

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

<p>In re:</p> <p>WASHINGTON MUTUAL, INC. <i>et al.</i>,</p> <p style="text-align: right;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 08-12229 (MFW)</p> <p>Hearing Date: TBD</p> <p>Objection Deadline: August 17, 2011 at 4:00 p.m. (ET)</p>
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**THIRTY-THIRD MONTHLY APPLICATION OF PEPPER HAMILTON LLP,
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD JUNE 1, 2011 THROUGH JUNE 30, 2011**

Name of Applicant: Pepper Hamilton LLP

Authorized to provide professional services to: Co-Counsel to the Official Committee of Unsecured Creditors

Date of Retention: November 26, 2008 *nunc pro tunc* to October 15, 2008

Period for which compensation and reimbursement are sought: June 1, 2011 through June 30, 2011

Amount of compensation sought as actual, reasonable, and necessary: \$173,957.75

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$4,949.98

This is an: monthly interim final application.

The Applicant intends to seek compensation in connection with the preparation of this Application at a later date.



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

Date Filed	Period Covered	Requested Fees, Expenses	Approved Fees, Expenses	Status
12/1/08 (Dkt. No. 367)	10/15/08 – 10/31/08	\$156,207.25 (fees) \$2,274.11 (expenses)	\$156,207.25 (fees) \$2,274.11 (expenses)	Approved on an Interim Basis
1/6/09 (Dkt. No. 540)	11/1/08 - 11/30/08	\$354,558.75 (fees) \$14,908.11 (expenses)	\$354,558.75 (fees) \$14,908.11 (expenses)	Approved on an Interim Basis
2/2/09 (Dkt. No. 636)	12/1/08 - 12/31/08	\$214,419.32 (fees) \$15,956.38 (expenses)	\$214,419.32 (fees) \$15,956.38 (expenses)	Approved on an Interim Basis
3/6/09 (Dkt. No. 748)	1/1/09 - 1/31/09	\$103,622.00 (fees) \$65,894.44 (expenses)	\$103,622.00 (fees) \$65,894.44 (expenses)	Approved on an Interim Basis
4/1/09 (Dkt. No. 833)	2/1/09 - 2/28/09	\$120,089.00 (fees) \$3,598.72 (expenses)	\$120,089.00 (fees) \$3,598.72 (expenses)	Approved on an Interim Basis
5/1/09 (Dkt. No. 977)	3/1/09 - 3/31/09	\$78,106.00 (fees) \$7,445.77 (expenses)	\$78,106.00 (fees) \$7,445.77 (expenses)	Approved on an Interim Basis
6/18/09 (Dkt. No.1175)	4/1/09 - 4/30/09	\$94,698.50 (fees) \$5,119.92 (expenses)	\$94,698.50 (fees) \$5,119.92 (expenses)	Approved on an Interim Basis
7/8/09 (Dkt. No. 1271)	5/1/09 - 5/30/09	\$106,620.10 (fees) \$4,052.75 (expenses)	\$106,620.10 (fees) \$4,052.75 (expenses)	Approved on an Interim Basis
8/4/09 (Dkt. No. 1432)	6/1/09 - 6/30/09	\$111,558.00 (fees) \$4,160.15 (expenses)	\$111,558.00 (fees) \$4,160.15 (expenses)	Approved on an Interim Basis
9/8/09 (Dkt. No. 1591)	7/1/09 - 7/31/09	\$66,706.00 (fees) \$2,768.34 (expenses)	\$66,706.00 (fees) \$2,768.34 (expenses)	Approved on an Interim Basis
9/24/09 (Dkt. No. 1650)	8/1/09 - 8/31/09	\$55,440.00 (fees) \$4,847.20 (expenses)	\$55,440.00 (fees) \$4,847.20 (expenses)	Approved on an Interim Basis
10/24/09 (Dkt. No. 1771)	9/1/09 – 9/30/09	\$60,523.00 (fees) \$3,571.26 (expenses)	\$60,523.00 (fees) \$3,571.26 (expenses)	Approved on an Interim Basis
11/25/09 (Dkt. No. 1934)	10/1/09 - 10/31/09	\$115,833.00 (fees) \$3,331.31 (expenses)	\$115,833.00 (fees) \$3,331.31 (expenses)	Approved on an Interim Basis
12/28/09 (Dkt. No. 2061)	11/1/09 - 11/30/09	\$96,236.00 (fees) \$6,728.88 (expenses)	\$96,236.00 (fees) \$6,728.88 (expenses)	Approved on an Interim Basis
2/1/10 (Dkt. No. 2275)	12/1/09 - 12/31/09	\$28,434.50 (fees) \$5,410.08 (expenses)	\$28,434.50 (fees) \$5,410.08 (expenses)	Approved on an Interim Basis
2/26/10 (Dkt. No. 2427)	1/1/10 - 1/31/10	\$73,782.00 (fees) \$2,941.14 (expenses)	\$73,782.00 (fees) \$2,941.14 (expenses)	Approved on an Interim Basis
3/29/10 (Dkt. N. 2625)	2/1/10 - 2/28/10	\$38,820.50 (fees) \$3,828.20 (expenses)	\$38,820.50 (fees) \$3,828.20 (expenses)	Approved on an Interim Basis
4/30/10 (Dkt. N. 3607)	3/1/10 - 3/31/10	\$121,543.50 (fees) \$4,467.45 (expenses)	\$121,543.50 (fees) \$4,467.45 (expenses)	Approved on an Interim Basis
6/2/10 (Dkt. N. 4491)	4/1/10 - 4/30/10	\$62,381.00 (fees) \$4,699.00 (expenses)	\$62,381.00 (fees) \$4,699.00 (expenses)	Approved on an Interim Basis
7/1/210 (Dkt. N. 4844)	5/1/10 - 5/31/10	\$69,447.50 (fees) \$4,342.29 (expenses)	\$69,447.50 (fees) \$4,342.29 (expenses)	Approved on an Interim Basis

