



support of the Application, the Equity Committee respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 328, 330 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014 and Rule 2014-1 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

### **RELEVANT BACKGROUND**

3. On September 26, 2008, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On January 11, 2010, the United States Trustee for the District of Delaware appointed an official committee of equity security holders (the "Equity Committee").

6. The Equity Committee is currently represented by Ashby & Geddes and Susman Godfrey [Docket Nos. 3123, 3681].

7. Following the filing of the Modified Sixth Amended Plan [Docket No. 6696], the Equity Committee and its professionals engaged in negotiations with certain parties in interest regarding a possible resolution of the objections raised by the Equity Committee.

8. On June 1, 2011, the Equity committee selected the law firm of Schwabe to serve

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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.

as securities counsel to advise the Equity Committee in connection with various securities and corporate transactional aspects of the parties' negotiations and issues related to the Modified Sixth Amended Plan and proposed Modified Seventh Amended Plan.

### **RELIEF REQUESTED**

9. By this Application, the Equity Committee seeks authority to employ and retain Schwabe as securities counsel *nunc pro tunc* to June 1, 2011.

### **BASIS FOR RELIEF**

#### **A. Schwabe Is Well Qualified To Represent the Equity Committee**

10. With offices throughout the Pacific Northwest and Washington, D.C., Schwabe is a multiservice law firm that provides a broad range of transaction and litigation services to leading companies. Schwabe's attorneys have extensive experience assisting clients with complex business transactions. Accordingly, the Equity Committee believes the retention of Schwabe as securities counsel is in the best interests of the Equity Committee and the Debtors' equity security holders.

11. Subject to the Court's approval of this Application, Schwabe will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges by filing appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of the Court. While rendering legal services for the Equity Committee, Schwabe will coordinate with the Equity Committee's other professionals to avoid any undue duplication of effort and expense.

12. The Equity Committee requests that Schwabe be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs. Although certain additional

professionals and paraprofessionals at Schwabe may provide services to the Equity Committee from time to time, the principal attorneys presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
A. Jeffery Bird	Shareholder	\$520
Kevin E. Brannon	Shareholder	\$480
Darius Hartwell	Shareholder	\$410
Melissa Berube	Associate	\$240

The hourly rates set forth above are Schwabe's current regular hourly rates for work of this nature and are adjusted on an annual basis. Such hourly rates do not include charges for non-legal personnel.

13. In addition to the hourly rates set forth above, it is Schwabe's policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto, including, among other things, charges for telephone and facsimile usage (outgoing only), photocopying (ten cents per page), travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Schwabe will charge the Equity Committee for these expenses in a manner and at rates consistent with charges generally made to its other clients.

14. During the course of these chapter 11 cases, Schwabe will seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek reimbursement of reasonable and necessary out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of the Court. It is further contemplated that Schwabe will seek interim compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code.

15. Other than as set forth above and in the Bird Affidavit, no arrangement is proposed between the Equity Committee and Schwabe for compensation to be paid in these chapter 11 cases.

**B. Schwabe Is A "Disinterested Person"**

16. To the best of the Equity Committee's knowledge and except as may be set forth in the Bird Affidavit, Schwabe has not represented the Debtors, any of the creditors of the Debtors or any other parties in interest, or any of their respective affiliates or their respective attorneys, in any matter relating to the Debtors or their estates. To the best of the Equity Committee's knowledge and except as may be set forth in the Bird Affidavit, Schwabe does not hold or represent any interest adverse to the interests of the Equity Committee or the Debtors' equity security holders. Accordingly, Schwabe qualifies as a "disinterested person" within the meaning of sections 101(14) and 328 of the Bankruptcy Code.

17. For the reasons set forth above, the Equity Committee submits that Schwabe's retention and employment is necessary and in the best interest of the Equity Committee and the Debtors' equity security holders.

**NOTICE**

18. Notice of this Application has been given to: (i) the Office of the United States Trustee; (ii) counsel to the Debtors; and (iii) those parties entitled to notice pursuant to Bankruptcy Rule 2002, in accordance with Local Rule 2002-1(b). In light of the nature of the relief requested herein, the Equity Committee submits that no other or further notice is necessary.

