



expert, Mr. Stephen M. Zelin of Blackstone Advisory Partners, L.P. on the topic of, among other things, valuation of certain net operating loss assets of Reorganized WMI. Mr. Zelin's valuation of the NOL carryforward owned by Reorganized WMI assumed that the stock loss would be declared on December 24, 2010 with a resulting unlimited NOL of \$100 million. 12/6/10 Tr. 32:29-33:5.<sup>2</sup>

3. Because the Debtors' expert's analysis was predicated on the assumption that the Debtors would abandon their equity in WMB on December 24<sup>th</sup>, the Equity Committee presumed that the Debtors had every intention to proceeding with the Motion to Abandon at the originally scheduled hearing on December 17, 2010. However, the day before the hearing, the Debtors filed an amended agenda, pursuant to which they voluntarily continued the Motion to Abandon until the omnibus hearing scheduled for January 6, 2011 [Docket No. 6360].

4. As set forth more fully in the Second Supplemental Objection filed contemporaneously herewith and incorporated herein by reference,<sup>3</sup> the Debtors' decision to adjourn the hearing on their Motion to Abandon until 2011 significantly impacts the Debtors' valuation for purposes of Plan confirmation.

5. Accordingly, because of the Debtors' recent decision to defer the Motion to Abandon until the next calendar year – a decision that was made *after* the Confirmation Hearing concluded – the Equity Committee seeks permission to file a supplemental objection in order to bring to the Court's attention facts that weigh on confirmation of the Plan that were not available at the time of hearing to consider confirmation of the Plan.

WHEREFORE, for the reasons set forth above, the Equity Committee respectfully

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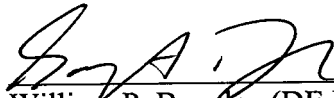
<sup>2</sup> A copy of the referenced excerpt from the transcript of the confirmation hearing is attached to the Second Supplemental Objection as Exhibit 1.

<sup>3</sup> A copy of the Second Supplemental Objection is attached hereto as Exhibit A.

requests that the Court enter an order, substantially in the form attached hereto as Exhibit B, granting the relief requested herein and awarding such other and further relief that the Court deems just and proper.

Dated: December 21, 2010  
Wilmington, Delaware

**ASHBY & GEDDES, P.A.**



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Security Holders of Washington Mutual, Inc. et al.*

# EXHIBIT A



2. As the Court will recall, at the confirmation hearing the Debtors proffered the testimony of their expert, Mr. Stephen M. Zelin of Blackstone Advisory Partners, L.P. on the topic of, among other things, valuation of certain net operating loss assets of Reorganized WMI. The Debtors' decision to defer consideration of the Motion to Abandon undermines Mr. Zelin's valuation of the NOL carryforward owned by Reorganized WMI, which assumed that the stock loss would be declared on December 24, 2010 with a resulting unlimited NOL of \$100 million. 12/6/10 Tr. 32:29-33:5.<sup>3</sup> (Relevant excerpts from the transcript of Mr. Zelin's testimony at the confirmation hearing are attached hereto as Exhibit 1.) As Mr. Zelin testified, if the stock loss is declared early next year -- as it now appears it will be -- then Reorganized WMI will have an *unlimited* NOL carryforward of nearly \$5.5 billion (the "Unlimited NOL"). 12/6/10 Tr. 33:12-34:6. Indeed, the Debtors specifically instructed Mr. Zelin not to analyze this unlimited NOL in his valuation of the reorganized WMI. 12/3/10 Tr. 62:3 - 64-7; 12/6/10 Tr. 37:5-24. (The relevant excerpt from the transcript of Mr. Goulding's testimony at the confirmation hearing is attached as Exhibit 2.) The failure of the Debtors to provide value of the reorganized WMI with this unlimited NOL -- along with the certainty that the value of the reorganized company is now significantly higher than the Debtors' analysis -- by itself is sufficient grounds to deny plan confirmation.

### CONCLUSION

For the reasons set forth herein, and in the Equity Committee's original Objection and Supplemental Objection to Confirmation, the Equity Committee respectfully requests that the

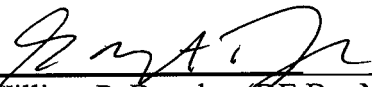
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<sup>3</sup> On December 20, 2010, the Court entered an Order [Dkt. # 6376] advising that "the Court will not be able to issue an opinion on the Confirmation of the Plan until after December 31, 2010." (Order at 1). Thus, the Plan will not become effective in 2010.

Court reject the Debtors' proposed Plan and the Global Settlement Agreement upon which it is based.

Dated: December 21, 2010  
Wilmington, Delaware

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*Co-Counsel to the Official Committee of Equity  
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# **Exhibit 1**



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UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE  
Lead Case No. 08-12229 (MFW)  
Adv. Proc. No. 10-51387 (MFW)  
Adv. Proc. No. 10-50911 (MFW)

- - - - -x

In the Matter of:

WASHINGTON MUTUAL, INC., et al.,  
Debtors.

- - - - -x

BLACK HORSE CAPITAL LP, et al.,  
Plaintiffs,

v.

JPMORGAN CHASE BANK, N.A., et al.,  
Defendants.

- - - - -x

BROADBILL INVESTMENT CORP.,  
Plaintiff,

v.

WASHINGTON MUTUAL, INC.,  
Defendant.

- - - - -x

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U.S. Bankruptcy Court  
824 North Market Street  
Wilmington, Delaware

December 6, 2010  
9:31 a.m.

B E F O R E:  
HON. MARY F. WALRATH  
U.S. BANKRUPTCY JUDGE

ECR OPERATOR: BRANDON MCCARTHY

1 A. Not because I was told that, we did our own diligence and  
2 came up with our own conclusion.

3 Q. Oh, okay. But your valuation is based on the business  
4 plan and the projections that the debtors provided you,  
5 correct?

6 A. That's correct.

7 Q. And that business plan and those projections assume no new  
8 business?

9 MR. O'TOOLE: Objection, asked and answered, Your  
10 Honor.

11 THE COURT: Sustained.

12 MR. ARD: All right.

13 Q. So the next part of your analysis you valued NOLs. And  
14 you assumed that the stock will also result in approximately  
15 5.5 billion NOL for WMRCC, is that correct?

16 A. That's correct.

17 Q. Okay. And you look at two types of NOLs the non-limited  
18 portion and the limited portion, correct?

19 A. That's correct.

20 Q. And by the non-limited portion you mean the portion that  
21 will not be subject to the A&O limitation in Section 382 of the  
22 Internal Revenue Code, is that correct?

23 A. 382, yes, that's correct.

24 Q. And you assume the 100 million dollars of non-limited NOLs  
25 will be available?

1 A. Based upon an assumed emergence around December 23rd or  
2 24th, that's correct.

3 Q. Okay. So you assume an emergence around December  
4 23rd/24th?

5 A. That's correct.

6 Q. And that assumption is based on what the debtor's told  
7 you?

8 A. That assumption is just my understanding based upon what  
9 everybody in the case has told me.

10 Q. Okay. Including the debtors?

11 A. Including the debtors.

12 Q. And if a stock loss were declared at the beginning of next  
13 year, but before the effective date of the plan, then nearly  
14 the entire 5.5 billion would be non-limited, is that --

15 MR. O'TOOLE: Objection, Your Honor, calls for  
16 speculation beyond the scope of his direct.

17 THE COURT: Overruled. He can answer, he's an expert.

18 A. If the debtor were to emerge -- given the nature of the  
19 proration rules, Your Honor, the timing of when the debtor  
20 emerges at that date, the portion -- the NOL is divided into  
21 two categories; pre-emergence and post-emergence. So if the  
22 debtor were to emerge in 2011 there would be a significant -- a  
23 larger portion, assuming that emergence wasn't December 24th of  
24 2011, but there would be a larger portion of the NOLs that  
25 would result in unlimited, if you will, NOLs.