7/29/10 (Dkt. N. 5164)	6/1/10 - 6/30/10	\$38,015.50 (fees) \$7,603.10 (expenses)	\$38,015.50 (fees) \$7,603.10 (expenses)	Approved on an Interim Basis
9/3/10 (Dkt. N. 5383)	7/1/10 - 7/31/10	\$83,075.00 (fees) \$6,355.91 (expenses)	\$83,075.00 (fees) \$6,355.91 (expenses)	Approved on an Interim Basis
9/30/10 (Dkt. N. 5523)	8/1/10 - 8/31/10	\$42,295.50 (fees) \$5,512.39 (expenses)	\$42,295.50 (fees) \$5,512.39 (expenses)	Approved on an Interim Basis
10/29/10 (Dkt. N. 5718)	9/1/10 - 9/30/10	\$63,529.00 (fees) \$3,692.59 (expenses)	\$63,529.00 (fees) \$3,692.59 (expenses)	Approved on an Interim Basis
11/17/10 (Dkt. No. 5955)	10/1/10 – 10/31/10	\$51,466.50 (fees) \$11,828.07 (expenses)	\$51,466.50 (fees) \$11,828.07 (expenses)	Approved on an Interim Basis
12/23/10 (Dkt. No. 6424)	11/1/10 – 11/30/10	\$83,776.50 (fees) \$5,252.14 (expenses)	\$83,776.50 (fees) \$5,252.14 (expenses)	Approved on an Interim Basis
1/24/11 (Dkt. No. 6610)	12/1/10 – 12/31/10	\$65,355.00 (fees) \$9,301.67 (expenses)	\$65,355.00 (fees) \$9,301.67 (expenses)	Approved on an Interim Basis
3/1/11 (Dkt. No. 6834)	1/1/11 - 1/31/11	\$38,871.50 (fees) \$6,609.17 (expenses)	\$38,871.50 (fees) \$6,609.17 (expenses)	Approved on an Interim Basis
3/28/11 (Dkt. No. 7060)	2/1/11 – 2/28/11	\$27,294.00 (fees) \$7,597.83 (expenses)	\$21,835.20 (fees) \$7,597.83 (expenses)	
4/25/11 (Dkt. No. 7185)	3/1/11 – 3/31/11	\$55,960.00 (fees) \$2,943.94 (expenses)	\$44,768.00 (fees) \$2,943.94 (expenses)	
5/16/11 (Dkt. No. 7488)	4/1/11 – 4/30/11	\$27,357.00 (fees) \$4,610.22 (expenses)	\$21,885.60 (fees) \$4,610.22 (expenses)	
7/15/11 (Dkt. No. 8257)	5/1/11 – 5/31/11	\$41,677.00 (fees) \$3,375.55 (expenses)	\$33,341.60 (fees) \$3,375.55 (expenses)	

