

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

In re:	)	Chapter 11
	)	
WASHINGTON MUTUAL, INC., <i>et al.</i> ,	)	Case No. 08-12229 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	
	)	<b>Objection Deadline: July 11, 2011 at 4:00 p.m.</b>
	)	<b>Hearing Date: TBD if necessary</b>
	)	

**SUMMARY OF FOURTEENTH MONTHLY APPLICATION OF  
SUSMAN GODFREY L.L.P.,  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS OF WASHINGTON MUTUAL, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD OF  
MAY 1, 2011 THROUGH MAY 31, 2011**

Name of Applicant:	Susman Godfrey L.L.P.
Authorized to Provide Professional Services to:	Co-Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al.
Date of Retention:	May 7, 2010 effective as of April 16, 2010
Period for which compensation and reimbursement is sought:	May 1, 2011 through May 31, 2011
Amount of compensation sought as actual, reasonable and necessary:	\$151,297.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$11,369.02
This is a: Monthly <u>  x  </u> Interim _____ Final _____ Fee Application.	

The compensation sought in this Fourteenth Monthly Application in connection with preparing this application is \$0. Susman Godfrey's time and requested compensation in preparing this Fourteenth Monthly Application will appear on a subsequent application.



If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
5/29/2010	April 16-30, 2010	128,977.50	1,419.49	103,182.00	1,419.49
7/2/2010	May 1-30, 2010	196,380.00	3,368.84	157,104.00	3,368.84
8/20/2010	June 1-30, 2010	258,010.00	8,970.80	206,408.00	8,970.80
8/27/2010	July 1-31, 2010	218,890.50	11,649.78	175,112.40	11,649.78
9/27/2010	August 1-30, 2010	58,605.00	2,439.13	46,884.00	2,439.13
11/1/2010	September 1-30, 2010	69,870.00	23,670.48	55,896.00	23,670.48
11/22/2010	October 1-31, 2010	77,889.50	14,597.60	62,311.60	14,597.60
12/23/2010	November 1-30, 2010	169,330.00	7,137.48	135,440.00	7,137.48
1/31/2011	December 1-31, 2010	126,898.00	18,273.96	101,518.40	18,273.96
2/28/2011	January 1-30, 2011	60,695.00	11,345.95	57,632.75	11,345.95
3/30/2011	February 1-28, 2011	60,266.50	8,350.58	48,213.20	8,350.58
4/30/2011	March 1-31, 2011	48,972.50	647.27	39,178.00	647.27
5/27/2011	April 1-30, 2011	86,865.00	4,495.85	69,492.00	4,495.85

**SUMMARY OF PROFESSIONALS**

<u>Name</u>	<u>Position</u>	<u>Hourly Rate</u>	<u>Hours</u>	<u>Value</u>
Stephen D. Susman (SSUS)	Partner 27+ years	\$1,100.00	16.50	18,150.00
Edgar G. Sargent (ESAR)	Partner 9+ years	\$500.00	165.00	82,500.00
Justin A. Nelson (JNEL)	Partner 7+ years	\$525.00	10.50	5,512.50
Lindsey N. Godfrey (LNGO)	Associate 6+ years	\$450.00	2.80	12.60
Seth Ard (SARD)	Associate 1+ years	\$300.00	144.00	43,200.00
Rose C. Dolan (RDOLAN)	Paralegal 15+ years	\$250.00	2.70	675.00
<b>Totals/Average Hourly Rate</b>		<b>Blended Rate: 443.03</b>	<b>341.50</b>	<b>151,297.50</b>

**SCHEDULE OF COMPENSATION BY PROJECT CATEGORY**

<u>TASK</u>	<u>HOURS</u>	<u>FEES</u>
Case Administration	0.80	200.00
Litigation	150.40	61,407.50
Plan and Disclosure Statement	163.00	81,500.00
Committee Administration	27.30	8,190.00
<b>GRAND TOTAL</b>	<b><u>341.50</u></b>	<b><u>151,297.50</u></b>

**SCHEDULE OF EXPENSES**

Category of Expenses	Amount
Hotel & Travel Expense	6,885.06
Photocopy Reproduction Charges (\$.10 pp)	100.00
Research	415.97
Long Distance	120.98
Messenger Delivery	135.11
Deposition	3,711.90
<b>Total</b>	<b>11,369.02</b>

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

In re: ) Chapter 11  
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WASHINGTON MUTUAL, INC., *et al.*, ) Case No. 08-12229 (MFW)  
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Debtors. ) Jointly Administered  
)  
) **Objection Deadline: July 11, 2011 at 4:00 p.m.**  
) **Hearing Date: TBD if necessary**  
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**FOURTEENTH MONTHLY APPLICATION OF SUSMAN GODFREY L.L.P.,  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS OF WASHINGTON MUTUAL, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD OF  
MAY 1, 2011 THROUGH MAY 31, 2011**

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 30, 2008 [Docket No. 204] (the “Original Administrative Order”) and the *Revised Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated November 14, 2008 [Docket No. 302] (the “Revised Administrative Order” and together with the Original Administrative Order, the “Administrative Order”), the law firm of Susman Godfrey L.L.P.. (“Susman Godfrey”) hereby submits this twelfth monthly application (“Fourteenth Monthly Application”) for compensation of professional legal services rendered as counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. (the “Equity Committee”) seeking approval and payment of professional fees in the amount of \$121,038.00 (80% of \$151,297.50) together with reimbursement of Susman Godfrey’s actual and necessary expenses incurred in the amount of \$11,369.02 for the period commencing May 1, 2011 through

and including May 31, 2011 (the "Compensation Period"). In support of this Fourteenth Monthly Application, Susman Godfrey respectfully represents as follows:

## **I. JURISDICTION**

1. This Court has jurisdiction over this matter pursuant to the provisions of 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicates for the relief sought herein are Section 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014.

## **II. BACKGROUND**

2. On September 26, 2008 (the "Petition Date"), the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On October 3, 2008, the Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b) for procedural purposes only.

3. From the Petition Date through the date of this Fourteenth Monthly Application, the Debtors have remained in possession of their respective properties and estates and continue to operate and manage their respective businesses, as debtors-in-possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 11, 2010, the United States Trustee appointed the Equity Committee [Docket No. 2130]. On August 3, 2010, the United States Trustee filed the First Amended Notice of Appointment of Committee of Equity Security Holders [Docket No. 5206]. On November 2, 2010, the United States Trustee filed the Second Amended Notice of Appointment of Committee of Equity Security Holders [Docket No. 5743]. On February 15, 2011, the United States Trustee filed the Third Amended Notice of Appointment of Committee of Equity Security Holders

[Docket No. 6737]. On February 25, 2011, the United States Trustee filed the Fourth Amended Notice of Appointment of Committee of Equity Security Holders [Docket No. 6796]. On April 20, 2011, the United States Trustee filed the Fifth Amended Notice of Appointment of Committee of Equity Security Holders [Docket No. 7168]. On May 6, 2011, the United States Trustee filed the Sixth Amended Notice of Appointment of Committee of Equity Security Holders [Docket No. 7392].

5. On July 28, 2010, the Court approved the appointment of Joshua R. Hochberg, Esquire as Examiner (the “Examiner”) in these chapter 11 cases [Docket No. 5162]. On November 1, 2010, the Examiner filed his final report [Docket No. 5735].

6. On April 21, 2010, the parties filed a Notice of Substitution of Counsel [Docket No. 3553] whereby Dewey LeBoeuf LLP withdrew its appearance as counsel to the Equity Committee, and Susman Godfrey entered its appearance as proposed counsel to the Equity Committee, effective April 16, 2010.

7. On May 7, 2010, the Equity Committee filed the *Application for an Order Pursuant to 11 U.S.C. §§ 328, 330 and 1103 and Fed. R. Bankr. P. 2014 Authorizing the Retention and Employment of Susman Godfrey, L.L.P. as Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to April 16, 2010* [Docket No. 3681] (the “Employment Application”). On May 19, 2010, the Court entered an order authorizing the employment of Susman Godfrey as counsel to the Equity Committee, effective as April 16, 2010 [Docket No. 3913].

8. Pursuant to the Administrative Order, each Professional may file on or following the 15<sup>th</sup> day of each calendar month a Monthly Fee Application (as defined in the Administrative

Order) seeking interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month. If no objections are raised prior to the expiration of the applicable Objection Deadline (as defined in the Administrative Order), the Debtors are authorized to pay each Professional an amount equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application or (ii) 80% of the fees and 100% of the expenses not subject to an objection.

### **III. RELIEF REQUESTED**

9. Through this Fourteenth Monthly Application, in accordance with the Administrative Order, Susman Godfrey seeks interim allowance of \$151,297.50 and payment of \$121,038.00 (80% of \$151,297.50) in fees for services rendered on behalf of the Equity Committee during the Compensation Period, and reimbursement of \$11,369.02 in reasonable and necessary expenses incurred during the Compensation Period. Thus, Susman Godfrey seeks interim allowance of fees and expenses during the Compensation Period in the total amount of 162,666.52 and payment of \$132,407.02 (\$121,038.00 in fees plus \$11,369.02 in expenses).

10. Susman Godfrey has received no payment and no promises for payment from any source other than the Equity Committee for services rendered during the Compensation Period in connection with the Debtors' cases. There exists no agreement or understanding between Susman Godfrey and any other person for the sharing of any compensation to be received for services rendered by Susman Godfrey in the Debtors' cases.

11. All services for which compensation is requested by Susman Godfrey pursuant to this Application were performed for or on behalf of the Equity Committee in these cases.

12. This is Susman Godfrey's Fourteenth Monthly Application.



#### IV. SUMMARY OF SERVICES RENDERED

13. Susman Godfrey has maintained detailed records of the time spent in the rendition of professional services to the Equity Committee during the Compensation Period. Attached hereto as Exhibit A and incorporated herein by reference is a true and correct copy of the monthly billing statement prepared for the services rendered in these cases by Susman Godfrey (the "Billing Statement"). The Billing Statement is in the same form regularly used by Susman Godfrey to bill its clients for services rendered and includes the date that the services were rendered, a detailed, contemporaneous narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service.

14. As set forth in Exhibit A, Susman Godfrey rendered 341.50 hours of professional services during the Compensation Period, resulting in legal fees totaling \$151,297.50 and incurred associated reasonable and necessary expenses totaling \$11,369.02. The total value of the services rendered by Susman Godfrey is shown in the Summary section of this Fourteenth Monthly Application.

15. Set forth below are the rates for the expenses incurred by Susman Godfrey for which reimbursement is requested pursuant to this Fourteenth Monthly Application, as well as the basis for such rates for the identified expense items:

a) Copy charges: Susman Godfrey charges \$0.10 cents per page for copies and such charge is based on an analysis of the cost to Susman Godfrey to make a copy;

b) Computer research charges: Susman Godfrey passes through on an exact cost basis all computer-assisted research charges; and

c) Out-going facsimile charges: Susman Godfrey charges \$0.50 for each page. These charges are based on an analysis of the cost to Susman Godfrey to send facsimile transmissions. Susman Godfrey does not pass through to its client's expenses or charges related to incoming facsimile transmissions.

Attached hereto as Exhibit A and incorporated herein by reference is a summary by category of the expenses incurred by Susman Godfrey for which reimbursement is requested. Further supporting documentation is available upon request.

16. The general areas in which Susman Godfrey has rendered professional services to the Equity Committee during the Compensation Period may be broadly characterized as follows:

- a. providing legal advice regarding the rules and practices of this Court applicable to the Equity Committee's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;
- b. preparing and reviewing applications, motions, complaints, answers, orders, agreements and other legal papers filed on behalf of the Equity Committee for compliance with the rules and practices of this Court;
- c. appearing in Court to present necessary motions, applications and pleadings and otherwise protecting the interests of the Equity Committee and unsecured creditors of the Debtors; and
- d. performing such other legal services for the Equity Committee as the Equity Committee believes may be necessary and proper in these Chapter 11 cases.

The generality of the foregoing description is amplified on a day-to-day basis by the Billing Statement attached as Exhibit A.

17. Pursuant to the Administrative Order, professionals are entitled to compensation from the Debtors' estates and may be paid 80% of their allowed monthly fees and 100% of allowed expenses. The Administrative Order specifically provides that all fees and expenses received remain subject to the Court's final approval and allowance. Thus, through this Fourteenth Monthly Application, Susman Godfrey seeks payment of \$121,038.00 (80% of \$151,297.50) in fees and \$11,369.02 in expenses.

**-Remainder of Page Left Intentionally Blank-**

WHEREFORE, Susman Godfrey L.L.P. respectfully requests interim allowance of its fees for services rendered during the Compensation Period in the amount of \$151,297.50, payment for services rendered during the Compensation Period in the amount \$121,038.00 (80% of \$151,297.50), and allowance and reimbursement of \$11,369.02 in actual and necessary expenses incurred during the Compensation Period.

Dated: June 13, 2011

**SUSMAN GODFREY L.L.P.**

*/s/ Parker C. Folse, III*

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Stephen D. Susman, Esq.  
1000 Louisiana, Suite 5100  
Houston, Texas 77002-5096  
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Facsimile: 713-654-6666

Parker C. Folse, III, Esq.  
Edgar G. Sargent, Esq.  
Justin A. Nelson, Esq.  
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Seattle, Washington 98101-3000  
Telephone: 206-516-3880  
Facsimile: 206-516-3883

Seth Ard, Esq.  
560 Lexington Avenue, 15<sup>th</sup> Floor  
New York, New York 10022-6828  
Telephone: 212-336-8330  
Facsimile: 212-336-8340

*Co-Counsel to the Official Committee of Equity  
Security Holders of Washington Mutual, Inc., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
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In re: ) Chapter 11  
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Debtors. ) Jointly Administered  
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**CERTIFICATION**

Parker C. Folse, III, pursuant to 28 U.S.C. § 1746, states as follows:

- (a) I am a partner in the applicant firm, Susman Godfrey, LLP, and have been admitted to appear pro hac vice before this Court in this matter.
- (b) I have personally performed some of the legal services rendered by Susman Godfrey as counsel to the Equity Committee and am generally familiar with the other work performed on behalf of the Equity Committee by the lawyers and staff in the firm.
- (c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such Rule.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information and belief.

Dated: June 21, 2011

*/s/ Parker C. Folse, III*

\_\_\_\_\_  
Parker C. Folse, III (Wa. Bar No. 24895)

**IN THE UNITED STATES BANKRUPTCY COURT  
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Debtors. ) Jointly Administered  
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) **Objection Deadline: July 11, 2011 at 4:00 p.m.**  
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**NOTICE OF FOURTEENTH MONTHLY APPLICATION OF  
SUSMAN GODFREY L.L.P.  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS OF WASHINGTON MUTUAL, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD OF  
MAY 1, 2011 THROUGH MAY 31, 2011**

TO: FEE APPLICATION NOTICE PARTIES

**PLEASE TAKE NOTICE** that on June 21, 2011, the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al., (the “Equity Committee”), filed the *Fourteenth Monthly Application of Susman Godfrey L.L.P., as Co-Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period of May 1, 2011 through May 31, 2011* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”) and was served in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated October 30, 2008 [Docket No. 204] (the “Original Administrative Order”) and the *Revised Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated November 14, 2008 [Docket No. 302] (the “Revised Administrative Order”) and together with the Original Administrative Order, the “Administrative Order”).

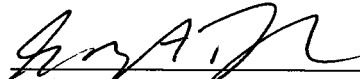
**PLEASE TAKE FURTHER NOTICE** that the Application requests allowance of fees in the amount of \$151,297.50 and expenses in the amount of \$11,369.02 and payment of compensation in the amount of \$121,038.00 (80% of \$151,297.50) and reimbursement of expenses in the amount of \$11,369.02 for the period of May 1, 2011 through May 31, 2011.

