

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

In re:)	Chapter 11
)	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹)	Case No. 08-12229 (MFW)
)	
Debtors.)	(Jointly Administered)
)	
)	Related Docket No. 7497
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF BDO USA, LLP AS TAX ADVISOR TO
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
OF WASHINGTON MUTUAL, INC., ET AL. NUNC PRO TUNC TO APRIL 18, 2011**

Upon consideration of the application dated May 16, 2011 (the "Application")² of the Official Committee of Equity Security Holders of the above-captioned debtors and debtors in possession (the "Equity Committee"), for an order authorizing the Equity Committee to retain and employ BDO USA, LLP ("BDO") as its tax advisor *nunc pro tunc* to April 18, 2011 pursuant to Sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, in accordance with the terms and conditions of the Engagement Letter, a copy of which is attached to the BDO Declaration as Exhibit 1; and upon consideration of the BDO Declaration filed in support thereof; and the Court being satisfied based upon the representations made in the Application and the BDO Declaration that BDO represents no interest adverse to the Equity Committee or the Debtors' equity security holders with respect to matters upon which BDO is to be engaged, that BDO is a "disinterested person" as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that BDO's

¹ 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.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.



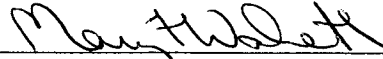
employment is necessary and is in the best interests of the Equity Committee and the Debtors' equity security holders; and due and adequate notice of the Application having been given; and it appearing that no further or other notice is required; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Application is hereby **GRANTED**.
2. In accordance with Sections 328 and 1103 of the Bankruptcy Code, the Equity Committee is hereby authorized to retain and employ BDO as its tax advisor on the terms and conditions set forth in the Engagement Letter (which is hereby approved) *nunc pro tunc* to April 18, 2011.
3. To the extent BDO assigns its rights to perform a portion of the services as set forth in paragraph 15 of Attachment A to the Engagement Letter, such assignee will file an affidavit of disinterestedness before it may receive payment for services performed.
4. Any limitation on liability or any amounts to be contributed by the parties to the Engagement Letter under the terms of the Engagement Letter shall be eliminated. Notwithstanding the foregoing, BDO reserves the right to seek a determination on limitation of liability or any amounts to be contributed by the parties to the Engagement Letter by application to the Bankruptcy Court.
5. BDO shall be entitled to an allowance of compensation and reimbursement of expenses upon the filing and approval of interim and final applications pursuant to the Bankruptcy Code, Bankruptcy Rules, the Local Rules and such other Orders as the Court may direct.
6. The Equity Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

7. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware

June 6, 2011



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT