

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

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 In re: : Chapter 11
 : : Case No. 08-12229 (MFW)
 Washington Mutual Inc., *et al.*,¹ : : Jointly Administered
 : :
 : :
 Debtors. : : **Objection Date: 6/16/2011 @ 4:00 PM**
 : : **Hearing Date: Only if Objections Filed**
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**TWENTY-FOURTH MONTHLY
APPLICATION OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP, AS SPECIAL LITIGATION AND CONFLICTS
COUNSEL TO THE DEBTORS FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES
DURING THE PERIOD FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

Name of applicant: Quinn Emanuel Urquhart & Sullivan, LLP

Authorized to provide
professional services to: Debtors

Date of retention: May 18, 2009 (nunc pro tunc to April 3, 2009)

Period for which compensation
and reimbursement is sought: March 1, 2011 – March 31, 2011

Amount of compensation
requested: \$46,132.50 (80%, \$36,906.00)

Amount of expense
reimbursement requested: \$2,790.47

This is a: X monthly quarterly application.

This is the twenty-fourth monthly fee application filed by Quinn Emanuel Urquhart & Sullivan, LLP in this case.

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.



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Prior Applications:

		Requested		Approved	
Date Filed/Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
June 8, 2009 Docket No. 1116	April 3, 2009 - April 30, 2009	\$853,305.50	\$17,755.31	\$853,305.50	\$17,755.31
July 15, 2009 Docket No. 1315	May 1, 2009 - May 31, 2009	\$775,675.00	\$12,281.80	\$775,675.00	\$12,281.80
August 31, 2009 Docket No. 1562	June 1, 2009 - June 30, 2009	\$859,224.50	\$30,691.71	\$859,224.50	\$30,691.71
September 24, 2009 Docket No. 1653	July 1, 2009 - July 31, 2009	\$605,336.00	\$24,354.81	\$605,336.00	\$24,354.81
November 11, 2009 Docket No. 1869	August 1, 2009 - August 31, 2009	\$686,114.50	\$25,676.62	\$686,114.50	\$25,676.62
November 16, 2009 Docket No. 1888	September 1, 2009 - September 30, 2009	\$937,415.00	\$22,854.62	\$937,415.00	\$22,854.62
December 23, 2009 Docket No. 2056	October 1, 2009 - October 31, 2009	\$1,049,452.00	\$31,308.48	\$839,561.60	\$31,308.48
January 27, 2010 Docket No. 2246	November 1, 2009- November 30, 2009	\$817,111.00	\$22,886.43	\$653,688.80	\$22,886.43
March 1, 2010 Docket No. 2437	December 1, 2009 - December 31, 2009	\$613,754.00	\$38,182.38	\$491,003.20	\$38,182.38
March 11, 2010 Docket No. 2489	January 1, 2010 - January 31, 2010	\$722,965.00	\$13,837.90	\$578,372.00	\$13,837.90
April 27, 2010 Docket No. 3584	February 1, 2010 - February 28, 2010	\$726,618.00	\$24,003.28	\$581,294.40	\$24,003.28
June 8, 2010 Docket No. 4647	March 1, 2010 - March 31, 2010	\$707,325.00	\$21,866.64	\$565,860.00	\$21,866.64
June 17, 2010 Docket No. 4758	April 1, 2010 - April 30, 2010	\$416,881.25	\$28,767.11	\$333,505.00	\$28,767.11
July 16, 2010 Docket No. 5085	May 1, 2010 - May 31, 2010	\$492,993.00	\$8,255.37	\$394,394.40	\$8,255.37
September 8, 2010	June 1, 2010 -	\$688,616.00	\$18,775.48	\$550,892.80	\$18,775.48

Docket No. 5399	June 30, 2010				
September 29, 2010 Docket No. 5515	July 1, 2010 – July 31, 2010	\$581,687.00	\$13,370.99	\$465,349.60	\$13,370.99
November 8, 2010 Docket No. 5786	August 1, 2010 – August 31, 2010	\$812,615.75	\$24,042.59	\$650,092.60	\$24,042.59
November 15, 2010 Docket No. 5903	September 1, 2010 – September 30, 2010	\$585,447.50	\$12,595.80	\$468,358.00	\$12,595.80
January 7, 2011 Docket No. 6525	October 1, 2010 – October 31, 2010	\$436,791.00	\$7,263.15	\$349,432.80	\$7,263.15
February 10, 2011 Docket No. 6719	November 1, 2010 – November 30, 2010	\$385,534.00	\$26,140.82	\$308,427.20	\$26,140.82
March 15, 2011 Docket No. 6936	December 1, 2010 – December 31, 2010	\$211,512.25	\$30,427.35	\$169,209.80	\$30,427.35
March 15, 2011 Docket No. 6937	January 1, 2011 – January 31, 2011	\$107,516.00	\$13,509.31	\$86,012.80	\$13,509.31
April 29, 2011 Docket No. 7195	February 1, 2011 – February 28, 2011	\$54,879.50	\$5,947.03	\$43,903.60	\$5,947.03