**NO PRIOR APPLICATION**

19. No previous application for the relief sought herein has been made by Schwabe to this or any other Court.

**CONCLUSION**

**WHEREFORE**, the Equity Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Equity Committee to employ and retain Schwabe as securities counsel *nunc pro tunc* to June 1, 2011 on the terms and conditions set forth herein, and (ii) granting such other and further relief as is just and proper.

Dated: June 23, 2011

THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS OF WASHINGTON MUTUAL., *et al.*

BY: /s/ Michael Willingham  
Chairperson of the Official Committee of Equity Security Holders

	)	Chapter 11
In re:	)	
	)	Case No. 08-12229 (MFW)
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Hearing Date: July 13, 2011 at 10:30 a.m. (ET)</b>
	)	<b>Objection Deadline: July 6, 2011 at 4:00 p.m. (ET)</b>

**PLEASE TAKE NOTICE** that on June 23, 2011, the Official Committee of Equity Security Holders filed its **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 Schwabe, Williamson & Wyatt as Securities Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to June 1, 2011** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that responses, if any, to the Application must be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court and served upon, so as to be received by, the undersigned proposed counsel on or before **July 6, 2011 at 4:00 p.m. (prevailing Eastern Time)**. Only properly and timely filed responses will be considered.

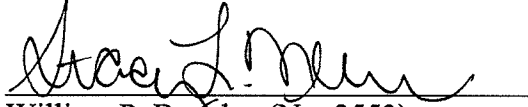
**PLEASE TAKE FURTHER NOTICE** that this Application is scheduled to be heard by the Court on **July 13, 2011 at 10:30 a.m. (prevailing Eastern Time)** before The Honorable Mary F. Walrath, Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Washington Mutual, Inc. (3725) and WMI Investment Corp. (5396). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

Dated: June 23, 2011

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



William P. Bowden (No. 2553)  
Gregory A. Taylor (No. 4008)  
Stacy L. Newman (No. 5044)  
500 Delaware Avenue, 8th Floor  
P.O. Box 1150  
Wilmington, DE 19899  
Telephone: (302) 654-1888  
Facsimile : (302) 654-2067

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

Stephen D. Susman (NY Bar No. 3041712)  
Seth D. Ard (NY Bar No. 4773982)  
654 Madison Avenue, 5th Floor  
New York, NY 10065

Parker C. Folse, III (WA Bar No. 24895)  
Edgar Sargent (WA Bar No. 28283)  
Justin A. Nelson (WA Bar No. 31864)  
1201 Third Ave., Suite 3800  
Seattle, WA 98101  
Telephone: (206) 516-3880  
Facsimile: (206) 516-3883

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

**Exhibit A**

**(Bird Affidavit)**

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

STATE OF OREGON )  
 ) SS.:  
COUNTY OF MULTNOMAH )

1. I am a shareholder of the firm of Schwabe, Williamson & Wyatt (“Schwabe” or the “Firm”), which maintains an office for the practice of law at 1211 SW 5th Avenue, Suite 1900, Portland, Oregon. I make this affidavit in support of 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 Schwabe, Williamson & Wyatt as Securities Counsel to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al., Nunc Pro Tunc to June 1, 2011* (the “Application”).

PDX/011111/158803/AJB/7679146.1

2. Except as otherwise indicated, I have personal knowledge of the matters set forth herein.<sup>2</sup> To the extent that any information disclosed herein requires amendment or modification upon additional analysis or discovery of additional information by Schwabe, Schwabe will submit a supplemental affidavit disclosing such information.

3. In connection with preparing this Affidavit, Schwabe obtained what it believes to be an extensive, but not necessarily comprehensive, list of interested parties and significant creditors (the "Potential Parties-in-Interest") for review in the computerized conflict check system maintained by Schwabe. Such Potential Parties-in-Interest include: (i) the Debtors, (ii) non-Debtor, non-banking subsidiaries, (iii) non-Debtor, banking subsidiaries, (iv) current and former directors/managers (up to three years); (v) current and former officers (up to three years); (vi) significant stockholders/investors, (vii) secured creditors, (viii) top 30 unsecured creditors, (ix) professionals, (x) litigation parties, (xi) Equity Committee members, and (xii) bank bond holders. A list of the names of the Potential Parties-in-Interest that were submitted to the conflict check system is attached hereto as Exhibit 1.

4. I or others at Schwabe performed the following investigation of disinterestedness before submitting this Affidavit:

- a. Conducted a conflicts check using our conflicts records system to search the names of Potential Parties of Interest listed on Exhibit 1.

5. Schwabe currently represents General Electric Capital Company, Key Corporation Capital, Pitney Bowes, Wells Fargo Bank, Verizon Services Corp. in matters unrelated to these chapter 11 cases.

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<sup>2</sup> Certain of the disclosures herein may relate to matters within the knowledge of others with whom I have consulted.

6. Schwabe has previously represented the following entities involved in these chapter 11 cases: Bank of New York Mellon, KPMG LLP, CB Richard Ellis, Securitas, Security Services USA, Oracle Corporation, Esopus Creek Value, LLC, Mike Willingham (collectively, the "Former Representations"). None of the Former Representations have been active since September 28, 2010. I have consulted with the respective co-counsel in each of the Former Representations and have confirmed that each of the Former Representations has concluded. Schwabe has closed its files regarding such Former Representations.

7. Exhibit 2 contains a list of the entities or individuals identified in Exhibit 1, as well as entities that may be affiliates of the Potential Parties-in-Interest, that Schwabe has represented, currently represents or may represent in the future in matters totally unrelated to the Debtors and these chapter 11 cases. When warranted, the Schwabe attorney who worked with such parties was asked about the connection between such parties and Schwabe and if he or she was aware of any conflict that may exist if Schwabe represented the Official Committee of Equity Security Holders (the "Equity Committee").

8. As a result of the foregoing procedures, I have thus far ascertained that Schwabe has neither an actual nor potential conflict of interest. Because of the nature of its general practice, Schwabe: (i) has appeared in the past and may appear in the future in cases unrelated to these chapter 11 cases where one or more of the Potential Parties-in-Interest may be involved; and (ii) has represented in the past, currently represents or may represent in the future one or more of such parties or other Potential Parties-in-Interest in matters unrelated to these chapter 11 cases. Schwabe does not currently represent these entities on matters in any way related to the Debtors or these chapter 11 cases.

9. As disclosed above and in Exhibit 2, as part of their practices, Schwabe and their members, counsel and associates have in the past represented, currently represent and may represent in the future entities, or affiliates of entities, that are creditors of the Debtors, or other parties-in-interest in the Debtors' chapter 11 cases, in matters unrelated to these chapter 11 cases.

10. Except as otherwise disclosed herein, prior to the commencement of the Debtors' cases, Schwabe has not, and during the pendency of its representation of the Equity Committee will not, represent any entity other than the Equity Committee in connection with these chapter 11 cases.

11. Further, Schwabe appears in cases, proceedings and transactions involving different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent parties-in-interest in these chapter 11 cases. Additionally, in the course of its practice, Schwabe represents different financial institutions in matters unrelated to the Debtors and has or may have represented one or more of the financial institutions which are creditors in these chapter 11 cases. Except as otherwise disclosed herein, notwithstanding the foregoing, Schwabe has not and will not represent any of such entities in relation to these chapter 11 cases or have any relationship with any such entity, attorneys, accountants, financial consultants and investment bankers that would be adverse to the Equity Committee or the Debtors' equity security holders.

12. Based on the foregoing and to the best of my knowledge, Schwabe is "disinterested" as that term is defined in section 101(14) of the Bankruptcy Code and does not represent or hold an interest adverse to the Equity Committee or the Debtors' equity security holders.

13. Subject to this Court's approval and in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the local rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Orders and Rules of the Court, the Equity Committee requests that Schwabe be compensated on an hourly basis, plus reimbursement for the actual, necessary expenses it incurs. Although certain additional professionals and paraprofessionals at Schwabe may provide services to the Equity Committee from time to time, the principal attorneys presently designated to represent the Equity Committee, and their current standard hourly rates, are:

<u>Professional</u>	<u>Position</u>	<u>Hourly Rate</u>
A. Jeffery Bird	Shareholder	\$520
Kevin E. Brannon	Shareholder	\$480
Darius Hartwell	Shareholder	\$410
Melissa Berube	Associate	\$240

14. The hourly rates set forth above are Schwabe's current regular hourly rates for work of this nature and are adjusted on an annual basis. These rates are set at a level designed to fairly compensate Schwabe for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. It is Schwabe's policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. These disbursements and expenses include, among other things, charges for telephone and facsimile usage (outgoing only), photocopying (ten cents per page), travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Schwabe will charge the Equity Committee for these expenses in a manner and at rates consistent with charges generally made to its other clients.