COMPENSATION BY TIMEKEEPER

<u>Name of Professional Person</u>	<u>Position With the Applicant and Number of Years in That Position</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David B. Stratton	Partner (22 years) J.D. 1978	\$700.00	84.45	\$59,115.00
Lawrence Z. Shiekman	Partner (33 years) J.D. 1971	\$695.00	44.75	\$31,101.25
Timothy R. McTaggart	Partner (12 years) J.D. 1985	\$685.00	9.80	\$6,713.00
Frank A. Mayer, III	Partner (2 years) J.D. 1977	\$665.00	13.00	\$8,645.00
David M. Fournier	Partner (12 years) J.D. 1989	\$620.00	30.10	\$18,662.00
Jay A. Dubow	Partner (2 years) J.D. 1984	\$550.00	32.60	\$17,930.00
Evelyn J. Meltzer	Associate (10 years) J.D. 2001	\$405.00	3.00	\$1,215.00
James C. Carignan	Associate (10 years) J.D. 2001	\$405.00	6.10	\$2,470.50
Michelle C. Zarychta	Associate (6 years) J.D. 2005	\$380.00	18.30	6,954.00
Nina M. Varughese	Associate (3 years) J.D. 2008	\$340.00	10.50	\$3,570.00
John H. Schanne, II	Associate (3 years) J.D. 2008	\$310.00	17.10	\$5,301.00
Whitney D. Redding	Associate (1 year) J.D. 2010	\$235.00	26.20	\$6,157.00
Christopher Lano	Paralegal	\$215.00	15.00	\$3,225.00
Christopher A. Lewis	Paralegal	\$185.00	5.10	\$943.50
Rebecca S. Hudson	Paralegal	\$155.00	8.50	\$1,317.50
David Smith	Document Clerk	\$55.00	11.60	\$638.00

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	12.40	\$2,954.50
Creditors' Committee	10.10	\$7,058.50
Court Hearings	36.90	\$18,960.50
Fees	7.80	\$1,926.50
Fees/Objections	2.80	\$527.00
Employment of Professionals	4.00	\$1,080.50
Retention of Others	0.30	\$64.50
Avoidance Action Analysis and Proceeding	12.90	\$3,643.50
Contested Matters/Motions	6.10	\$3,520.50
General Litigation	192.00	\$109,095.00
Non-Working Travel	9.50	\$6,340.75
Claims Administration - General	12.30	\$4,767.00
Plan and Disclosure Statement	29.00	\$14,019.00
TOTAL HOURS:	336.10	
TOTAL FEES:		\$173,957.75
BLENDED RATE:		\$517.58

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider</u>	<u>Total Expenses</u>
Duplicating		\$345.85
Parcel Copy Work	(Internal) PARCELS, Inc.	\$1,775.17
Filing Fees		\$610.00
Data Base Research		\$208.00
Messenger Service		\$85.00
Messenger Service – Overnight Courier		\$123.70
Postage		\$12.96
Reporting Services		\$296.10
Corporate Supplies		\$18.50
Telephone		\$0.10
Travel Expense		\$970.60
Local Transportation		\$504.00
TOTAL EXPENSES:		\$4,949.98

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

In re: WASHINGTON MUTUAL, INC. <i>et al.</i> , Debtors.	Chapter 11 Case No. 08-12229 (MFW) Hearing Date: TBD Objection Deadline: August 17, 2011 at 4:00 p.m. (ET)
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**THIRTY-THIRD MONTHLY APPLICATION OF PEPPER HAMILTON LLP,
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD JUNE 1, 2011 THROUGH JUNE 30, 2011**

For its Thirty-Third Monthly Application for Compensation and Reimbursement of Expenses (the “Application”) Pepper Hamilton LLP (the “Applicant”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (the “Debtors”), respectfully represents as follows:

A. BACKGROUND

1. On September 26, 2008 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
2. Pursuant to 11 U.S.C. §§ 1107(a) and 1108, the Debtors continue to operate their businesses and manage their properties as a debtors-in-possession.
3. On October 15, 2008, the Office of the United States Trustee appointed the Committee pursuant to 11 U.S.C. § 1102. Pursuant to Section 1103(a) of the Bankruptcy Code, the Committee has selected Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) to serve as its lead counsel and the Applicant to serve as its Delaware counsel.