**ATTACHMENT TO TWENTY-FOURTH MONTHLY FEE APPLICATION OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL LITIGATION AND
CONFLICTS COUNSEL TO THE DEBTORS**

(MARCH 1, 2011 TO MARCH 31, 2011)

NAME (INIT.)	POSITION; EXPERIENCE	HOURLY RATE	TOTAL HOURS	TOTAL COMPENSATION (\$)
Peter Calamari (PC)	Partner for 35 years; admitted in 1974	995.00	2.00	1,990.00
David L. Elsberg (DLE)	Partner for 7 years; admitted in 1997	830.00	0.50	415.00
Benjamin Finestone (BF1)	Partner effective Jan. 1, 2011; admitted in 2005	750.00	44.70	33,525.00
Olga Urbietta (OMU)	Associate for 3 years; admitted in 2008	460.00	15.80	7,268.00
Jeffrey Benner (JLB)	Associate for 2 years; admitted in 2010	430.00	10.40	4,472.00
	SUB-TOTAL		73.40	47,670.00
	Non-Working Travel (50%)			-\$1,537.50
	TOTAL	\$628.51 (Blended Rate)¹	73.40	\$46,132.50

¹ The blended rate excluding paraprofessionals is \$628.51.

**SUMMARY TABLE OF SERVICES RENDERED DURING TWENTY-FOURTH
MONTHLY FEE PERIOD OF QUINN EMANUEL URQUHART & SULLIVAN, LLP,
SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE DEBTORS**

(MARCH 1, 2011 TO MARCH 31, 2011)

ACTIVITY	HOURS	FEES (\$)
Court Hearings	4.40	3,300.00
Fee Applications	11.90	5,597.00
Litigation	53.00	35,698.00
Non-working travel	4.10	3,075.00
SUB-TOTAL	73.4	\$47,670.00
Non-Working Travel (50%)		- \$1,537.50
TOTAL	73.4	\$46,132.50

SUMMARY BY CATEGORY TYPE OF DISBURSEMENTS BILLED DURING TWENTY-FOURTH MONTHLY FEE PERIOD OF QUINN EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE DEBTORS

**SUMMARY BY CATEGORY TYPE OF DISBURSEMENTS BILLED
(MARCH 1, 2011 TO MARCH 31, 2011)**

Description	Amount (\$)
Document Reproduction	508.06
Investigative fees	105.55
Lit Support and Data Hosting	1,509.78
Local Meals	27.58
Online Research	371.00
Teleconference	111.40
Travel	157.10
Total	\$2,790.47

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FOR THE DISTRICT OF DELAWARE**

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Washington Mutual Inc., *et al.*,¹ : Jointly Administered
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Debtors. : **Objection Date: 6/16/2011 @ 4:00 PM**
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APPLICATION OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP, AS SPECIAL LITIGATION AND CONFLICTS
COUNSEL TO THE DEBTORS FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES
DURING THE PERIOD FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), special litigation and conflicts counsel to the debtors, Washington Mutual Inc. and WMI Investment Corp. (the "Debtors"), hereby submits its application (the "Application") to this Court pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure For United States Bankruptcy Court For the District of Delaware ("Local Rule No. 2016-2"), and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant To Sections 331 and 105(a) of the Bankruptcy Code, entered on October 31, 2008 (the "Compensation Order") (Docket No. 204), seeking (i) interim allowance of compensation of \$46,132.50 for actual, reasonable and necessary

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

professional services rendered, (ii) payment of 80% of such compensation in the amount \$36,906.00 and (iii) interim allowance and payment of \$2,790.47 for 100% of actual, reasonable and necessary expenses incurred during the period from March 1, 2011 through March 31, 2011 (the "Twenty-Fourth Monthly Fee Period"), and represents as follows:

I. INTRODUCTION

A. Background

1. Bankruptcy Filing. On September 26, 2008, (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Jurisdiction. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of the Debtors' chapter 11 cases and this Application is proper under 28 U.S.C. §§ 1408 and 1409. The predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Local Rule No. 2016-2, and the Compensation Order.

B. Retention Of Quinn Emanuel And Billing History

3. On May 18, 2009, the Court authorized Quinn Emanuel's retention as special litigation and conflicts counsel to the Debtors *nunc pro tunc* to April 3, 2009, pursuant to the Order Under 11 U.S.C. 328 And 1103 And Fed. R. Bankr. P. 2014 And 5002 Authorizing Nunc Pro Tunc Retention And Employment Of Quinn Emanuel Urquhart & Sullivan, LLP, As Special Litigation and Conflicts Counsel to the Debtors (the "Retention Order")(Docket No. 1043). The Retention Order authorizes Quinn Emanuel to be compensated pursuant to the procedures set forth in the Bankruptcy

Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and Orders of this Court, including the Compensation Order.

