

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

	X	
	:	
<i>In re</i>	:	<b>Chapter 11</b>
	:	
<b>WASHINGTON MUTUAL, INC., et al.,<sup>1</sup></b>	:	<b>Case No. 08-12229 (MFW)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	X	<b>Re: Docket No. 3801</b>

**CERTIFICATION OF COUNSEL REGARDING DEBTORS'  
THIRTY-SECOND OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

The undersigned hereby certifies as follows:

1. On May 18, 2010, Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (together, the "Debtors") filed the **Debtors' Amended Thirty-Second Omnibus (Substantive) Objection to Claims** [Docket No. 3801] (the "Claim Objection") with the United States Bankruptcy Court for the District of Delaware (the "Court"). Pursuant to the Claim Objection, the Debtors objected to six (6) claims.

2. Two (2) of the claims were filed by the MARTA/ATU Employees Retirement Plan (proof of claim number 2689) and the Lead Plaintiff, Policemen's Annuity and Benefit Fund of the City of Chicago, on behalf of the putative class in *Boilermakers National Annuity Trust Fund, on Behalf of Itself and All Others Similarly Situated v. WAMU Mortgage Pass-Through Certificates, Series ARI, et al.*, Case No. C09-0037 (MJP) (W.D. Wash.) (proof of claim number 3812) (together, the "MARTA Claims").

<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: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 925 Fourth Avenue, Seattle, Washington 98104.



3. One (1) claim was filed by The First American Corporation (proof of claim number 2985) (the “First American Claim”), for contribution and indemnity, which the Debtors asserted to be related to the underlying class action litigation that is the subject of the MARTA Claims.

4. The remaining three (3) claims were filed by WaMu Capital Corporation, Washington Mutual Mortgage Securities Corporation, and WaMu Asset Acceptance Corporation (proof of claim numbers 3174, 3179, and 3187, respectively) (collectively, the “WMB Affiliate Claims”), for indemnity with regards to the same underlying class action litigation. Each of these claimants is an affiliate of Washington Mutual Bank (“WMB”). Pursuant to that certain *Purchase and Assumption Agreement, Whole Bank*, dated as of September 25, 2008, the Federal Deposit Insurance Corporation purportedly sold substantially all the assets of WMB, to JPMorgan Chase Bank, N.A. (“JPMC”).

5. Objections or responses to the Claim Objection, if any, were to be filed and served no later than **June 14, 2010 at 4:00 p.m. (ET)**. The undersigned certifies that he has reviewed the Court’s docket in the above-captioned cases and that no answer, objection or other responsive pleading to the Claim Objection appears thereon.

6. An order resolving the Claim Objection with respect to the MARTA Claims was entered by the Court on November 23, 2010 [Docket No. 6068].

7. With respect to the remaining claims, no responsive pleading was received with respect any of the claims. The Debtors have revised the proposed form of order (the “Revised Order”) granting the Claim Objection to include certain language requested by JPMC, the holder of the WMB Affiliate Claims, a copy of which is attached hereto as Exhibit 1. For the

convenience of parties in interest, a blackline comparing the Revised Order against the original proposed order filed with the Claim Objection is attached hereto as Exhibit 2.

WHEREFORE the Debtors respectfully request that the Court enter the Revised Order, a copy of which is attached hereto as Exhibit 1, disallowing the First American Claim and the WMB Affiliate Claims at its earliest convenience.

Dated: February 17, 2011  
Wilmington, Delaware



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*Counsel for Debtors and Debtors in  
Possession*

## **Exhibit 1**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

	X	
	:	
<i>In re</i>	:	<b>Chapter 11</b>
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	:	<b>Case No. 08-12229 (MFW)</b>
	:	
Debtors.	:	<b>(Jointly Administered)</b>
	:	
	:	
	X	<b>Re: Docket No. 3801</b>

**ORDER GRANTING DEBTORS' AMENDED THIRTY-SECOND OMNIBUS  
(SUBSTANTIVE) OBJECTION TO CLAIMS (CLAIM NOS. 2985, 3174, 3179, 3187)**

Upon the objection, dated May 18, 2010 (the "Thirty-Second Omnibus Objection"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order disallowing in their entirety certain claims filed against these estates, all as more fully set forth in the Thirty-Second Omnibus Objection; and upon the *Declaration of Charles Edward Smith Pursuant to Local Rule 3007-1 in Support of the Thirty-Second Omnibus Objection*, dated May 18, 2010; and the Court having jurisdiction to consider the Thirty-Second Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Second Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Second Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and the Court having entered an order, dated November 23, 2010, with respect to claims 2689 and 3812, also subject

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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: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 925 Fourth Avenue, Seattle, Washington 98104.

to the Thirty-Second Omnibus Objection [Docket No. 6068]; and the Court having determined that the relief sought in the Thirty-Second Omnibus Objection 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 Thirty-Second Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Thirty-Second Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that the claim of the First American Corporation (Claim No. 2985) (the “First American Claim”) is hereby disallowed in its entirety; and it is further