**PLEASE TAKE FURTHER NOTICE** that any objection to the Application must be made in accordance with the Administrative Order, filed with the Clerk of the Bankruptcy Court, and served upon the following parties (i) the Debtors, Washington Mutual, Inc., c/o Alvarez and Marsal, 1301 Second Avenue, WMC3301, Seattle, WA 98101 (Attn: John Maciel, Esq.); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.) and Richards Layton & Finger, P.A., One Rodney Square, Wilmington, DE 19899 (Attn: Mark D. Collins, Esq.); (iii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Room 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Joseph J. McMahan, Jr., Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Akin, Gump, Strauss, Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Fred S. Hodora, Esq.), Akin, Gump, Strauss, Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W., Washington, DC 20036-1564 (Attn: Scott L. Alberino, Esq.), Akin, Gump, Strauss, Hauer & Feld LLP, 2029 Century Park East, Suite 2400, Los Angeles, CA 90067-3012 (Attn: Peter J. Gurfein, Esq. and David P. Simonds, Esq.) and Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, DE 19899 (Attn: David B. Stratton, Esq. and Evelyn J. Meltzer, Esq. (v) proposed counsel to the Official Committee of Equity Security Holders, Susman Godfrey LLP, 1000 Louisiana , Suite 5100, Houston, Texas 77002-5096 (Attn: Stephen D. Susman, Esq.), and Ashby & Geddes, P.A., 500 Delaware Avenue, 8<sup>th</sup> Floor, P.O. Box 1150, Wilmington, Delaware 19899 (Attn: William P. Bowden, Esq. and Gregory A. Taylor, Esq.); **so as to be received by July 11, 2011 at 4:00 p.m. (ET).**

**PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THE AFOREMENTIONED PROCEDURE AND SUCH OBJECTION IS NOT OTHERWISE RESOLVED, A HEARING TO CONSIDER THE APPLICATION WILL BE SCHEDULED AT A DATE AND TIME CONVENIENT TO THE COURT, BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5<sup>TH</sup> FLOOR, COURTROOM #4, WILMINGTON, DELAWARE 19801.**

Dated: June 21, 2011

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

  
\_\_\_\_\_  
William P. Bowden (No. 2553)  
Gregory A. Taylor (No. 4008)  
Benjamin Keenan (No. 4724)  
Stacy L. Newman (No. 5004)  
500 Delaware Avenue, 8th Floor  
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-and-

**SUSMAN GODFREY LLP**

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*Co-Counsel to the Official Committee of Equity  
Security Holders of Washington Mutual, Inc., et al.*



# **EXHIBIT A**

**SUSMAN GODFREY L.L.P.**

A REGISTERED LIMITED LIABILITY PARTNERSHIP

SUITE 5100  
1000 LOUISIANA  
HOUSTON, TEXAS 77002-5096  
(713)651-9366  
FAX (713)654-6666  
WWW.SUSMANGODFREY.COM

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1901 AVENUES OF THE STARS  
LOS ANGELES, CALIFORNIA 90067-6029  
(310)789-3100

SUITE 5100  
901 MAIN STREET  
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(214)754-1900

SUITE 3800  
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SEATTLE, WASHINGTON 98101-3000  
(206) 516-3880

15th Floor  
560 Lexington  
New York, NY 10022-6828  
(212) 336-8330

Washington Mutual Official Com. of Equity Security Holders  
c/o Michael Willingham

June 9, 2011  
Invoice 241943

**FEES**

<b>Date</b>	<b>Attorney</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
04/25/11	S. Ard	10		1.20	\$360.00
04/25/11	S. Ard	10		2.30	\$690.00
05/02/11	S. D. Susman	10	Negotiating settlement with B. Scheler. Conferring in office with M. Willingham.	3.00	\$3,300.00
05/02/11	E.G. Sargent	11	Preparing for deposition of Aurelius.	5.00	\$2,500.00
05/02/11	E.G. Sargent	11	Traveling to New York for deposition of Aurelius. (non-working travel time already reduced by 50%.)	2.50	\$1,250.00
05/02/11	S. Ard	10	Meeting with client and B. Scheller regarding possible settlement. Corresponding with experts regarding expert reports. Corresponding with experts regarding extent of available NOLs.	4.40	\$1,320.00
05/02/11	S. Ard	15	Corresponding with committee members regarding settlement terms.	1.80	\$540.00
05/03/11	E.G. Sargent	11	Preparing for deposition of Aurelius.	12.60	\$6,300.00
05/03/11	L.N. Godfrey	10	Conferring by email with trial team and client re settlement negotiations.	1.60	\$720.00
05/03/11	S. Ard	10	Corresponding with experts regarding valuation scenarios for WMMRC. Preparing for Aurelius deposition.	8.90	\$2,670.00

**EXHIBIT A**

**SUSMAN GODFREY L.L.P.**

A REGISTERED LIMITED LIABILITY PARTNERSHIP

SUITE 5100

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HOUSTON, TEXAS 77002-5096

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FAX (713)654-6666

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LOS ANGELES, CALIFORNIA 90067-6029  
(310)789-3100

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DALLAS, TEXAS 75202-3775  
(214)754-1900

SUITE 3800  
1201 THIRD AVENUE  
SEATTLE, WASHINGTON 98101-3000  
(206) 516-3880

15th Floor  
560 Lexington  
New York, NY 10022-6828  
(212) 336-8330

Washington Mutual Official Com. of Equity Security Holders  
c/o Michael Willingham