4. This Application is Quinn Emanuel's twenty-fourth monthly application for approval and allowance of compensation and reimbursement for expenses. Quinn Emanuel makes this monthly application for approval and allowance of compensation pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule No. 2016-2, and the Compensation Order. No prior application has been made to this or any other court for the relief requested herein, nor has payment been received by Quinn Emanuel for legal services provided to and on behalf of the Debtors, or for out-of-pocket expenses incurred in connection therewith.

5. Quinn Emanuel has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases.

6. No promises have been received by Quinn Emanuel or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

II. APPLICATION

7. By this Application, Quinn Emanuel is seeking (a) allowance of reasonable compensation for actual and necessary professional services rendered by Quinn Emanuel, as special litigation and conflicts counsel to the Debtors during the Twenty-Fourth Monthly Fee Period, and (b) reimbursement of actual, reasonable and necessary expenses incurred by Quinn Emanuel in connection with such services during the Twenty-Fourth Monthly Fee Period.

8. Specifically, Quinn Emanuel seeks approval of compensation in the amount of \$46,132.50 for legal services rendered on behalf of the Debtors during the Twenty-Fourth Monthly

Fee Period, and \$2,790.47 for reimbursement of all actual, reasonable and necessary expenses incurred in connection with the rendition of such services. The fees sought by this Application reflect an aggregate of 73.4 hours of attorney and other paraprofessional time spent and recorded in performing services for the Debtors during the Twenty-Fourth Monthly Fee Period, at a blended average hourly rate of \$628.51 for both professionals and paraprofessionals. The blended hourly rate for professionals only is \$628.51.

9. Quinn Emanuel rendered to the Debtors all services for which compensation is sought solely in connection with these cases, in furtherance of the duties and functions of the Debtors.

10. Quinn Emanuel maintains written records of the time expended in the rendition of the professional services required by the Debtors. These records are maintained in the ordinary course of Quinn Emanuel's practice. In accordance with Local Rule 2016-2, attached hereto as part of the cover sheet is a billing summary for the Twenty-Fourth Monthly Fee Period, setting forth the name of each attorney and paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar admission, the aggregate of the time expended by each such attorney and paraprofessional, the hourly billing rate for each such attorney and paraprofessional at Quinn Emanuel's current billing rates, and an indication of the individual amounts requested as part of the total amount of compensation requested. Also set forth in the billing summary is additional information indicating whether each attorney is a partner or associate, and how many years each attorney has held such position. The compensation requested by Quinn Emanuel is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

11. Attached hereto as **Exhibit "A"** are time entry records broken down in tenths of an hour by project category, in accordance with the U.S. Trustee Guidelines and Local Rule 2016-2,

setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Debtors.

12. Quinn Emanuel also maintains records of all actual and necessary expenses incurred in connection with the performance of professional services, a summary of which also is attached hereto as part of the cover sheet. The summary lists the amounts and categories of expenses for which reimbursement is sought. Attached hereto as **Exhibit "B"** is a summary of the expenses, including the date the expense was incurred and the charge.

III. SUMMARY OF PROFESSIONAL SERVICES RENDERED

13. To provide an orderly and meaningful summary of the services rendered on behalf of the Debtors by Quinn Emanuel, in accordance with the U.S. Trustee Guidelines, Quinn Emanuel has established the following project billing categories in connection with these cases:

1. Fee Applications
2. Litigation
3. Case Administration
4. Court Hearings
5. Non-Working Travel
6. White Collar Matter

14. The following summary is intended to highlight a number of the services rendered by Quinn Emanuel where Quinn Emanuel expended a considerable number of hours on behalf of the Debtors. It is not meant to be a detailed description of all of the work performed by Quinn Emanuel during the Twenty-Fourth Monthly Fee Period. Detailed descriptions of the day-to-day services provided by Quinn Emanuel and the time expended performing such services in each project billing category are fully set forth in **Exhibit A** hereto. Such detailed descriptions show that Quinn Emanuel was heavily involved in the performance of services for the Debtors on a daily basis, including late night/early morning and weekend work, often under extreme time pressure to meet the needs of the Debtors in these cases.

A. Litigation: (Total Hours 53.00; Total Fees: \$35,698.00)

15. On September 26, 2008, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Quinn Emanuel attorneys became involved as special litigation and conflicts counsel to the Debtors on May 18, 2009. Quinn Emanuel attorneys are involved in various aspects of the cases, including the main chapter 11 bankruptcy cases, pending adversary proceedings, and other litigations. While Weil Gotshal & Manges, LLP ("WGM") continues to function as the Debtors' primary bankruptcy counsel, where it furthers the interests of economy and efficiency, Quinn Emanuel has assisted on issues that overlap with issues raised in the various litigations that Quinn Emanuel was retained to act as lead counsel.