1 Q. Okay. So if WMRCC were to declare the stock loss on  
2 January 1st, 2011 and the effective date were to occur on  
3 January 2nd, 2011, then nearly the entire 5.5 billion NOL would  
4 be non-limited, is that correct?

5 A. Substantially all of it, that's correct. Under that set  
6 of assumptions, yes.

7 Q. And you also conclude that WMRCC will only be able to  
8 shelter around 100 million in future income over the next  
9 years?

10 A. No. We assume -- in our current valuation we assume that  
11 there would be 100 million dollars of NOLs that would shelter  
12 income generated by the existing portfolio on an unlimited  
13 basis. We also have in our valuation an assumed utilization of  
14 the limited portion of the NOLs based upon the 382(1)(6)  
15 limitations.

16 Q. Okay. But you conclude that WMRCC will only be able to  
17 shelter around 100 million in future income, is that correct?

18 A. No, that's not correct. 100 million dollars is assumed to  
19 shelter income from the existing portfolio, but we assume WMRCC  
20 will be able to utilize the limited portion of the NOL and,  
21 therefore, shelter income going forward that is not necessarily  
22 generated by the existing portfolio. And that's how we value  
23 the limited portion of the NOLs beyond just the income  
24 generated by the existing portfolio.

25 (Pause)

1 Q. This is page 15 of your declaration.

2 A. Declaration or report?

3 Q. Declaration.

4 A. Declaration, I'm sorry.

5 Q. You assume that approximately 100 million of NOLs are  
6 available and are used to shelter future taxable incomes  
7 generated by reorganized WMI?

8 A. I do assume 100 million is used to shelter income from the  
9 existing portfolio, yes.

10 Q. Okay. And if WMRCC reinvested some of its income it could  
11 shelter more than 100 million, is that correct?

12 MR. O'TOOLE: Objection, Your Honor, calls for  
13 speculation.

14 THE COURT: Overruled. He's an expert, he can  
15 speculate.

16 A. Yes. Consistent with how we valued the limited portion of  
17 the NOL, we did assume WMRCC was able to shelter additional  
18 income beyond that which was generated by the existing  
19 portfolio. And that's how we came up with our value for the  
20 limited por -- or the use of the limited portion of the NOLs  
21 going forward.

22 Q. And if WMRCC generated new business it could shelter more  
23 than 100 million in income?

24 A. Based upon the assumptions of the use of the limited  
25 portion of the 382(1)(6), the answer is yes, which is

1 consistent with our assumption.

2 Q. But you didn't use that assumption in your analysis of the  
3 non-limited portion of NOLs, correct? That only came in your  
4 analysis of the limited -- of the limited portion of the NOLs,  
5 correct?

6 A. Let's make sure we're on the same page. The unlimited  
7 portion of the NOLs are being used to shelter the -- almost the  
8 entirety of the income generated by the existing portfolio. We  
9 assume that the limited portion of the NOLs can be used to  
10 generate other income not generated by the existing portfolio  
11 based upon some future additional business beyond what's being  
12 generated by the existing portfolio. And that's how we valued  
13 the limited -- the use of the limited portion of the NOLs under  
14 382(1)(6).

15 Q. Okay. But in your analysis of the non-limited portion you  
16 did not assume that more than 100 million of income could be  
17 sheltered, is that correct?

18 A. We assume that all the income generated by the existing  
19 portfolio could be sheltered, so we assume almost the entire  
20 utilization of the 100 million based upon the income to be  
21 generated by the existing portfolio.

22 Q. By the existing portfolio, okay. And if WMRCC generated  
23 new business that could shelter more than 100 million in income  
24 through the non-limited NOL, is that correct?

25 A. Which is what we assumed in the valuation of the non-

1 limited NOLs. Of the limited NOLs.

2 Q. I said in the non-limited part.

3 A. There'd be nothing really left because most of the 100  
4 million is really assumed to shelter the existing portfolio.

5 Q. But there are 5.5 billion NOL available that you can  
6 shel -- that the company can shelter more of it through new  
7 business, is that correct?