June 9, 2011  
Invoice 241943  
Matter 011970  
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Date	Attorney	Task	Description	Hours	Amount
05/03/11	S. Ard	15	Corresponding with committee members regarding expert reports and settlement negotiations.	1.40	\$420.00
05/03/11	R. C. Dolan	10	Preparing documents for depositions.	0.80	\$200.00
05/03/11	R. C. Dolan	10	Conferring with court reporter re deposition schedule.	0.30	\$75.00
05/04/11	E.G. Sargent	11	Preparing for and attending deposition of Aurelius.	12.00	\$6,000.00
05/04/11	J.A. Nelson	10	Conferring with trial team re deposition.	0.70	\$367.50
05/04/11	L.N. Godfrey	10	Conferring by email with trial team and client re settlement negotiations.	0.60	\$270.00
05/04/11	S. Ard	10	Preparing for and attending Aurelius deposition.	10.20	\$3,060.00
05/04/11	R. C. Dolan	10	Preparing documents for deposition.	0.80	\$200.00
05/05/11	E.G. Sargent	11	Reviewing transcript of deposition of D. Gropper and discovery materials to identify additional documents to seek from Aurelius.	3.30	\$1,650.00
05/05/11	E.G. Sargent	11	Updating task list and attending trial team call.	1.10	\$550.00
05/05/11	E.G. Sargent	11	Drafting correspondence to counsel for Aurelius re production of additional documents.	0.50	\$250.00

**SUSMAN GODFREY L.L.P.**

A REGISTERED LIMITED LIABILITY PARTNERSHIP

SUITE 5100

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<b>Date</b>	<b>Attorney</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
05/05/11	E.G. Sargent	11	Conferring with trial team members re settlement offer.	1.00	\$500.00
05/05/11	J.A. Nelson	10	Conferring with trial team re deposition and options. Reviewing correspondence.	0.50	\$262.50
05/05/11	S. Ard	10	Reviewing transcript of Aurelius deposition.	1.40	\$420.00
05/05/11	S. Ard	15	Corresponding with committee and attending committee meeting regarding Aurelius deposition and settlement terms.	2.20	\$660.00
05/06/11	S. D. Susman	10	Conferring by phone with B. Scheler.	1.00	\$1,100.00
05/06/11	E.G. Sargent	10	Traveling from New York to Seattle after deposition of D. Gropper and settlement discussions. (non-working travel time already reduced by 50%)	2.00	\$1,000.00
05/06/11	E.G. Sargent	11	Drafting motion to compel Aurelius to produce additional documents.	4.50	\$2,250.00
05/06/11	E.G. Sargent	11	Conferring by phone with Equity Committee and counsel re settlement and additional discovery.	1.50	\$750.00
05/06/11	J.A. Nelson	10	Reviewing correspondence re settlement.	0.70	\$367.50

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05/06/11	S. Ard	10	Discussing various tax structures for proposed settlement with experts and committee. Researching insider trading law in connection with draft motion to Aurelius to compel production of documents.	2.90	\$870.00
05/07/11	S. Ard	10	Attending equity committee meeting.	1.30	\$390.00
05/07/11	S. Ard	15	Researching good faith standard for proposed plan and settlement.	1.90	\$570.00
05/08/11	E.G. Sargent	11	Reviewing transcript of deposition of D. Gropper and adding citations to motion to compel production of documents by Aurelius.	1.90	\$950.00
05/08/11	S. Ard	10	Reviewing and commenting on settlement term sheet.	1.20	\$360.00
05/09/11	E.G. Sargent	11	Conferring by phone with counsel for Settling Note Holders re settlement and discovery schedule.	1.50	\$750.00
05/09/11	E.G. Sargent	11	Conferring by phone with Equity Committee and counsel re settlement and discovery issues.	2.00	\$1,000.00
05/09/11	E.G. Sargent	11	Revising motion to compel Aurelius to produce documents.	5.80	\$2,900.00
05/09/11	J.A. Nelson	10	Conferring with trial team re options.	0.30	\$157.50
05/09/11	S. Ard	10	Corresponding with committee on settlement terms.	1.10	\$330.00

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Date	Attorney	Task	Description	Hours	Amount
05/09/11	S. Ard	15	Attending committee meeting regarding settlement.	1.00	\$300.00
05/10/11	E.G. Sargent	11	Conferring with debtor, counsel for settling noteholders, and committee members and other EC attorneys re settlement negotiations.	5.70	\$2,850.00
05/10/11	E.G. Sargent	11	Revising motion to compel documents from Aurelius and reviewing deposition transcript of D. Gropper for citations in same motion.	1.00	\$500.00
05/10/11	J.A. Nelson	10	Conferring with trial team re settlement.	0.40	\$210.00
05/10/11	L.N. Godfrey	10	Conferring by email with trial team re settlement.	0.20	\$90.00
05/10/11	S. Ard	10	Preparing for Appaloosa and Centerbridge depositions.	3.90	\$1,170.00
05/10/11	S. Ard	15	Corresponding with committee regarding settlement offer.	1.10	\$330.00
05/11/11	E.G. Sargent	11	Reviewing materials re tax NOLs.	4.00	\$2,000.00
05/11/11	E.G. Sargent	11	Conferring with counsel for debtor, creditors committee, and settling noteholders re settlement discussions and discovery schedule.	3.10	\$1,550.00
05/11/11	J.A. Nelson	10	Conferring with trial team re settlement and options.	0.50	\$262.50

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Date	Attorney	Task	Description	Hours	Amount
05/11/11	S. Ard	10	Preparing for Appaloosa deposition.	4.30	\$1,290.00
05/11/11	S. Ard	10	Corresponding with committee on status of negotiations.	1.10	\$330.00
05/12/11	E.G. Sargent	11	Conferring with opposing counsel, counsel for debtors, Equity Committee members, and other Equity Committee trial team members re proposed settlement.	5.40	\$2,700.00
05/12/11	E.G. Sargent	11	Attending weekly Equity Committee trial team call.	1.00	\$500.00
05/12/11	E.G. Sargent	11	Reviewing binders of debtors' work product for information about unresolved litigation claims.	2.20	\$1,100.00
05/12/11	E.G. Sargent	11	Conferring by email with J. Scott re size of tax NOL and reviewing related materials.	1.50	\$750.00
05/12/11	S. Ard	10	Corresponding with committee and K. Anderson regarding various NOL scenarios.	1.50	\$450.00
05/12/11	S. Ard	10	Reviewing and discussing latest term sheet with committee.	1.60	\$480.00
05/13/11	E.G. Sargent	11	Conferring with EC members and trial team members re settlement negotiations and related tax issues.	1.80	\$900.00
05/13/11	J.A. Nelson	10	Conferring with trial team re options.	1.10	\$577.50

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05/13/11	J.A. Nelson	10	Conferring with trial team re settlement and deposition.	0.40	\$210.00
05/13/11	S. Ard	10	Reviewing objections to the plan of reorganization.	2.40	\$720.00
05/15/11	E.G. Sargent	11	Drafting email memorandum to EC re Aurelius allegations and evidence.	1.50	\$750.00
05/16/11	S. D. Susman	10	Reviewing correspondence from committee members.	5.00	\$5,500.00
05/16/11	E.G. Sargent	11	Traveling from Seattle to New York for settlement meeting and meeting with BDO Seidman. (non-working travel time reduced by 50%.)	2.30	\$1,150.00
05/16/11	E.G. Sargent	11	Drafting memorandum to EC re Aurelius claims.	3.50	\$1,750.00
05/16/11	S. Ard	10	Responding to committee emails re proposed settlement terms.	1.90	\$570.00
05/16/11	S. Ard	15	Attending committee meeting.	1.10	\$330.00
05/17/11	S. D. Susman	10	Conferring by phone with Equity Committee.	1.50	\$1,650.00
05/17/11	E.G. Sargent	11	Drafting memorandum to EC re Aurelius and identifying related exhibits.	4.50	\$2,250.00
05/17/11	E.G. Sargent	11	Conferring in office with S. Ard, M. Willingham and K. Anderson re NOL issues.	3.80	\$1,900.00



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05/17/11	E.G. Sargent	11	Conferring in office with S. Ard and M. Willingham re settlement negotiations and discovery issues.	2.10	\$1,050.00
05/17/11	S. Ard	10	Reviewing tax objections, change of ownership concerns and tax scenarios raised by equity holders in preparation for meeting with K. Anderson from BDO.	2.20	\$660.00
05/17/11	S. Ard	15	Answering emails from committee members re structure of current plan.	1.10	\$330.00
05/17/11	S. Ard	15	Meeting with K. Anderson from BDO re tax issues.	4.10	\$1,230.00
05/18/11	S. D. Susman	10	Attending meeting of debtor and creditors at Weil Gotshal & Manges. Conferring in office with E. Sargent. Reviewing file.	4.00	\$4,400.00
05/18/11	E.G. Sargent	11	Attending meeting at Weil Gotshal re settlement.	5.40	\$2,700.00
05/18/11	E.G. Sargent	11	Conferring with trial team members re same meeting.	2.50	\$1,250.00
05/18/11	S. Ard	10	Researching law on cram down and gifting in preparation for settlement meeting.	2.40	\$720.00
05/18/11	S. Ard	10	Attending meeting with other constituencies to discuss settlement terms.	4.20	\$1,260.00

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Date	Attorney	Task	Description	Hours	Amount
05/18/11	S. Ard	10	Collecting and reviewing materials relating to status of non-released claims that belong to the estate.	2.50	\$750.00
05/19/11	E.G. Sargent	11	Conferring with trial team members re settlement and tax implications and reviewing correspondence re same. Activity Description: Plan an	2.80	\$1,400.00
05/19/11	E.G. Sargent	11	Attending weekly EC trial team call.	1.20	\$600.00
05/19/11	E.G. Sargent	11	Conferring with counsel for Trust Preferred Securities R. Stark re settlement negotiations.	0.40	\$200.00
05/19/11	E.G. Sargent	11	Reviewing correspondence from shareholders and drafting responses.	1.00	\$500.00
05/19/11	J.A. Nelson	10	Reviewing correspondence re settlement.	0.30	\$157.50
05/19/11	L.N. Godfrey	10	Conferring by email with trial team re BDO retention, etc.	0.40	\$180.00
05/19/11	S. Ard	10	Reviewing revised term sheet and corresponding with committee members re same.	2.10	\$630.00
05/19/11	S. Ard	10	Researching law of bad faith proposals of reorganization plans in response to committee queries.	0.80	\$240.00
05/19/11	S. Ard	15	Attending committee meeting to discuss revised term sheet and Wednesday's meeting.	1.50	\$450.00