4. On November 26, 2008, the Court entered the Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving Employment and Retention of Pepper Hamilton LLP as Delaware Counsel to the Official Committee of Unsecured Creditors (Docket No. 358; the “Retention Order”). A copy of the Retention Order is attached hereto as Exhibit A.

5. Applicant has rendered services on behalf of the Committee from June 1, 2011 through June 30, 2011 totaling 336.10 hours, and in connection therewith requests allowance of interim compensation in the amount of \$173,957.75 and reimbursement of expenses in the amount of \$4,949.98.

6. The Debtors have paid Applicant \$2,759,081.50 for services rendered and expenses incurred from the commencement of these cases through June 30, 2011.

7. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant’s time records in the sum of \$173,957.75 regarding the Chapter 11 proceedings are annexed hereto as Exhibit B.

B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

8. Applicant’s services on behalf of the Committee are described in detail in Exhibit B. In general, Applicant has assisted co-counsel in representing the Committee in all aspects of the Debtors’ bankruptcy proceedings, including, without limitations, the following:

a. advise co-counsel and the Committee with respect to its rights, duties and powers in these cases;

b. assist and advise co-counsel and the Committee in its consultations with the Debtors, and other parties-in-interest, relating to the administration of these cases;

c. assist co-counsel and the Committee in analysis of FDIC, receivership and regulatory issues related to the interests of unsecured creditors;

d. assist and advise co-counsel and the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and other parties involved with the Debtors, and of the operation of the Debtors' businesses; and

e. advise co-counsel and the Committee respecting local standards, rules, practices and procedures.

9. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit B into the following categories:

a. Case Administration. This category includes time spent by Applicant in connection with the performance of its duties as counsel for the Committee which do not fall within any of the more specific categories discussed below. Time in this category was incurred (i) maintaining pleadings; (ii) updating the hearing calendar; (iii) preparing and filing pro hac vice motions; and (iv) updating electronic filing e-mail distributions. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$2,954.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. Creditors' Committee. This category includes time spent by Applicant participating in the Committee's telephonic conference calls and reviewing e-mail summaries of conference calls. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$7,058.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.2.

c. Court Hearings. This category includes time spent (i) preparing for and attending the June 2011 hearings; and (ii) preparing for the July 13, 2011 hearing. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are

\$18,960.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.3.

d. Fees. Entries in this category include time spent preparing and filing Applicant's Thirty-Second Application for Compensation and Reimbursement of Expenses. Applicant also spent 3.9 hours filing and serving the applications for compensation of the Committee's other retained professionals. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$1,926.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.4.

e. Fees/ Objections. Entries in this category include the preparation, filing, and service of certificates of no objection regarding various applications for compensation and reimbursement of expenses filed by the Committee's professionals. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$527.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.5.

f. Employment of Professionals. This category includes time spent reviewing the docket for Applicant's Supplemental Disclosure Statement. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$1,080.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.6.

g. Retention of Others. This category includes time spent researching the Equity Security Holders' Schwabe Retention Application. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$64.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.7.

h. Avoidance Action Analysis and Proceeding. This category includes time spent by the Applicant in connection with the avoidance actions brought by the Committee, including, but not limited to, preparing and filing various Certifications of Counsel regarding stipulations extending time to file answers. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$3,643.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.8.

i. Contested Matters/Motions. This category includes time spent by the Applicant (i) preparing for the Tranquility claim objection matter; and (ii) preparing and filing the Statement in Opposition to the Motion to Compel Discovery. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$3,520.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.9.

j. General Litigation. This category includes time spent by the Applicant in connection with various litigation matters. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$109,095.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.10.

k. Non-Working Travel. This category includes time spent by the Applicant traveling to and from New York, New York regarding various litigation depositions. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$6,340.75. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.11.

l. Claims Administration - General. This category includes time preparing, researching, and memorializing the equitable disallowance of claim issues. The total

fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$4,767.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.12.

m. Plan and Disclosure Statement. This category includes time spent by Applicant reviewing the amended plan and conferring with colleagues and co-counsel regarding same. The total fees sought under this category for the period June 1, 2011 through June 30, 2011 are \$14,019.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.13.