16. During the Twenty-Fourth Monthly Fee Period, Quinn Emanuel attorneys, among other things, spent time: (i) communicating with the Debtors, including its board of directors, and other stakeholders in the Debtors' estates regarding litigation and plan confirmation strategy; (ii) responding to various litigation matters, including motions to reconsider prior rulings concerning the global settlement agreement and the resolution of certain adversary proceedings; (iii) reviewing certain objections to the revised disclosure statement and/or amended plan; (iv) preparing and presenting oral argument at the March 9, 2011 omnibus hearing; and (v) preparing for mediation in connection with an appeal of a contested matter concerning the Debtors' privileges.

17. In view of the pending resolution of certain adversary proceedings in connection with the court's ruling that the proposed global settlement is fair and reasonable, Quinn Emanuel has suspended its review of documents that had been relevant to the litigation and plan confirmation.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

18. The factors to be considered in awarding attorneys' fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), cert. denied,

431 U.S. 904, which standards have been adopted by most courts. See, e.g., In re Lan Assoc., 192 F.3d 109, 123 n.8 (3d. Cir. 1999) (suggesting First Colonial factors apply to § 330 compensation requests); In re Busy Beaver Building Centers, Inc., 19 F.3d 833, 850 (3d Cir. 1994). Quinn Emanuel respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

- (1) The Time and Labor Required. The professional services rendered by Quinn Emanuel on behalf of the Debtors has required the continuous expenditure of substantial time and effort, under time pressures which routinely required the performance of services into the late evening/early morning and weekends. The services rendered required a high degree of professional competence and expertise.
- (2) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of the Chapter 11 Cases, and it can be anticipated that other such issues will be encountered. In these cases, as in many others in which the firm is involved, Quinn Emanuel's advocacy and methodology have helped clarify and resolve difficult issues.
- (3) The Skill Requisite to Perform the Legal Services Properly. Quinn Emanuel believes that its recognized expertise in the area of bankruptcy related litigation and its methodology employed in these cases is beneficial to the Debtors.
- (4) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. The matters in which Quinn Emanuel's bankruptcy litigation practice group are involved need attention on a continuous basis and require many of Quinn Emanuel's attorneys to commit significant portions of their time to these cases.
- (5) The Customary Fee. The compensation sought herein is based upon Quinn Emanuel's normal hourly rates for services of this kind. Quinn Emanuel respectfully submits that the compensation sought herein is not unusual given the magnitude and complexity of these cases and the time dedicated to the representation of the Debtors. Such compensation is commensurate with fees charged by other attorneys of comparable experience.
- (6) Whether the Fee is Fixed or Contingent. Quinn Emanuel charges customary hourly rates for the time expended by its attorneys and paraprofessionals in representing the Debtors and Quinn Emanuel's fee is not outcome dependent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.
- (7) Time Limitation Imposed by Client or Other Circumstances. As stated above, Quinn Emanuel has been required to attend to various issues as they have arisen in these

cases. Quinn Emanuel has had to routinely perform those services under significant time constraints requiring attorneys and other professionals assigned to these cases to work late evenings/early mornings, and on the weekends.

- (8) The Amount Involved and Results Obtained. The amount of time spent on various tasks has been judicious, and Quinn Emanuel believes that its efforts are benefiting the Debtors.
- (9) The Experience, Reputation and Ability of the Attorneys. Quinn Emanuel's attorneys involved in this representation have played a major role in numerous complex restructurings including, for example, the chapter 11 cases of SemGroup, L.P. et al., Solutia Inc. et al., Refco Inc., et al., and Enron Corp., et al. Quinn Emanuel's experience enables it to perform the services described herein competently and expeditiously.
- (10) The "Undesirability" of the Case. Although not undesirable, these cases have required a significant commitment of time from several of Quinn Emanuel's attorneys and other professionals.
- (11) Nature and Length of Professional Relationship. Quinn Emanuel was selected as special litigation and conflicts counsel to the Debtors on April 3, 2009, and was retained *nunc pro tunc* to that date pursuant to an order of this Court dated May 19, 2009.

V. ALLOWANCE OF COMPENSATION

19. The professional services rendered by Quinn Emanuel have required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and action by the Debtors could be addressed with skill and dispatch. It is respectfully submitted that the services rendered to the Debtors were performed efficiently, effectively and economically, and the actions taken to date have been in furtherance of the Debtors' interests.

20. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. This Court has authorized the filing of this Application in the Compensation Order.

21. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person: "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

[i]n determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including -

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a) (3) (A).

22. The congressional policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. See In re Busy Beaver Building Centers, Inc., 19 F.3d 833, 850 (3d Cir. 1994) ("Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts") (citation and internal quotation marks omitted).

23. The total time spent by Quinn Emanuel attorneys and paraprofessionals during the Twenty-Fourth Monthly Fee Period was 73.4 hours, which services have a fair market value of

\$46,132.50. As shown by this Application and supporting exhibits, Quinn Emanuel spent its time economically and without unnecessary duplication of time (or duplication of the efforts of the Debtors' other retained professionals). In addition, the work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

VI. EXPENSES

24. Quinn Emanuel has expended the total amount \$2,790.47 in actual, reasonable and necessary expenses in connection with representing the Debtors during the Twenty-Fourth Monthly Fee Period. Quinn Emanuel maintains records of all actual and necessary expenses incurred in connection with the performance of professional services. A breakdown of expenses, including the date the expense was incurred and the charge, is annexed hereto as **Exhibit "B."**

25. In connection with the reimbursement of actual, reasonable and necessary expenses, it is Quinn Emanuel's policy to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to Quinn Emanuel's clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, document word-processing charges, photocopying charges, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses particularly attributable to an individual client or cases such as secretarial and other overtime.

26. Quinn Emanuel charges the Debtors' estates for these expenses at rates consistent with those charged to Quinn Emanuel's other bankruptcy clients, which rates are equal to or less than the rates charged by Quinn Emanuel to its non-bankruptcy clients. Quinn Emanuel seeks reimbursement from the estate at the following rates for the following expenses: (a) ten cents per page for photocopying; and (b) one dollar per page for out-going facsimiles. In accordance with section 330

of the Bankruptcy Code and with the U.S. Trustee Guidelines, Quinn Emanuel will seek reimbursement only for the actual cost of such expenses to Quinn Emanuel.

27. In providing or obtaining from third parties services which are reimbursable by clients, Quinn Emanuel does not include in such reimbursable amount any costs of investment, equipment or capital outlay, except that the reimbursable cost of photocopying and faxes includes a factor for the cost of equipment.

28. Quinn Emanuel regularly charges its non-bankruptcy clients for ordinary business hour fees and expenses for secretarial, library, word processing, and other staff services because such items are not included in the firm's overhead for the purpose of setting the billing rates. Quinn Emanuel has incurred, but has not charged, the Debtors' estate for any word processing or secretarial overtime charges.

29. Attorneys at Quinn Emanuel have not incurred expenses for luxury accommodations, deluxe meals or air travel in excess of coach fares. Throughout the Twenty-Fourth Monthly Fee Period, Quinn Emanuel has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estate.

VII. NOTICE

30. Notice of this Application has been given to the following in accordance with the Compensation Order: (a) the United States Trustee, (b) the Debtors, and (c) the Creditors' Committee. In addition, all parties eligible to receive electronic notice will receive notice of this Application. Quinn Emanuel submits that no further notice need be given in accordance with the Compensation Order.

VIII. CONCLUSION

WHEREFORE, Quinn Emanuel respectfully requests an award of compensation for professional services rendered as special litigation and conflicts counsel during the Twenty-Fourth Monthly Fee Period in the amount of \$46,132.50, together with reimbursement of \$2,790.47 for all actual, reasonable and necessary expenses incurred, and such other and further relief as is just.

Dated: Wilmington, Delaware
May 27, 2011

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**



By _____

Susheel Kirpalani

51 Madison Avenue, 22nd Floor
New York, New York 10010
Telephone: (212) 849-7000
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11
: Case No. 08-12229 (MFW)
WASHINGTON MUTUAL, INC., et al., : Jointly Administered
: :
Debtor. : :
: :
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CERTIFICATION OF SUSHEEL KIRPALANI

Susheel Kirpalani, an attorney-at-law, duly admitted in good standing to practice in the State of New York hereby certifies that:

1. I am partner in the firm of Quinn Emanuel Urquhart & Sullivan, LLP ("**Quinn Emanuel**"), and I am duly authorized to make this Certification on behalf of Quinn Emanuel. Quinn Emanuel was retained as special litigation and conflicts counsel to Washington Mutual, Inc. and its affiliated debtor pursuant to an order of the Court. This certification is made in support of Quinn Emanuel's Twenty-Fourth Monthly Application For Interim Allowance Of Compensation For Services Rendered And For Reimbursement Of Expenses During The Period From March 1, 2011 Through March 31, 2011 (the "**Application**"), and in compliance with Local Rule 2016-2 of this Court (the "**Rule**"), and with the United States Trustee's Guidelines for Review Of Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "**Guidelines**").

2. I have read the Application and I certify that the Application substantially complies with the Rule and the Guidelines.