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<b>Date</b>	<b>Attorney</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
05/19/11	S. Ard	15	Responding to committee queriers re litigation prospects outside settlement.	1.20	\$360.00
05/20/11	S. D. Susman	10	Conferring by phone with Equity Committee.	2.00	\$2,200.00
05/20/11	E.G. Sargent	11	Conferring by phone with trial team re settlement term sheet and responses.	2.70	\$1,350.00
05/20/11	E.G. Sargent	11	Conferring with counsel for debtors and other parties re settlement negotiations.	0.50	\$250.00
05/20/11	E.G. Sargent	11	Traveling from New York to Seattle following meetings re settlement. (non-working travel time reduced by 50%)	2.00	\$1,000.00
05/20/11	S. Ard	10	Discussing revised term sheet with corporate counsel at Ashby.	0.60	\$180.00
05/20/11	S. Ard	10	Conferring by phone with S. Golding from debtors re ownership change issues.	0.60	\$180.00
05/20/11	S. Ard	15	Reviewing ownership change scenarios with committee members.	0.80	\$240.00
05/20/11	S. Ard	15	Attending equity committee meeting.	1.80	\$540.00
05/21/11	E.G. Sargent	11	Revising settlement term sheet.	3.40	\$1,700.00
05/21/11	E.G. Sargent	11	Conferring by email with trial team members re settlement discussions.	2.00	\$1,000.00
05/21/11	J.A. Nelson	10	Reviewing correspondence re settlement.	0.70	\$367.50

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05/22/11	E.G. Sargent	11	Conferring by phone and email with counsel for Centerbridge, Owl Creek, and Appaloosa re settlement negotiations.	2.50	\$1,250.00
05/22/11	E.G. Sargent	11	Conferring by email with trial team members and Equity Committee members re settlement negotiations and related factual research.	2.90	\$1,450.00
05/22/11	J.A. Nelson	10	Conferring with trial team re term sheet.	1.30	\$682.50
05/22/11	S. Ard	10	Researching gifting issues in context of current settlement and exchanging emails with equity committee counsel re same.	3.10	\$930.00
05/22/11	S. Ard	10	Researching committee member questions re status of class 19 claims who opted to take JPMorgan in last plan.	1.20	\$360.00
05/22/11	S. Ard	15	Conferring by phone with M. Willingham re status of settlement discussions.	0.70	\$210.00
05/23/11	E.G. Sargent	11	Conferring by phone and email with Equity Committee, counsel for Equity Committee, and counsel for debtors and settling noteholders re settlement.	7.00	\$3,500.00

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05/23/11	E.G. Sargent	11	Revising sections of settlement term sheet concerning indemnification by Litigation Trust and conferring with counsel for debtors re same.	2.20	\$1,100.00
05/23/11	J.A. Nelson	10	Conferring with team re settlement and options.	2.50	\$1,312.50
05/23/11	S. Ard	10	Attending and reporting on meeting with tax counsel re tax structure of settlement.	1.10	\$330.00
05/23/11	S. Ard	10	Attending call with R. Johnson and E. Sargent re settlement.	0.20	\$60.00
05/23/11	S. Ard	10	Attending call with B. Scheler at Fried Frank re settlement term sheet.	0.30	\$90.00
05/23/11	S. Ard	10	Attending call with B. Rosen re settlement term sheet.	0.20	\$60.00
05/23/11	S. Ard	10	Drafting and discussing email to Fried Frank clarifying term sheet.	0.60	\$180.00
05/23/11	S. Ard	10	Exchanging emails with committee members re recent changes to term sheet.	2.40	\$720.00
05/23/11	S. Ard	10	Researching and exchanging emails with committee members re size of class 18 and class 19 claims and their involvement in settlement.	2.90	\$870.00
05/23/11	S. Ard	15	Attending equity committee meetings on settlement offer.	4.40	\$1,320.00

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05/24/11	E.G. Sargent	11	Conferring with Equity Committee and counsel for other parties re settlement.	3.00	\$1,500.00
05/24/11	J.A. Nelson	10	Conferring with trial team re settlement and next steps.	1.10	\$577.50
05/24/11	S. Ard	10	Attending by phone and reporting on omnibus hearing.	1.40	\$420.00
05/24/11	S. Ard	10	Reviewing latest term sheet from Fried Frank and discussing with committee members and counsel.	0.90	\$270.00
05/24/11	S. Ard	15	Attending equity committee meeting.	1.20	\$360.00
05/25/11	E.G. Sargent	11	Conferring with counsel for Settling Noteholders and trial team members re settlement issues.	2.00	\$1,000.00
05/25/11	E.G. Sargent	11	Conferring with counsel for Settling Noteholders re deposition dates.	0.20	\$100.00
05/25/11	E.G. Sargent	11	Conferring with S. Ard re claims against Directors and Officers and insurance and researching factual and legal matters re same. Task Description: Activity Description: Plan an	4.50	\$2,250.00
05/25/11	S. Ard	10	Preparing for and attending meeting with debtors. creditors counsel and lawyers involved in directors and officers litigation.	3.90	\$1,170.00

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(212) 336-8330Washington Mutual Official Com. of Equity Security Holders  
c/o Michael WillinghamJune 9, 2011  
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Date	Attorney	Task	Description	Hours	Amount
05/25/11	S. Ard	10	Reviewing and signing common interest agreement with debtors.	0.50	\$150.00
05/25/11	S. Ard	10	Researching law, bylaws and director and officer polices.	4.30	\$1,290.00
05/25/11	S. Ard	10	Researching whether indemnify claims are 510(b) subordinated claims.	1.10	\$330.00
05/26/11	E.G. Sargent	11	Attending by phone weekly Equity Committee meeting.	0.60	\$300.00
05/26/11	E.G. Sargent	11	Researching factual and legal issues related to claims against directors and officers and conferring with S. Ard re same.	3.90	\$1,950.00
05/26/11	E.G. Sargent	11	Conferring with B. Scheler re settlement and reporting same conversation to M. Willingham.	0.50	\$250.00
05/26/11	S. Ard	10	Attending equity committee meeting.	1.10	\$330.00
05/26/11	S. Ard	10	Reviewing complaints in other director and officer cases.	3.20	\$960.00
05/26/11	S. Ard	10	Reviewing legal research from Weil on director and officer claims.	2.10	\$630.00
05/26/11	S. Ard	10	Researching indemnity and exculpation rights under Washington law and Washington Mutual bylaws and articles of incorporation.	3.40	\$1,020.00