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Committee in these cases. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

10. Applicant believes that the services rendered during the period June 1, 2011 through June 30, 2011 on behalf of the Committee are reasonably worth the sum of \$173,957.75, and Applicant requests the allowance of such sum. The blended hourly rate for all services rendered by Applicant during this period is \$517.58.

11. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period ending June 30, 2011 in connection with this Chapter 11 proceeding in the sum of \$4,949.98 as set forth in the summary attached as Exhibit C.

12. The expenses incurred by Applicant may include long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, facsimiles, postage, duplicating, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the

expense. The rate Applicant charges for photocopying is \$0.10 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles. Consistent with the firm's charges to non-bankruptcy clients, where Applicant's Court Liaison Department handles electronic filings with the Court, Applicant charges a \$10.00 filing fee.

13. As outlined above, the attorneys who worked on these cases from June 1, 2011 through June 30, 2011 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit D attached hereto.

14. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

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WHEREFORE, Applicant prays this Court enter an Order allowing Applicant interim compensation from June 1, 2011 through June 30, 2011 in the sum of \$173,957.75 and reimbursement of costs expended June 1, 2011 through June 30, 2011 in the sum of \$4,949.98, directing prompt payment of the same by the Debtors to the extent not previously paid, and granting such other and further relief as may be just.

Dated: July 27, 2011
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ David B. Stratton
David B. Stratton (DE No. 960)
David M. Fournier (DE No. 2812)
Evelyn J. Meltzer (DE No. 4581)
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Wilmington, Delaware 19801
(302) 777-6500
Fax: (302) 421-8390

*Co-Counsel for the Official Committee of
Unsecured Creditors*

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

In re: WASHINGTON MUTUAL, INC. <i>et al.</i> , Debtors.	Chapter 11 Case No. 08-12229 (MFW) Hearing Date: TBD Objection Deadline: August 17, 2011 at 4:00 p.m. (ET)
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NOTICE OF APPLICATION

TO: U.S. Trustee; Debtors, and Counsel to the Debtors.

Pepper Hamilton LLP, co-counsel to the Official Committee of Unsecured Creditors (hereinafter referred to as "Applicant"), has filed its **Thirty-Third Monthly Application for Compensation and Reimbursement of Expenses Incurred for the Period June 1, 2011 through June 30, 2011** (the "Application").

You are required to file a response to the attached Application on or before **August 17, 2011 at 4:00 p.m. (Prevailing Eastern Time)**.

At the same time, you must also serve a copy of the response upon the following parties:

David B. Stratton, Esq.
David M. Fournier, Esq.
Evelyn J. Meltzer, Esq.
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A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

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

Date: July 27, 2011
Wilmington, Delaware

/s/ David B. Stratton
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*Counsel to the Official Committee of Unsecured
Creditors*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WASHINGTON MUTUAL, INC. *et al.*,

Debtors.

Chapter 11

Case No. 08-12229 (MFW)

Related D.I. 259

**ORDER PURSUANT TO 11 U.S.C. §§ 328(A) AND 1103 AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF PEPPER HAMILTON LLP
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS**

UPON CONSIDERATION OF the Application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors"), for an order, pursuant to 11 U.S.C. §§ 328(a) and 1103 and Federal Rules of Bankruptcy Procedure 2014(a) and 2016, authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper Hamilton") as its Delaware counsel *nunc pro tunc* to October 15, 2008; and upon the affidavit of David B. Stratton, Esquire, a partner of the firm of Pepper Hamilton (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that Pepper Hamilton is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, Pepper Hamilton does not hold or represent an interest adverse to the Debtors' estates with respect to the matters on which Pepper Hamilton is retained, and the employment of Pepper Hamilton as co-counsel to the Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton, *nunc pro tunc* to

October 15, 2008, as its co-counsel in this Chapter 11 case, and Pepper Hamilton is authorized to perform the services set forth in the Application.

2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court.

