	Georgia Stanback	4 New York Plz	21st Fl		New York		10004	USA
JP Morgan Securities Inc Fixed	John Halloran	500 Stanton Christiana Rd			Newark		19713	USA
JPMorgan Chase Bank NA	Reorg Dept	14201 Dallas Pkwy			Dallas		75254	USA
JPMorgan Chase Bank/RBC	Nore Scarlett	4 New York Plz	21st Fl		New York		10004	USA
JP Morgan Chase/JPMorgan International	Georgia Stanback	4 New York Plz	21st Fl		New York		10004	USA
Kurtzman Carson Consultants	David M Sharp	599 Lexington Ave	38th Fl		New York		10022	USA
Lehman Brothers Inc	Jim Gardiner	70 Hudson St	10th Fl		Jersey City		07302-0000	USA
Merrill Lynch Pierce Fenner & Smith	Henry Moralez	101 Hudson St	8th Fl		Jersey City		07302-0000	USA
Morgan Keegan & Co Inc	Carol Antley	50 North Front St			Memphis		38103	USA
Morgan Stanley & Co Inc	Michelle Ford	1000 Lancaster St	3rd Fl		Baltimore		21202	USA
Morgan Stanley Smith Barney	Suzanne Mundle	Harborside Financial Ctr	230 Plz 3 6th Fl		Jersey City		07311	USA
National Financial Services	Lou Trezza	200 Liberty St			New York		10281	USA
Pershing LLC Securities Corporation	Helen Bieler	1 Pershing Plz			Jersey City		07399-0000	USA
PNC Bank NA	Eileen Blake	8800 Tincum Blvd	MS F6 F266 02 2		Philadelphia		19153	USA
RBC Capital Markets Corporation	Steve Schafer Jr	510 Marquette Ave South			Minneapolis		55402	USA
Southwest Securities Inc	Christina Finzen	1201 Elm St	Ste 3700		Dallas		75270	USA
TD Ameritrade Clearing Inc	Gary Swain	1005 Ameritrade Pl			Bellevue		68005	USA
UBS Financial Services LLC	Salvatore Schiavone	1200 Harbor Blvd			Weehawken		07086-0000	USA
UBS Securities LLC	John Malloy	480 Washington Blvd			Jersey City		07310-0000	USA
US Bank NA	Michelle Bruss	MK WI S302	1555 N Rivercenter Dr		Milwaukee		53212	USA
US Bank NA Safekeeping	Patricia Blumer	800 Nicolet Mall	Corporate Actions Dept		Minneapolis		55402	USA
Wachovia Securities	Bill Galczynski	10700 Wheat First Dr	WS 1023		Glen Allen		23060	USA
Wells Fargo Bank, National Association	Kevin St Louis	733 Marquette Ave	MAC N9306 057 5th Fl		Minneapolis		55402	USA

EXHIBIT E

Exhibit E

Company	Email
Bank of America DTC #2251	tss.corporate.actions@bankofamerica.com
BNY Mellon #954	Beth.Stiffler@bnymellon.com
Bloomberg	release@bloomberg.net
Clearstream International SA	CA_BOND@clearstream.com
Clearstream International SA	Marianne1.Sullivan@citi.com
Clearstream International SA	Carolyn.trebus@citi.com
Credit Suisse Securities (USA) LLC	list.amnycationfixed@credit-suisse.com
Credit Suisse Securities (USA) LLC	emily.wyatt@credit-suisse.com
Credit Suisse Securities (USA) LLC	emily.connors@credit-suisse.com
Credit Suisse Securities (USA) LLC	elliott.peck@credit-suisse.com
Deutsche Bank Securities Inc	gregory.workman@db.com
Deutsche Bank Securities Inc	william.lowney@db.com
Deutsche Bank Securities Inc	john.fawcett@db.com
Euroclear Bank S.A./N.V.	drit@euroclear.com
Goldman Sachs & Co	GS-as-ny-proxy@ny.email.gs.com
Goldman Sachs & Co	Gs-as-ny-reorg@ny.email.gs.com
Goldman Sachs & Co	Nicole.Ayzen@gs.com
Goldman Sachs & Co	Vanessa.camardo@gs.com
JPMorgan Chase Bank	JPMorganInformation.Services@JPMChase.com
JPMorgan Clearing	Steve.Geoghegan@jpmorgan.com
JPMorgan Clearing	Christine.Cannon@jpmorgan.com
JPMorgan Clearing	Christian.Garcia@jpmorgan.com
JPMorgan Clearing	Nimeh.Barakat@jpmorgan.com
Lehman Brothers, Inc	OpsCAPProxyVoting@lehman.com
Mediant Communications	documents@medianonline.com
Morgan Stanley	usproxies@morganstanley.com
Morgan Stanley	proxy.balt@morganstanley.com
Morgan Stanley	Raquel.Del.Monte@morganstanley.com
Northern Trust Company	cs_notifications@ntrs.com
SIS SegalInterSettle AG	corpactionsoverseas.group@sisclear.com
Southwest Securities	aclark@swst.com
Southwest Securities	proxy@swst.com
State Street Bank and Trust Company	aebanta@statestreet.com
State Street Bank and Trust Company	rjray@statestreet.com
State Street Bank and Trust Company	drtopjian@statestreet.com
State Street Bank and Trust Company	scpolizio@statestreet.com

Exhibit E

Company	Email
State Street Bank and Trust Company	jkkyan@statestreet.com
State Street Bank and Trust Company	akelib@statestreet.com
State Street Bank and Trust Company	jhutchison@statestreet.com
State Street Bank and Trust Company	mstirling@statestreet.com
State Street Bank and Trust Company	USCARresearch@statestreet.com
The Bank of New York Mellon	pgheventcreation@bnymellon.com
The Bank of New York Mellon	justin.whitehouse@bnymellon.com
The Bank of New York Mellon	brian.marnell@bnymellon.com
The Canadian Depository	SIES-CA_info%CDSNOTES@CDS.CA
The Depository Trust Co	gcabusiness.support@dtcc.com
The Depository Trust Co	cscotto@dtcc.com
The Depository Trust Co	reorgannouncements@dtcc.com
The Depository Trust Co	lensnotices@dtcc.com
UBS Securities LLC	OL-EVENTMANAGEMENT@ubs.com
UBS Securities LLC	thomas.torrillo@ubs.com
Wells Fargo	corpactionsvoluntary_ops@firstclearing.com