

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)
: Re D.I. 6331
----- X

**CERTIFICATION OF COUNSEL REGARDING ORDER VACATING
ORDER UNDER 11 U.S.C. §§ 105 AND 362 AND FED R. BANKR. P. 3001
AND 3002 ESTABLISHING NOTICE AND HEARING
PROCEDURES FOR TRADING IN CCB GUARANTEE CLAIMS**

Undersigned counsel hereby certifies as follows:

1. On December 14, 2010, Tricadia Capital Management, LLC (“Tricadia”), filed the Motion Pursuant To Sections 105(a) And 362 Of The Bankruptcy Code For Order Vacating Order Establishing Notice And Hearing Procedures For Trading In CCB Guarantee Claims Upon Confirmation Of The Sixth Amended Joint Plan Of Affiliated Debtors [D.I. 6331] (the “Motion”). A hearing on the Motion took place on December 17, 2010 at 10:30 a.m. (the “Hearing”).
2. At the Hearing, this Court granted the Motion, and stated that an Order would be entered. To date, no order has been entered.

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



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 Debtors. : **(Jointly Administered)**
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**ORDER VACATING ORDER UNDER 11 U.S.C. §§ 105 AND 362 AND FED R. BANKR.
P. 3001 AND 3002 ESTABLISHING NOTICE AND HEARING PROCEDURES FOR
TRADING IN CCB GUARANTEE CLAIMS**

Upon the motion, dated December 13, 2010 (the “Motion to Vacate”)² of various funds managed by Tricadia Capital Management, LLC for entry of an order (the “Order”) vacating the Order Under 11 U.S.C. §§ 105 and 362 and Fed R. Bankr. P. 3001 and 3002 Establishing Notice and Hearing Procedures For Trading in CCB Guarantee Claims (the “CCB Guarantee Claims Trading Order”) (docket no. 6076), entered by the Court on November 23, 2010; all as more fully set forth in the Motion to Vacate; and the Court having jurisdiction to consider the Motion to Vacate and the relief requested therein pursuant to Sections 105 and 362 of the Bankruptcy Code; and consideration of the Motion to Vacate and the relief requested therein being a core proceeding pursuant to 28 U.S.C. Section 157(b); and venue being proper before this Court pursuant to 28 U.S.C. Sections 1408 and 1409; and it appearing that proper and adequate notice of the Motion to Vacate has been given and that no other or further notice is necessary; and the Court having determined that the relief requested in the Motion to Vacate is in the best interests of the Debtors, their creditors and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion to Vacate establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion to Vacate.

ORDERED that the Motion to Vacate is GRANTED as set forth in this Order; and it is further

ORDERED that all objections to the Motion to Vacate not previously withdrawn are overruled; and it is further

ORDERED that the CCB Guarantee Claims Trading Order is VACATED as of the date of entry of a Confirmation Order, and it is further

ORDERED that any and all procedures, notices and restrictions on acquisitions, dispositions or other transfers of CCB Guarantee Claims, as set forth in the CCB Guarantee Claims Trading Order, are lifted as of the date of entry of a Confirmation Order and shall have no legal force or effect whatsoever as of the date of entry of the Confirmation Order; and it is further

ORDERED that the notice substantially in the form annexed hereto as Exhibit A (the “Notice of Order Vacating CCB Guarantee Claims Trading Order”) is approved; and it is further

ORDERED that the Debtors shall, on the date of entry of a Confirmation Order, post the Notice of Order Vacating CCB Guarantee Claims Trading Order on the website established by the Debtors’ claim agent, Kurtzman Carson Consultants, LLC, at <http://www.kccllc.net>. No further notice of entry of this Order need be served by the Debtors; and it is further

ORDERED that notice procedures specified in the preceding paragraph shall be deemed good and sufficient notice of this Order; and it is further

ORDERED that vacation of the CCB Guarantee Claims Trading Order does not excuse compliance with the requirements of applicable securities, corporate and other laws, and; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: January ____, 2011
Wilmington, Delaware

HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT “A”

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In re : **Chapter 11**
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WASHINGTON MUTUAL, INC., et al.¹ : **Case No. 08-12229 (MFW)**
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Debtors. : **(Jointly Administered)**
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**NOTICE OF ORDER VACATING ORDER UNDER 11 U.S.C. §§ 105 AND 362 AND
FED R. BANKR. P. 3001 AND 3002 ESTABLISHING NOTICE AND
HEARING PROCEDURES FOR TRADING IN CCB GUARANTEE CLAIMS**

**TO: ALL PERSONS OR ENTITIES WITH CCB GUARANTEE CLAIMS AGAINST
THE DEBTORS:**

PLEASE TAKE NOTICE that on, September 26, 2008 (the “Commencement Date”)², Washington Mutual, Inc. (“WMI”) and certain of its wholly-owned subsidiaries (the “Debtors”) commenced cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, Section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors’ estates or of property from the Debtors’ estates or to exercise control over property of the Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that, on November 16, 2010, various funds managed by Tricadia Capital Management, LLC filed a motion (the “CCB Guarantee Claims Trading Motion”) seeking entry of an order pursuant to Sections 105 and 362 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3001 and 3002 establishing notice and hearing procedures for trading in CCB Guarantee Claims.

PLEASE TAKE FURTHER NOTICE THAT, on November 23, 2010 the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “CCB Guarantee Claims Trading Order”) approving the procedures set forth in the Trading Motion to preserve the Debtors’ net operating losses pursuant to Bankruptcy Code Sections 105 and 362 and Federal Rules of Bankruptcy Procedure 3001 and 3002.

PLEASE TAKE FURTHER NOTICE THAT, on December 13, 2010, various funds managed by Tricadia Capital Management, LLC filed a motion (the “Motion to Vacate”) seeking entry of an order vacating the Trading Order upon entry of a Confirmation Order.

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

² Capitalized terms used herein but not defined herein shall have the meanings ascribed to such terms in the Order Vacating the CCB Guarantee Claims Trading Order.

PLEASE TAKE FURTHER NOTICE THAT, on December____, 2010 the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Order Vacating the CCB Guarantee Claims Trading Order”) vacating the Trading Order, effective upon entry by the Court of the Confirmation Order.

PLEASE TAKE FURTHER NOTICE THAT, on December____, 2010 the Court entered the Confirmation Order.

PLEASE TAKE FURTHER NOTICE that a copy of the Order Vacating the CCB Guarantee Claims Trading Order may be obtained from the Court’s electronic filing system or at <http://www.kccllc.com>., or by making request upon Kurtzman Carson Consultants at (866) 381-9100.

Dated: January____, 2011