Dated: Nov. 26, 2008
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B.1

Time Detail by Task Code

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/11	C. Lano	Update hearing calendar.	0.10	215.00	21.50
06/02/11	D. Smith	Review docket and organize pleadings file.	1.20	55.00	66.00
06/06/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
06/14/11	D. Smith	Review docket and organize pleadings file.	0.30	55.00	16.50
06/15/11	D. Smith	Review docket and organize pleadings file.	0.30	55.00	16.50
06/17/11	D. Smith	Review docket and organize pleadings file.	0.30	55.00	16.50
06/20/11	J.H. Schanne, II	Emails re pro hac motions (.1); review docket re same (.1).	0.20	310.00	62.00
06/20/11	C. Lano	Prepare Pro Hac Vices re C.Carty, R.Boller, B.Rothschild.	0.40	215.00	86.00
06/21/11	J.H. Schanne, II	Execute R. Boller pro hac.	0.10	310.00	31.00
06/21/11	J.H. Schanne, II	Execute C. Carty pro hac.	0.10	310.00	31.00
06/21/11	J.H. Schanne, II	Execute B. Rothschild pro hac.	0.10	310.00	31.00
06/21/11	R.S. Hudson	Prepare and File Motions for Pro Hac Vice.	0.50	155.00	77.50
06/21/11	R.S. Hudson	Prepare Pro Hac orders for delivery to the Court.	0.20	155.00	31.00
06/21/11	C. Lano	Prepare Pro Hac Vice for filing with District Court.	0.30	215.00	64.50
06/21/11	C. Lano	Prepare Pro Hac Vice for filing with District Court.	0.30	215.00	64.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/21/11	C. Lano	Confer with R.Hudson re filing Pro Hac Vices.	0.10	215.00	21.50
06/22/11	J.H. Schanne, II	Emails re docket noticing.	0.20	310.00	62.00
06/22/11	C. Lano	Receipt and review of signed Pro Hac Orders.	0.10	215.00	21.50
06/22/11	C. Lano	Confer with R.Boller re signed Pro Hac Orders.	0.10	215.00	21.50
06/22/11	C. Lano	Confer with A.Logan re ECF notices for L.Shiekman.	0.10	215.00	21.50
06/22/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
06/23/11	D. Smith	Review docket and organize pleadings file.	0.30	55.00	16.50
06/24/11	J.H. Schanne, II	Telephone call re docket updates.	0.40	310.00	124.00
06/27/11	D. Stratton	Review time line and analyze facts.	1.80	700.00	1,260.00
06/27/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
06/28/11	C.A. Lewis	Conferring with A. Logan re electronic noticing.	0.20	185.00	37.00
06/28/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
06/29/11	D. Smith	Review docket and organize pleadings file.	1.20	55.00	66.00
06/30/11	J.A. Dubow	Review and respond to numerous emails.	1.00	550.00	550.00
06/30/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
Total B110 Case Administration			12.40		2,954.50

EXHIBIT B.2

TASK CODE: B150 Creditors' Committee

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/10/11	D. Stratton	Committee conference call.	1.60	700.00	1,120.00
06/10/11	D. Stratton	All hands call with debtor.	0.50	700.00	350.00
06/10/11	D. Stratton	Follow up calls with committee professionals and committee.	1.50	700.00	1,050.00
06/14/11	D. Stratton	Committee call.	0.50	700.00	350.00
06/17/11	D. Stratton	All hands and follow-up call.	1.00	700.00	700.00
06/20/11	D. Stratton	Telephone call with F. Hodara and R. Johnson re meeting.	0.20	700.00	140.00
06/21/11	D. Stratton	Committee conference call.	1.00	700.00	700.00
06/23/11	T.R. McTaggart	Review status reports.	0.40	685.00	274.00
06/24/11	D. Stratton	All hands call and follow up call with committee professionals.	0.60	700.00	420.00
06/25/11	D. Stratton	Review e-mails etc. re case.	0.40	700.00	280.00
06/28/11	L. Shiekman	Creditors' committee meeting.	1.10	695.00	764.50
06/28/11	D. Stratton	Committee conference call.	1.00	700.00	700.00
06/29/11	D. Stratton	Review docket notices and filings.	0.30	700.00	210.00
Total B150 Creditors' Committee			10.10		7,058.50