Dated:
May 27, 2011

Quinn Emanuel Urquhart & Sullivan, LLP



Susheel Kirpalani
51 Madison Avenue, 22nd Floor
New York, NY 10010
(212) 849 - 7000

EXHIBIT A

WMI 01 Fee Applications

Date	Init.	Description	Hours	Fees (\$)
03/10/11	JLB	Review February 2011 pre-bill (.8); finalize 21st monthly fee application (.7); prepare 22nd monthly fee application (5.3).	6.80	2,924.00
03/11/11	JLB	Prepare 22nd monthly fee application.	1.50	645.00
03/12/11	BF1	Review December and January fee applications.	1.50	1,125.00
03/14/11	JLB	Finalize 22nd monthly fee application (1.5); review draft interim fee application (.6).	2.10	903.00
SUBTOTAL			11.90	5,597.00

02 Litigation

Date	Init.	Description	Hours	Fees (\$)
03/01/11	BF1	C.C. w/ C. Smith, B. Kosturos, J. Goulding, B. Rosen, A. Stochak, R. Johnson, S. Simms re LTW litigation strategy (.6); t.c. w/ B. Rosen re Prevor reply (.3); review Prevor reply (.5).	1.40	1,050.00
03/02/11	BF1	Review draft FDIC stay relief motion re Tower insurance.	0.60	450.00
03/02/11	PC	Review FDIC draft of motion for relief from stay.	0.20	199.00
03/03/11	BF1	Draft opposition to Prevor motion to reconsider talking points.	2.50	1,875.00
03/04/11	BF1	Review opposition to E.C. motion for leave to appeal.	0.50	375.00
03/04/11	PC	Review objection to confirmation plan.	0.10	99.50
03/07/11	PC	Telephone call C. Smith regarding FDIC insurance claims (0.2); review hearing agenda (0.1).	0.30	298.50
03/08/11	BF1	Prep for 3/9 oral argument at omnibus hearing.	2.10	1,575.00
03/08/11	PC	Objection to disclosure statement from Broadbill.	0.10	99.50

03/10/11	PC	Review articles regarding confirmation hearing (0.1); review securities plaintiffs objection to plan (0.1).	0.20	199.00
03/12/11	BF1	Review certain DS objections (1.9); c.c. w/ D. Elsborg. C. Smith re same (.5).	2.40	1,800.00
03/12/11	DLE	Teleconf. C. Smith re arguments raised in briefs objecting to Disclosure Statement.	0.50	415.00
03/13/11	BF1	Review LTW opinion and claims.	1.60	1,200.00
03/14/11	BF1	Review LTW claims strengths and weaknesses for C. Smith (6.4); t.c. w/ J. Goulding re liquidation analysis (.4); t.c. w/ J. Goulding re budget for litigation trust (.4); review draft disclosure statement response (1.4).	8.60	6,450.00
03/15/11	BF1	Comment upon draft disclosure statement omnibus response for C. Smith.	2.50	1,875.00
03/16/11	BF1	Review sale of securities issue and t.c. w/ C. Smith re same.	0.60	450.00
03/17/11	BF1	Draft extension to STB tolling agreement and trade comments with P. Pantaleo (.9); review and incorporate STB comments to same (1.3).	2.20	1,650.00
03/17/11	BF1	Review EC discovery requests.	0.70	525.00
03/17/11	PC	Review agenda and revised plans for submissions at Omnibus hearing (.3); article regarding FDIC suit (.1).	0.40	398.00
03/18/11	PC	Review FDIC complaint against Killinger/Rotella.	0.30	298.50
03/21/11	BF1	Revise LTW claims assessment.	0.90	675.00
03/21/11	PC	Review hearing agenda (0.1); news reports regarding hearing on plan submission (0.1).	0.20	199.00
03/22/11	BF1	Confer w/ C. Smith re LTW adversary proceeding.	1.10	825.00
03/22/11	OMU	Review Debtors' pleadings re: Hoffman (2.1); draft designation (.4); review docket for Hoffman pleadings (1.4); review all Hoffman pleadings (3.1); add pleadings to designation (.8).	7.80	3,588.00
03/23/11	OMU	Revise designation of record on appeal.	2.20	1,012.00

03/24/11	BF1	Review designation of times for the appellate record re Hoffman SH appeal (.5); c.c. w/ B. Sullivan, O. Urbieta re Hoffman appeal (.3); o.c. w/ O. Urbieta re same (.5); t.c. w/ T. Roberts re same (.2); review appeal papers (.4).	1.90	1,425.00
03/24/11	OMU	Review docket for hearing (4.8); call w/ B. Finestone and mediator re: Hoffman appeal (.5); revise designation (.4); email re: same (.1).	5.80	2,668.00
03/25/11	BF1	Review motion to compel in LTW adversary proceeding.	0.50	375.00
03/29/11	BF1	Review C. Smith tolling agreement (.7); review Schelker objection to plan confirmation (.3); review Second Modification of Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code (.5); review A. Iverson plan objection (.6).	2.10	1,575.00
03/29/11	PC	E-mails regarding deposition schedule.	0.20	199.00
03/30/11	BF1	Review draft motion to dismiss LTW claims for C. Smith (1.0); research fiduciary duties owed warrant holders (.9); draft insert for motion to dismiss (.6).	2.50	1,875.00
SUBTOTAL			53.00	35,698.00