15. During the course of these chapter 11 cases, Schwabe will seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek reimbursement of necessary and reasonable out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Orders and Rules of this Court. It is further contemplated that Schwabe will seek interim compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code and the Orders and Rules of this Court.

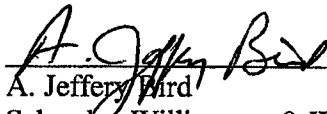
16. Other than as set forth herein or in the Application, no arrangement is proposed between the Equity Committee and Schwabe for compensation to be paid in these chapter 11 cases.

17. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases.

**WHEREFORE**, affiant respectfully prays for the entry of the annexed order and for such other and further relief as may be just and proper.

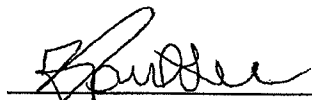
Dated: June 22, 2011



  
A. Jeffery Bird  
Schwabe, Williamson & Wyatt

*Proposed Securities Counsel to the Official  
Committee of Equity Security Holders*

SWORN AND SUBSCRIBED this 22 day of June, 2011.

  
\_\_\_\_\_  
Notary Public

**Exhibit 1**

**Potential Parties-in-Interest**

**Debtors**

Washington Mutual, Inc.  
WMI Investment Corp.

**Non-Debtor, Non-Banking Subsidiaries**

WM Aircraft Holdings LLC  
HS Loan Partners LLC  
Sutter Bay Associates LLC  
Sutter Bay Corporation  
Ahmanson GGC LLC  
Ahmanson Residential 2  
Washington Mutual Finance Group LLC  
Flower Street Corporation  
ACD3  
Riverpoint Associates  
WMHFA Delaware Holdings LLC  
Great Western Service Corporation Two  
Ahmanson Obligation Company  
ACD2  
Ahmanson Residential Development  
H.S. Loan Corporation  
WM Citation Holdings, LLC  
Ahmanson Developments, Inc.  
WMI Rainier LLC  
PCA Asset Holdings LLC

**Non-Debtor, Banking Subsidiaries**

110 East 42nd Operating Company, Inc.  
620-622 Pelhamdale Avenue Owners Corporation  
Accord Realty Management Corporation  
Ahmanson Land Company  
Ahmanson Marketing, Inc.  
Bryant Financial Corporation  
California Reconveyance Company  
CCB Capital Trust IV  
CCB Capital Trust IX  
CCB Capital Trust V  
CCB Capital Trust VI  
CCB Capital Trust VII  
CCB Capital Trust VIII  
Commercial Loan Partners L.P.  
Cranbrook Real Estate Investment Trust  
CRP Properties, Inc.  
Development, Inc.  
Dime Capital Partners, Inc.  
Dime Mortgage of New Jersey, Inc.

ECP Properties, Inc.  
F.C. LTD.  
FA California Aircraft Holding Corp.  
FA Out-of-State Holdings, Inc.  
Great Western FS Corporation, Inc.  
H.F. Ahmanson & Company  
Harmony Agency, Inc.  
HCP Properties Holdings, Inc.  
HCP Properties, Inc.  
HFC Capital Trust I  
HHP Investment, LLC  
HMP Properties, Inc.  
Home Crest Insurance Services, Inc.  
Irvine Corporate Center, Inc.  
Ladue Service Corporation  
Long Beach Securities Corp.  
Marion Insurance Company, Inc.  
Mats Mats Bay BPS, Ltd  
Mid Country Inc.  
Murphey Favre Properties, Inc.  
NAMCO Securities Corp.  
Neah Bay BPS Holdco, Inc.  
Nickel Purchasing Company, Inc.  
Norstar Mortgage Corp.  
North Properties, Inc.  
Pacific Centre Associates LLC  
Pacoima Investment Fund I, LLC  
Pike Street Holdings, Inc.  
Plainview Inn, Inc.  
Providian Bancorp Services  
Providian Services Corporation  
Providian Services LLC  
Providian Technology Services Private Limited  
Rivergrade Investment Corp.  
Robena Feedstock LLC  
Robena LLC  
Savings of America, Inc.  
Seafair Securities Holding Corp.  
Second and Union LLC  
Seneca Funding (UK) Limited  
Sivage Financial Services LLC  
SoundBay Leasing LLC  
Stockton Plaza, Incorporated  
The E-F Battery Accord Corporation  
WaMu 1031 Exchange  
WaMu Asset Acceptance Corp.