EXHIBIT B.3

TASK CODE: B155 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/01/11	C. Lano	Confer with B.Rothschild re 5/31/11 transcript.	0.10	215.00	21.50
06/02/11	C. Lano	Receipt and review of Signed Omnibus Hearing Dates Order.	0.10	215.00	21.50
06/03/11	C. Lano	Coordinate with CourtCall re Committee Professionals' 6/8/11 telephonic appearances.	0.30	215.00	64.50
06/06/11	C. Lano	Receipt and review of 6/8/11 Agenda.	0.10	215.00	21.50
06/06/11	C. Lano	Confer with D.Smith re 6/8/11 Agenda.	0.10	215.00	21.50
06/06/11	C. Lano	Review 6/8/11 telephonic confirmations and forward same to Committee Professionals.	0.20	215.00	43.00
06/06/11	C. Lano	Review 6/8/11 telephonic confirmations and forward same to Committee Professionals.	0.20	215.00	43.00
06/07/11	D. Fournier	Review materials for 6/8/11 omnibus hearing.	0.30	620.00	186.00
06/07/11	D. Smith	Review and pull documents from pleadings file then print documents from online docketing system and assemble binder per D. M. Fournier.	2.00	55.00	110.00
06/08/11	D. Fournier	Prepare for omnibus hearing (.3); attend same (2.8).	3.10	620.00	1,922.00
06/08/11	C. Lano	Receipt and review of	0.10	215.00	21.50

			Amended 6/8/11 Agenda.		
06/09/11	C. Lano	Receipt and review of 6/8/11 transcript.	0.10	215.00	21.50
06/17/11	C. Lano	Coordinate with CourtCall re 6/29/11 telephonic appearances re Committee Professionals.	0.20	215.00	43.00
06/17/11	C. Lano	Review telephonic confirmations for 6/29/11 hearing.	0.20	215.00	43.00
06/17/11	C. Lano	Review Court calendar re availability on 6/23/11.	0.10	215.00	21.50
06/20/11	C. Lano	Research and provide D.Stratton 2/8/11 hearing transcript.	0.10	215.00	21.50
06/21/11	C. Lano	Receipt and review of 6/23/11 Agenda.	0.10	215.00	21.50
06/22/11	C. Lano	Receipt and review of Amended 6/23/11 Agenda.	0.10	215.00	21.50
06/27/11	D. Stratton	Review agenda for hearings.	0.40	700.00	280.00
06/27/11	C. Lano	Receipt and review of 6/28,29/11 Agendas.	0.20	215.00	43.00
06/27/11	C. Lano	Confer with C.Carty re Receipt and review of 6/28,29/11 Agendas.	0.10	215.00	21.50
06/27/11	C. Lano	Coordinate with CourtCall re Committee Professionals' 6/28/11 teleconference appearances.	0.30	215.00	64.50
06/27/11	C. Lano	Review and forward confirmations re 6/28/11 and 6/29/11 hearings to Committee Professionals	0.30	215.00	64.50
06/27/11	D. Smith	Prepare and organize documents for D. Stratton.	1.50	55.00	82.50

06/28/11	D. Fournier	Attend hearing on Tranquility claim objection.	2.60	620.00	1,612.00
06/28/11	L. Shiekman	Review responses and pleadings for hearing.	2.30	695.00	1,598.50
06/28/11	D. Stratton	Review motions, numerous objections and prepare for hearing.	6.80	700.00	4,760.00
06/28/11	C. Lano	Receipt and review of Amended 6/29/11 Agenda.	0.10	215.00	21.50
06/28/11	C. Lano	Confer with C.Boyd re 6/29/11 hearing binder.	0.20	215.00	43.00
06/28/11	C. Lano	Confer with R.Johnson re hearing schedule.	0.10	215.00	21.50
06/28/11	C. Lano	Coordinate with CourtCall re Committee Professional's 7/13/11 telephonic appearances.	0.20	215.00	43.00
06/28/11	C. Lano	Confer with D.Smith re Amended 6/29/11 Agenda.	0.10	215.00	21.50
06/28/11	C. Lano	Review Committee Professional's 7/13/11 telephonic appearances and confer with C.Vernon re same.	0.30	215.00	64.50
06/28/11	C. Lano	Prepare and organize documents for 6/29/11 hearing.	1.20	215.00	258.00
06/28/11	D. Smith	Prepare and organize hearing binder for D. Stratton.	2.00	55.00	110.00
06/29/11	L. Shiekman	Prepare for hearing.	2.10	695.00	1,459.50
06/29/11	L. Shiekman	Attend hearing.	2.20	695.00	1,529.00
06/29/11	D. Stratton	Prepare for and attend hearing.	5.80	700.00	4,060.00
06/29/11	J. Carignan	Confer with co-counsel re 6/28/11 hearing.	0.10	405.00	40.50