WMI04 Court Hearings

Date	Init.	Description	Hours	Fees (\$)
03/09/11	BF1	Attend 3/9 omnibus hearing.	0.80	600.00
03/21/11	BF1	Attend disclosure statement hearing telephonically.	3.60	2,700.00
SUBTOTAL			4.40	3,300.00

WMI05 Non-Working Travel

03/09/11	BF1	Travel to and from 3/9 omnibus hearing.	4.10	3,075.00
SUBTOTAL			4.10	3,075.00

EXHIBIT B

Date Posted	Description	Pages/Minutes	Amount (\$)
2/1/2011	Teleconference	18	0.63
2/1/2011	Teleconference	389	13.71
2/15/2011	Document Reproduction	1	0.10
3/2/2011	Document Reproduction	11	1.10
3/3/2011	Local meals - JEFFREY BENNER -01/21/11		8.87
3/4/2011	Document Reproduction	3	0.30
3/7/2011	Document Reproduction	11	1.10
3/8/2011	Document Reproduction	8	0.80
3/8/2011	Document Reproduction	16	1.60
3/8/2011	Document Reproduction	1	0.10
3/10/2011	Document Reproduction	12	1.20
3/10/2011	Document Reproduction	12	1.20
3/10/2011	Document Reproduction	42	4.20
3/10/2011	Document Reproduction	25	2.50
3/10/2011	Document Reproduction	17	1.70
3/11/2011	Document Reproduction	9	0.90
3/13/2011	Document Reproduction	12	1.20
3/13/2011	Document Reproduction	6	0.60
3/13/2011	Document Reproduction	9	0.90
3/13/2011	Document Reproduction	9	0.90
3/14/2011	Document Reproduction	69	6.90
3/14/2011	Document Reproduction	33	3.30

Date Posted	Description	Pages/Minutes	Amount (\$)
3/14/2011	Document Reproduction	45	4.50
3/14/2011	Document Reproduction	42	4.20
3/14/2011	Document Reproduction	28	2.80
3/14/2011	Document Reproduction	16	1.60
3/14/2011	Document Reproduction	4	0.40
3/17/2011	Document Reproduction	2	0.20
3/18/2011	Document Reproduction	32	3.20
3/18/2011	Investigative fees - CKM LEGAL RESEARCH INC. - 01/15/09		105.55
3/21/2011	Local meals - ROBERT WAGNER - 02/02/11		18.71
3/21/2011	Document Reproduction	4	0.40
3/21/2011	Document Reproduction	10	1.00
3/21/2011	Document Reproduction	5	0.50
3/21/2011	Document Reproduction	2	0.20
3/21/2011	Document Reproduction	3	0.30
3/21/2011	Local travel - ELITE LIMOUSINE PLUS, INC. - 02/24/11 JEFFREY BENNER		102.00
3/21/2011	Document Reproduction	10	1.00
3/23/2011	Telephone - Peter Calamari - 01/08/11		32.06
3/23/2011	Court Conference Fee - BEN FINESTONE -01/31/11		65.00
3/23/2011	Travel - BEN FINESTONE -02/08/11 AMTRAK TICKET EXCHANGE FEE		47.00
3/23/2011	Taxi - BEN FINESTONE -02/08/11		8.10
3/24/2011	Document Reproduction	2674	267.40

Date Posted	Description	Pages/Minutes	Amount (\$)
3/24/2011	Off-site document services		16.71
3/24/2011	Off-site document services		103.60
3/24/2011	Off-site document services		59.65
3/25/2011	Document Reproduction	13	1.30
3/28/2011	Document Reproduction	2	0.20
3/28/2011	Document Reproduction	2	0.20
3/29/2011	Document Reproduction	28	2.80
3/29/2011	Document Reproduction	4	0.40
3/30/2011	Data Hosting		1120.00
3/30/2011	Document Reproduction	19	1.90
3/30/2011	Document Reproduction	17	1.70
3/30/2011	Document Reproduction	2	0.20
3/30/2011	IConnect Licensing Fees		388.68
3/30/2011	Document Reproduction	14	1.40
3/31/2011	Document Reproduction	2	0.20
3/31/2011	Document Reproduction	3	0.30
3/31/2011	Document Reproduction	3	0.30
3/31/2011	Online Research		371.00
TOTAL			2,790.47

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

-----X
In re: : Chapter 11
: Case No. 08-12229 (MFW)
Washington Mutual Inc., *et al.*,¹ : Jointly Administered
: :
Debtors. : **Objection Date: 6/16/2011 @ 4:00 PM**
: **Hearing Date: Only if Objections Filed**
-----X

**NOTICE OF TWENTY-FOURTH MONTHLY APPLICATION OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP,
AS SPECIAL LITIGATION AND CONFLICTS COUNSEL TO THE
DEBTORS FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES DURING
THE PERIOD FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

TO: The Notice Parties as defined in the Amended Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Amended Interim Compensation Order”) (Docket No. 302). Parties receiving notice in the above-captioned matter pursuant to Rule 2002(a)(6) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) shall receive this Notice only.

PLEASE TAKE NOTICE that Quinn Emanuel Urquhart & Sullivan, LLP, Special Litigation and Conflicts Counsel to Debtors Washington Mutual, Inc. in the above-captioned cases, has filed the **Twenty-Fourth Monthly Application of Quinn Emanuel Urquhart & Sullivan, LLP, as Special Litigation and Conflicts Counsel to the Debtors for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period from March 1, 2011 through March 31, 2011** (the “Application”). The Application seeks the allowance of fees in the amount of **\$46,132.50 (80%, \$36,906.00)** and expenses in the amount of **\$2,790.47** for the period **March 1, 2011 through and including March 31, 2011** and payment of 80% of fees in the amount of \$36,906.00 and 100% of the expenses in the amount of \$2,790.47 pursuant to the Amended Interim Compensation Order. The Application has been filed and served on the Notice Parties pursuant to the Amended Interim Compensation Order. Notice of the Application has been filed and served on all parties requesting notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that Objections of the Notice Parties, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before June 16, 2011 at 4:00 p.m. (prevailing Eastern Time)**.

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

PLEASE TAKE FURTHER NOTICE that the Notice Parties must also serve a copy of the objection upon the following parties so that the objection is **received no later than 4:00 p.m. (prevailing Eastern Time) on June 16, 2011:**

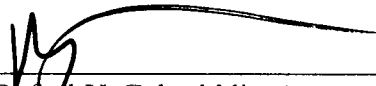
(i) the Debtors, Washington Mutual, Inc., 1301 Second Avenue, Seattle, Washington 98101; (ii) counsel to the Debtors, (a) Weil, Gotshal & Manges, LLP, 767 Sixth Avenue, New York, NY 10153 (Attention: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attention: Mark D. Collins, Esq.); (iii) the Office of the United States Trustee, 844 King St., Suite 2207, Lockbox 35, Wilmington, DE 19801; (iv) counsel to the Official Committee of Unsecured Creditors, Pepper Hamilton, LLP, Hercules Plaza, Suite 5100, 1313 North Market Street, Wilmington, DE 19899 (Attention: Evelyn J. Meltzer, Esq., David M. Fournier, Esq., David B. Stratton, Esq., James Carignan, Esq. and Leigh-Anne M. Raport, Esq.); and (iv) special litigation and conflicts counsel for the Debtors, (a) Quinn Emanuel Urquhart Oliver & Hedges, LLP, 51 Madison Avenue, 22nd Floor, New York, NY 10010 (Attention: Susheel Kirpalani) and (b) Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, DE 19801 (Attention: Rafael X. Zahralddin-Aravena).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED FEES AND ONE HUNDRED (100%) OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE PURSUANT TO THE INTERIM COMPENSATION ORDER, WILL A HEARING BE HELD ON THE APPLICATION.

Dated: May 27, 2011
Wilmington, Delaware

ELLIOTT GREENLEAF



Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
Shelley A. Kinsella (DE Bar No. 4023)
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*Special Litigation and Conflicts Counsel for
the Debtors*

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

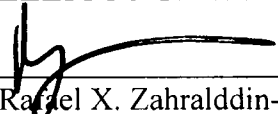
-----x	Chapter 11
In re:	:
	:
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹	: Case No. 08-12229 (MFW)
	: Jointly Administered
	:
Debtors.	:
-----x	

**CERTIFICATE OF SERVICE REGARDING
TWENTY-FOURTH MONTHLY APPLICATION OF QUINN EMANUEL
URQUHART & SULLIVAN, LLP, AS SPECIAL LITIGATION
AND CONFLICTS COUNSEL TO THE DEBTORS FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES DURING THE PERIOD
FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

I, Rafael X. Zahralddin-Aravena, Esquire, Delaware special litigation counsel to Washington Mutual, Inc., hereby certify that I caused a complete copy of the Twenty-Fourth Monthly Application of Quinn Emanuel Urquhart & Sullivan, LLP, as Special Litigation and Conflicts Counsel to the Debtors for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period from March 1, 2011 through March 31, 2011 to be served on the Notice Parties as defined in the Amended Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Amended Interim Compensation Order”) (Docket No. 302) on May 27, 2011 via hand delivery on all local parties and via U.S. First Class Mail. A copy of the Notice only will be served on the 2002 list.

Dated: May 27, 2011
Wilmington, Delaware

ELLIOTT GREENLEAF



Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
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*Delaware Special Litigation and Conflicts
Counsel to the Debtors*

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395). The Debtors continue to share their principal offices with the employees of JPMorgan Chase located at 1301 Second Avenue, Seattle, Washington 98101.

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