WaMu Capital Corp.  
WaMu Insurance Services, Inc.  
WaMu Investments, Inc.  
Washington Mutual – Seattle Art Museum Project Owners Association  
Washington Mutual Asset Securities Corp.  
Washington Mutual Brokerage Holdings, Inc.  
Washington Mutual Capital Trust 2001  
Washington Mutual Community  
Washington Mutual Mortgage Securities Corp.  
Washington Mutual Preferred Funding LLC  
Washington Mutual Trade Service Limited  
Washington Mutual, Inc.  
Western Service Co.  
WM Asset Holdings Corp.  
WM Enterprises & Holdings, LLC  
WM Funds Disbursements, Inc.  
WM Mortgage Reinsurance Company, Inc.  
WM Specialty Mortgage LLC  
WM Winslow Funding LLC  
WMB Baker LLC  
WMB St. Helens LLC  
WMBFA Insurance Agency, Inc.  
WMFS Insurance Services, Inc.  
WMGW Delaware Holdings LLC  
WMICC Delaware Holdings LLC  
WMRP Delaware Holdings LLC  
Yellowstone Venture, Inc.  
Washington Mutual Bank  
Washington Mutual Bank fsb

**Current and Former Directors/Managers (up to three years)**

Stephen E. Frank  
Alan H. Fishman  
David Bonderman  
Michael K. Murphy  
William G. Reed  
James H. Stever  
Phillip D. Matthews  
Margaret Osmer-McQuade

**Current and Former Officers (up to three years)**

Alfred R. Brooks  
Alison Watson  
Andrea Radosevich  
Angela D. Veksler  
Anna Griffel

Anthony F. Vuoto  
Anthony T. Meola  
Bill Murray  
Bill Steinmetz  
Brandon L. Varnadore  
Brenda G. Eck  
Carey M. Brennan  
Casey M. Nault  
Catharine E. Killien  
Charles E. Smith III  
Christen L. ZZ-Blunt  
Christopher J. Bellavia  
Cinzia A. Keller  
Colin Eccles  
Craig E. Tall  
Curt Brouwer  
Damir Pekusic  
Dana N. Green  
Daniel P. Leary  
Daryl D. David  
David Beck  
David C. Schneider  
David G. Murphy  
David M. Coultas  
Debora D. Horvath  
Daborah Brignac  
Deveri M. Ray  
Don L. Risgbee  
Doreen A. Logan  
Dottie J. Jensen  
Douglas G. Wisdorf  
Elizabeth A. Proctor  
Elizabeth Pepper  
Erik E. Strom  
Eunhee C. Sumner  
Fergal Stack  
Feranando Hernandez  
Frank Vella, Jr.  
Frank W. Baier  
Glen D. Simecek  
Greg Camas  
Greg Sayegh  
Gregory Cornick  
Gwendolyn Y. Austin  
Harold Holbrook  
Huey-Jen Chiu

Jake D. Domer  
James B. Corcoran  
James Gorzalski  
Jan L. Owen  
Janquelin F. Schrag  
Jarrod M. Bone  
Jason R. Eaker  
Jeffrey W. Gideon  
Jim Gorzalski  
Joan I. Olds  
Jocelyn Tate  
John C. Berens  
John E. Robinson  
John F. Robinson  
John F. Woods  
John P. McMurray  
Joyce M. Raidle  
Karen Crandall  
Kathleen E. Burton  
Kelly K. Livingston  
Kelly P. Wilson  
Kenneth Kido  
Kimberly A. Cannon  
Kimberly S. Mathys  
Kurt Schumacher  
Laurie K. Hanson  
Linda O'Brien  
Mark A. Reinhardt  
Marthat V. Baggs  
Matthew "Scott" Gaspard  
Melba A. Barteis  
Melissa J. Ballenger  
Michael A. Reynoldson  
Michael S. Solender  
Michelle McCarthy  
Miguel P. Suazo  
Monica J. Berger  
Nandita Bakhshi  
Nelda Soza  
Nerminka Hasanic  
Nicole Gonzalez  
Oretha C. Brooks  
Patricia Schulte  
Peter Freilinger  
Pia Jorgensen  
Randy Melby