**SUSMAN GODFREY L.L.P.**

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FAX (713)654-6666  
WWW.SUSMANGODFREY.COMSUITE 950  
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Date	Attorney	Task	Description	Hours	Amount
05/27/11	E.G. Sargent	11	Researching legal issues re claims against former directors and officers of WMI.	3.50	\$1,750.00
05/27/11	S. Ard	10	Attending call with J. Wheeler at Weil re her memorandum.	0.70	\$210.00
05/27/11	S. Ard	10	Attending call with G. Taylor and L. Trainer at Ashby re director and officer liability under Washington law.	0.80	\$240.00
05/27/11	S. Ard	10	Researching factual claims against officers and directors.	6.40	\$1,920.00
05/27/11	S. Ard	10	Researching subordination of insurers and directors' claims against company for legal fees and awards.	2.10	\$630.00
05/27/11	R. C. Dolan	04	Preparing April 2011 fee application.	0.80	\$200.00
05/30/11	E.G. Sargent	11	Reviewing correspondence from B. Rosen re term sheet from Settling Noteholders and conferring by phone and email with trial team members re same.	1.00	\$500.00
05/31/11	E.G. Sargent	11	Researching legal issues re claims against former officers and directors.	1.50	\$750.00
05/31/11	E.G. Sargent	11	Reviewing new term sheets provided by Settling Noteholders.	2.00	\$1,000.00
05/31/11	E.G. Sargent	11	Attending meeting at Weil Gotshal re claims against directors and officers and structure of reorganized debtor.	3.20	\$1,600.00



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Date	Attorney	Task	Description	Hours	Amount
05/31/11	S. Ard	10	Reviewing and discussing Fried Frank term sheet.	2.60	\$780.00
05/31/11	S. Ard	10	Researching factual claims against directors and officers.	0.80	\$240.00
05/31/11	S. Ard	10	Attending meeting with debtors and creditors committee re Fried Frank term sheets and director and officer claims.	2.40	\$720.00

Task	Task Description	Hours	Amount
04	Case Administration	0.80	200.00
10	Litigation	150.40	61,407.50
11	Plan and Disclosure Statement	163.00	81,500.00
15	Committee Administration	27.30	8,190.00
Task Totals:		341.50	151,297.50

Current Fees For Professional Services ..... \$151,297.50

**Reimbursable Costs**

Date	Amount
05/03/11	Reproduction Charges. 13.20

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Date		Amount
05/04/11	Reproduction Charges.	84.10
05/04/11	Reproduction Charges.	0.10
05/06/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	45.61
05/06/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	18.30
05/09/11	Telephone & Calling Card Expenses - PREMIERE GLOBAL SERVICES - Invoice #07268949, Conference calls, 04/01/2011 - 04/30/2011.	120.98
05/11/11	Hotel & Travel Expenses - SARGENT, EDGAR G. - Travel expense to New York, NY. for deposition of Aurelius, 05/02 - 05/06/11.	3,278.37
05/12/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	1.95
05/16/11	Federal Express: Messenger/Delivery Services Invoice 749990312 Invoice Date 05/19/2011	109.26
05/19/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	232.25
05/22/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	20.14
05/26/11	Hotel & Travel Expenses - SARGENT, EDGAR G. - Travel expense to New York, NY. for settlement meeting and meeting with BDO Seidman, 05/16 - 05/20/11.	3,587.62
05/26/11	Federal Express: Messenger/Delivery Services Invoice 751161442 Invoice Date 05/30/2011	25.85

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Date		Amount
05/26/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	58.34
05/27/11	Hotel & Travel Expenses - SETH ARD - Taxi expense while working late at the office, 04/04, and 05/17/11.	19.07
05/27/11	Reproduction Charges.	1.60
05/27/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	31.58
05/30/11	Research Charge, legal research - Westlaw, 05/01/2011 - 05/31/2011.	7.80
05/31/11	Deposition Expenses - TSG REPORTING, INC. , Invoice #050411-97944 - Video deposition of Daniel Gropper, 05/16/11.	952.50
05/31/11	Deposition Expenses - TSG REPORTING, INC. , Invoice #050411-97943 - Original & 1 Certified Transcript of Daniel Gropper, 05/04/11.	2,759.40
05/31/11	Reproduction Charges.	1.00

Current Reimbursable Costs..... \$11,369.02

TOTAL CURRENT BILLING FOR THIS INVOICE ..... \$162,666.52

**CERTIFICATE OF SERVICE**

I, Gregory A. Taylor, hereby certify that, on June 21, 2011, I caused one copy of the foregoing to be served upon the parties listed below in the manner indicated.

**HAND DELIVERY**

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**OVERNIGHT COURIER**

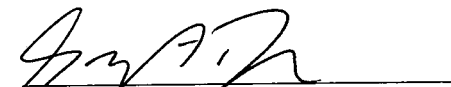
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