8 A. I'm not sure I can answer the question. Are we talking  
9 about an emergence in 2011, or 2010?

10 Q. Yeah, 2011.

11 A. The issue as to whether the company can use a larger  
12 unutilized net operating loss is not that simple, because it  
13 implicates certain elements of the tax codes that we considered  
14 as part of any -- our looking at our valuation even earlier in  
15 the year before the current plan and disclosure statement. So  
16 it's not a simple answer that it could or could not. It may or  
17 it may not be able to.

18 Q. So your report didn't attempt to undertake that analysis,  
19 correct?

20 A. No, I'm just responding to your question.

21 Q. Your report did not attempt to undertake that analysis,  
22 correct?

23 A. Given the assumption that the debtor emerged in December,  
24 there was no need to consider that.

25 Q. And the final part of your valuations you just referred



# **EXHIBIT 2**

1 UNITED STATES BANKRUPTCY COURT  
2 DISTRICT OF DELAWARE  
3 Case No. 08-12229 (MFW), Adv. Case No. 10-51387 (MFW),  
4 Adv. Case No. 10-50911 (MFW), Adv. Case No. 10-50911 (MFW)

5 - - - - -x

6 In the Matter of:

7 WASHINGTON MUTUAL, INC., ET AL.,

8 Debtors.

9 - - - - -x

10 BLACK HORSE CAPITAL LP, ET AL., Plaintiffs,

11 - against -

12 JPMORGAN CHASE BANK, N.A., ET AL., Defendants.

13 - - - - -x

14 BROADBILL INVESTMENT CORP., Plaintiff,

15 - against -

16 WASHINGTON MUTUAL, INC., Defendant.

17 - - - - -x

18 U.S. Bankruptcy Court

19 824 North Market Street

20 Wilmington, Delaware

21 December 3, 2010, 9:33 AM

22 B E F O R E:

23 HON. MARY F. WALRATH

24 U.S. BANKRUPTCY JUDGE

25 ECR OPERATOR: BRANDON MCCARTHY

1 MR. MASTANDO: I believe we do.

2 THE COURT: If you want that part of the record, it's  
3 not, your comment.

4 UNIDENTIFIED SPEAKER: No. She said if your voice, if  
5 you want to be on the record.

6 THE COURT: Yeah.

7 MR. STEINBERG: Oh, my apologies.

8 THE COURT: All right. Copies are available to  
9 others.

10 MR. MASTANDO: Can we call Mr. Goulding to the stand?

11 THE COURT: You may. Please remain standing so you  
12 can be sworn.

13 JOHN GOULDING, WITNESS, SWORN

14 THE CLERK: Be seated, please, and state and spell  
15 your last name.

16 THE WITNESS: Jonathan Goulding. The last name's G-o-  
17 u-l-d-i-n-g.

18 MR. MASTANDO: Okay. We offer Mr. Goulding for cross-  
19 examination, Your Honor.

20 THE COURT: All right. Well, just for the record, can  
21 you confirm that your declaration is true and correct and would  
22 represent your direct examination if called?

23 THE WITNESS: I can.

24 THE COURT: Okay.

25 (Pause)

1 MR. NELSON: Okay.

2 BY MR. NELSON:

3 Q One of the reasons why you didn't consider -- well, let me  
4 back up.

5 The valuation you referred to done by an independent  
6 company is the Blackstone valuation, correct?

7 A That's correct.

8 Q They put a range of between 135 and 180 million of what  
9 could be the reasonable outcomes of reorganized WMI based on  
10 the current assumptions, correct?

11 A Correct.

12 Q The midpoint of that is 157.5, right?

13 A Right.

14 Q And you used that midpoint in determining valuation,  
15 right?

16 A We used the midpoint in determining valuation?

17 Q In determining the worth of reorganized WMI for purposes  
18 of liquidity and recovery analysis?

19 A Right. The 157 and a half is a revision from the version  
20 that was filed, but yes, we were using the midpoint of that  
21 range.