Renee T. Johnson  
Reza Aghamirzadeh  
Richard Blunck  
Richard Careaga  
Robert "Rob" H. Moore  
Robert C. Bjorklund  
Robert J. Williams  
Shannon L. Macklin  
Sophie H. Hume  
Stephen Fortunato  
Stephen J. Rotella  
Steve Brinton  
Steve K. Stearns  
Steven Audino  
Stewart M. Landefeld  
Susan Jackson  
Susan R. Taylor  
Suzanne M. Krahling  
Svetlana V. Khomutova  
Tandrea D. Matthews  
Thomas Casey  
Thomas E. Morgan  
Thomas M. Schieffer  
Thomas W. Casey  
Tim M. Cleary  
Todd H. Baker  
Vincent Hui  
Virginia Doolen  
Weijia Wu  
William L. Lynch  
Yolandra Johnson

**Significant Stockholders/Investors**

TPG Capital

**Secured Creditors**

Information Leasing Corporation  
General Electric Capital Company  
Key Equipment Finance, a division of Key Corporation Capital, Inc.  
General Electric Capital Corporation  
Fleet Business Credit, LLC  
EMC Corporation DDI Leasing, Inc.  
Pitney Bowes Credit Corporation  
Charlette Sneed  
Nancy Lloyd  
CIC Works Inc

Kimberly Henn

**Top 30 Unsecured Creditors**

Bank of New York Mellon  
Law Debenture Trust Company of New York  
Wells Fargo Bank, N.A.  
Wilmington Trust Company  
Verizon Services Corp.  
KPMG LLP  
McKinsey & Company Inc. US  
IBM  
Cognizant  
CB Richard Ellis  
PepoleSupport Inc.  
Tata American International  
AT&T  
EMC  
Securitas Security Services USA  
Covansys  
Fidelity National Informa  
Axiom Corp.  
Tajima Creative  
WIPRO  
Oracle Corporation

**Professionals**

Akin Gump  
Goldman Sachs Group, Inc.  
Alvarez & Marsal  
Kurtzman Carson Consultants  
Joele Frank, Wilkinson Brimmer Katcher  
Richards, Layton & Finger, P.A.  
Simpson Thacher & Bartlett LLP  
Davis Wright Tremaine LLP  
Perkins Coie LLP  
McKee Nelson LLP  
Gibson Dunn & Crutcher LLP  
Shearman & Sterling LLP  
Miller & Chevalier, Chartered  
Grant Thornton

**Litigation Parties**

FDIC  
JPMorgan Chase  
Nadia Youkelsone  
Francisco Wence

American National Insurance Company  
American National Property and Casualty Company  
American National General Insurance Company  
Farm Family Life Insurance Company  
Farm Family Casualty Insurance Company  
Pacific Property and Casualty Company  
American National Lloyds Insurance Company  
National Western Life Insurance Company  
Garden State Life Insurance Company

**Equity Committee Members**

Esopus Creek Value, LLC  
Kenneth I. Feldman  
Saul Sutton  
Dorothea Barr  
Joyce M. Presnall  
Tyson Matthews  
Michael Willingham  
Ho Nguyen Hai Pham  
James Andrew Scott  
E. Scott Wetzel, III

**Bank Bond Holders**

Altma Fund Sicav P.L.C. In Respect of Russell Sub-Fund  
Anchorage Capital Master Offshore, Ltd.  
Bank of Scotland plc  
Fir Tree Capital Opportunity Master Fund, L.P.  
Fir Tree Capital Mortgage Opportunity Master Fund, L.P.  
Fir Tree Value Master Fund, L.P.  
HFR ED Select Fund IV Master Trust  
Lyxor/York Fund Limited  
Marathon Credit Opportunity Master Fund, Ltd.  
Marathon Special Opportunity Master Fund, Ltd.  
Permal York Ltd.  
Quintessence Fund L.P.  
QVT Fund LP  
The Governor and Company of the Bank of Ireland  
The Varde Fund, L.P.  
The Varde Fund VI-A, L.P.  
The Varde Fund VII-B, L.P.  
The Varde Fund VIII, L.P.  
The Varde Fund IX, L.P.  
The Varde Fund IX-A, L.P.  
Varde Investment Partners (Offshore), Ltd.  
Varde Investment Partners, L.P.  
York Capital Management, L.P.

York Credit Opportunities Fund, L.P.  
York Credit Opportunities Master Fund, L.P.  
York Investment Master Fund, L.P.  
York Select, L.P.  
York Select Master Fund, L.P.

**Certain Parties that filed Notices of Appearance and Pleadings**

Appaloosa Management LP  
Centerbridge Partners LP  
Owl Creek Asset Management LP  
Aurelius Capital Management LP

**Exhibit 2**

**Potential Parties-In-Interest That Schwabe, Williamson & Wyatt Has Represented,  
Currently Represents or May in the Future Represent in Matters Unrelated to the Debtors**

As a result of its review, Schwabe Williamson & Wyatt has determined that it has in the past, presently or may in the future represent the following individuals or entities that are, or may be affiliates of, creditors of the Debtors or parties-in-interest in the Debtors' chapter 11 cases, in each instance on matters unrelated to the Debtors' chapter 11 cases:

**Debtors**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Non-Debtor, Non-Banking Subsidiaries**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Non-Debtor, Banking Subsidiaries**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Current and Former Directors/Managers (up to three years)**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Current and Former Officers (up to three years)**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Significant Stockholders/Investors**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Secured Creditors**

Creditor Name	Current Unrelated	Former Unrelated
General Electric Capital Corporation	•	•
EMC Corporation		•
Key Corporation Capital, Inc*	•	•
Pitney Bowes Credit Corporation*		•

**Top 30 Unsecured Creditors**

Creditor Name	Current Unrelated	Former Unrelated
Bank of New York Mellon		•
Wells Fargo Bank, N.A.	•	•
Verizon Services Corp.*	•	•
KPMG LLP		•
CB Richard Ellis*		•
AT&T*		•
Securitas Security Services USA		•
Oracle Corporation*		•

**Professionals**

Creditor Name	Current Unrelated	Former Unrelated
Richards, Layton & Finger	•	

**Litigation Parties**

Creditor Name	Current Unrelated	Former Unrelated
None		

**Equity Committee Members**

Creditor Name	Current Unrelated	Former Related
Michael Willingham		•
Esophus Creek Value Fund		•

**Bank Bond Holders**

<b>Creditor Name</b>	<b>Current Unrelated</b>	<b>Former Unrelated</b>
None		

\* Denotes entities that Schwabe, Williamson & Wyatt believes may be affiliated with entities that it has in the past, presently or may in the future represent in matters unrelated to the Debtors' chapter 11 cases.

**Exhibit B**

**Proposed Order**

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

Upon consideration of the application dated June 1, 2011 (the “Application”)<sup>2</sup> 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 the law firm of Schwabe, Williamson & Wyatt (“Schwabe” or the “Firm”) as securities counsel *nunc pro tunc* to June 1, 2011 pursuant to sections 328, 330 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014; and upon consideration of the Bird Affidavit filed in support thereof; and the Court being satisfied based upon the representations made in the Application and the Bird Affidavit that Schwabe represents no interest adverse to the Equity Committee or the Debtors’ equity security holders with respect to matters upon which the Firm is to be engaged, that Schwabe 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

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

that Schwabe's 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 section 328 and 1103 of the Bankruptcy Code, the Equity Committee is hereby authorized to retain and employ the law firm of Schwabe as securities counsel on the terms set forth in the Application and the Bird Affidavit *nunc pro tunc* to June 1, 2011.
3. Schwabe 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.
4. The Equity Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. 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  
\_\_\_\_\_, 2011

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY COURT