ORDERED that (a) upon the effective date (the “Effective Date”) of the Debtors’ Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated February 7, 2011, as it may be amended, modified or supplemented (the “Plan”), the claims of WaMu Capital Corporation (Claim No. 3174), Washington Mutual Mortgage Securities Corporation (Claim No. 3179) and WaMu Asset Acceptance Corporation (Claim No. 3187) (collectively, the “WMB Affiliate Claims”) shall be disallowed in their entirety and (b) in the event that the Plan is not confirmed, the Effective Date does not occur and the WMB Affiliate Claims are not disallowed by operation of this Order, nothing contained herein is or shall be deemed a limitation, waiver or prejudice of any rights, claims and defenses, including any such rights, claims or defenses against third parties, of the Debtors or the claimants with respect to the WMB Affiliate Claims; and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors’ court-appointed claims and noticing agent, is authorized and directed to delete from the official claims

register in these chapter 11 cases (a) upon entry of this Order, the First American Claim and (b) upon the Effective Date, the WMB Affiliate Claims; and it is further

ORDERED that, notwithstanding anything to the contrary herein, and without limiting the foregoing, nothing in this Order is intended, nor shall it be deemed, to limit, alter or otherwise modify any of the rights or entitlements of JPMorgan Chase Bank, N.A. or any of its affiliates or subsidiaries with respect to, D&O and Tower Insurance Programs set forth in Section 2.11 of that certain *Second Amended and Restated Settlement Agreement*, dated as of February 7, 2011, as it may be amended, which agreement is annexed to and incorporated in the Plan; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: February \_\_, 2011  
Wilmington, Delaware

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

## **Exhibit 2**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

	X	
	:	
<i>In re</i>	:	<b>Chapter 11</b>
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	:	
-----;	:	
Case No. 08-12229 (MFW)	:	
	:	
Debtors.	:	<b>(Jointly Administered)</b>
	:	
	:	<b>Re: Docket No. [ - ]</b>
	:	
	X	<u>Re: Docket No. 3801</u>

**ORDER GRANTING DEBTORS' AMENDED THIRTY-SECOND  
OMNIBUS  
(SUBSTANTIVE) OBJECTION TO CLAIMS (CLAIM NOS. ~~3812, 2689, 2985, 3174, 3179,~~  
3187)**

Upon the objection, dated May 18, 2010 (the "Thirty-Second Omnibus Objection"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order disallowing in their entirety certain claims filed against these estates, all as more fully set forth in the Thirty-Second Omnibus Objection; and upon the *Declaration of Charles Edward Smith Pursuant to Local Rule 3007-1 in Support of the Thirty -Second Omnibus Objection*, dated May 18, 2010; and the Court having jurisdiction to consider the Thirty-Second Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Second Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Second Omnibus Objection having been provided to those

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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: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 925 Fourth Avenue, Seattle, Washington 98104.

parties identified therein, and no other or further notice being required; and the Court having entered an order, dated November 23, 2010, with respect to claims 2689 and 3812, also subject to the Thirty-Second Omnibus Objection [Docket No. 6068]; and the Court having determined that the relief sought in the Thirty-Second Omnibus Objection 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 Thirty-Second Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Thirty-Second Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that ~~each claim listed in the Thirty-Second Omnibus Objection is hereby disallowed in its entirety; and it is further~~ the claim of the First American Corporation (Claim No. 2985) (the "First American Claim") is hereby disallowed in its entirety; and it is further

ORDERED that (a) upon the effective date (the "Effective Date") of the Debtors' Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated February 7, 2011, as it may be amended, modified or supplemented (the "Plan"), the claims of WaMu Capital Corporation (Claim No. 3174), Washington Mutual Mortgage Securities Corporation (Claim No. 3179) and WaMu Asset Acceptance Corporation (Claim No. 3187) (collectively, the "WMB Affiliate Claims") shall be disallowed in their entirety and (b) in the event that the Plan is not confirmed, the Effective Date does not occur and the WMB Affiliate Claims are not disallowed by operation of this Order, nothing contained herein is or shall be deemed a limitation, waiver or prejudice of any rights,

claims and defenses, including any such rights, claims or defenses against third parties, of the Debtors or the claimants with respect to the WMB Affiliate Claims; and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, is authorized and directed to delete the claims listed in the ~~Thirty Second Omnibus Objection~~ from the official claims register in these chapter 11 cases (a) upon entry of this Order, the First American Claim and (b) upon the Effective Date, the WMB Affiliate Claims; and it is further

ORDERED that, notwithstanding anything to the contrary herein, and without limiting the foregoing, nothing in this Order is intended, nor shall it be deemed, to limit, alter or otherwise modify any of the rights or entitlements of JPMorgan Chase Bank, N.A. or any of its affiliates or subsidiaries with respect to, D&O and Tower Insurance Programs set forth in Section 2.11 of that certain *Second Amended and Restated Settlement Agreement*, dated as of February 7, 2011, as it may be amended, which agreement is annexed to and incorporated in the Plan; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, ~~and/or~~ enforcement of this Order.

Dated: ~~June~~February \_\_, 20102011  
Wilmington, Delaware

**THE HONORABLE MARY F. WALRATH**  
**UNITED STATES BANKRUPTCY JUDGE**