22 Q You gave Blackstone the assumption that reorganized WMI  
23 would not take on new business, correct?

24 A We gave Blackstone a set of financial projections which  
25 projected the only operating asset of reorganized WMI, which is

1 Wimrick, which is a captive reinsurance company in run-off. We  
2 gave them a projection that was based solely on the captive  
3 reinsurance company Wimrick continuing to run off its business  
4 through the run-off period.

5 Q Those assumptions and projections did not consider whether  
6 Wimrick would take on new business, correct?

7 A We did not project new business.

8 Q That was, in fact, your primary assumption, correct?

9 A I don't know if it would be the primary assumption, but  
10 certainly one of the main assumptions.

11 Q Well, the projections are the primary assumption that was  
12 used to value the new business, correct?

13 A I think you'd want to ask Blackstone what they viewed  
14 their -- the primary part of their valuation to be. We gave  
15 them projections for Wimrick, which was the only component of  
16 reorganized WMI for which we had an operating company.

17 Q Well, let's go to your declaration which you've just  
18 submitted and sworn instead by. Let's go to paragraph 137,  
19 last sentence, "The projections are based on the primary  
20 assumption that 100 percent of the operating results of  
21 reorganized WMI will stem from the operation of its only  
22 remaining active operating subsidiary, Wimrick."

23 A Right. This is in connection -- what you're reading from  
24 is in connection with a feasibility requirement, which talks  
25 about the financial projections. It does not talk about the

1 valuation or what Blackstone considered in their valuation.

2 Q Okay. But the financial projections for reorganized WMI  
3 that you gave to Blackstone are based on the primary assumption  
4 that 100 percent of the operating results will stem from the  
5 operations of its only remaining active operating subsidiary,  
6 correct?

7 A That's correct.

8 Q Okay. Thank you. If that assumption turns out to be  
9 faulty, then we cannot rely on the results in the Blackstone  
10 report, correct?

11 A I think their projections that we probably won't hit every  
12 number exactly, but that won't mean that the valuation is  
13 inaccurate.

14 Q Well, okay. One of the reasons why you didn't consider  
15 the potential of new business is because you claim not to know  
16 who the owners of the reorganized WMI stock would be, correct?

17 A That's right. We don't actually still know exactly who  
18 the owners of the reorganized WMI stock will be.

19 Q Well, we have a pretty good idea of who they're going to  
20 be, right?

21 A It's still a little bit difficult to determine. It'll  
22 depend significantly on the size of the general unsecured  
23 claims pool at the effective date, and therefore, whether or  
24 not the senior notes will be entitled to receive stock that  
25 they've elected, whether or not there will be redistribution of

# **EXHIBIT B**

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

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

**ORDER GRANTING THE OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS PERMISSION TO FILE  
SECOND SUPPLEMENTAL OBJECTION TO PLAN CONFIRMATION**

Upon consideration of the *Motion of the Official Committee of Equity Security Holders for Permission to File Second Supplemental Objection to Plan Confirmation* (the "Motion")<sup>2</sup> filed by the Official Committee of Equity Security Holders (the "Equity Committee"), the Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; this is a core proceeding pursuant to 28 U.S.C. § 157(b); venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; proper and adequate notice has been given and no other or further notice is necessary; after due deliberation and sufficient cause appearing thereof, it is hereby:

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is **GRANTED**.
2. The Equity Committee is authorized to file a Second Supplemental Objection to Plan Confirmation.

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

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.



3. This Court retains jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

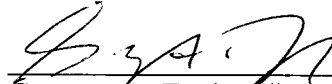
Dated: Wilmington, Delaware  
\_\_\_\_\_, 2010

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY COURT

**CERTIFICATE OF SERVICE**

I, Gregory A. Taylor, hereby certify that on December 21, 2010, I caused one copy of the foregoing document to be served upon the parties on the attached service list by Hand Delivery (local) and first class U.S. Mail, postage prepaid (non-local), unless otherwise indicated.

  
\_\_\_\_\_  
Gregory A. Taylor (#4008)

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