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06/29/11	C.A. Lewis	Ordering transcripts for 6/28 and 6/29 hearings.	0.30	185.00	55.50
06/30/11	C.A. Lewis	Receipt of 6/28 and 6/29 transcripts (.1).; email to committee counsel re same (.1).	0.20	185.00	37.00
Total B155 Court Hearings			<u>36.90</u>	<u>18,960.50</u>	

EXHIBIT B.4

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/11	E. Meltzer	E-mail to N. Gontmaker re Pepper Hamilton's May fees and expenses.	0.10	405.00	40.50
06/03/11	C. Lano	Review and revise PH 5/11 Proforma.	0.70	215.00	150.50
06/06/11	C. Lano	Confer with R.Buxbaum re PH 5/11 proforma.	0.20	215.00	43.00
06/06/11	C. Lano	Confer with R.Buxbaum re PH 5/11 proforma.	0.20	215.00	43.00
06/09/11	C. Lano	Update Fee Application Chart.	0.10	215.00	21.50
06/14/11	E. Meltzer	Speaking with C. Lano re Pepper Hamilton's May fee application (.1); updating fee application chart (.1).	0.20	405.00	81.00
06/15/11	E. Meltzer	Reviewing and editing time entries re Pepper Hamilton's May fee application (.4); updating fee application chart (.2).	0.60	405.00	243.00
06/16/11	E. Meltzer	E-mail to K. Pace re FTI's April fee application (.1); checking docket re FTI's fee applications (.1).	0.20	405.00	81.00
06/16/11	R.S. Hudson	Prepare and file FTI's Thirtieth Fee Application.	0.70	155.00	108.50
06/16/11	R.S. Hudson	Prepare and File FTI's Notice of Filing of the Thirtieth Fee Application.	0.30	155.00	46.50
06/16/11	C. Lano	Prepare Notices for FTI's Thirtieth Fee Application	0.40	215.00	86.00
06/16/11	C. Lano	Prepare and file FTI's	0.30	215.00	64.50

		Thirtieth Fee Application and Notice of Filing Application.			
06/17/11	C. Lano	Update Fee Application chart.	0.20	215.00	43.00
06/17/11	C. Lano	Revise FTT's 8th Quarterly Fee Application Request.	0.20	215.00	43.00
06/27/11	C. Lano	Confer with C. Lewis and R. Hudson re Quarterly Fee Applications.	0.20	215.00	43.00
06/28/11	E. Meltzer	E-mail to R. Anderson re Akin's 32nd fee application (.1); reviewing and executing notices re same (.1); updating fee app chart (.1).	0.30	405.00	121.50
06/28/11	R.S. Hudson	Prepare and file Akin's Thirty-Second Fee Application.	1.00	155.00	155.00
06/28/11	R.S. Hudson	Prepare service of Akin's Thirty-Second Fee Application.	0.70	155.00	108.50
06/28/11	C. Lano	Confer with C.Lewis re Quarterly Fee Applications.	0.30	215.00	64.50
06/28/11	C. Lano	Confer with R.Ozols re Quarterly Fee Application.	0.10	215.00	21.50
06/28/11	C. Lano	Confer with R.Hudson re Akin Gump's 32nd Fee Application.	0.30	215.00	64.50
06/28/11	C. Lano	Prepare Akin Gump's 8th Quarterly Fee Application.	0.20	215.00	43.00
06/30/11	D. Stratton	Review and mark up time entries for monthly fee application.	0.30	700.00	210.00
Total B160 Fees			7.80	1,926.50	

EXHIBIT B.5

TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/07/11	R.S. Hudson	Prepare Certificate of No Objection regarding the thirty-first monthly fee application of Pepper Hamilton for Compensation and Expenses for April 1, 2001 through April 30, 2011.	0.50	155.00	77.50
06/08/11	E. Meltzer	Speaking with C. Lano re CNO for Pepper Hamilton's 31st fee application (.1); reviewing and executing same (.1).	0.20	405.00	81.00
06/08/11	R.S. Hudson	Prepare and File Certificate of No Objection to Thirty First Fee Application of Pepper Hamilton.	0.40	155.00	62.00
06/08/11	R.S. Hudson	Serve Certificate of No Objection regarding Thirty First Fee Application of Pepper Hamilton.	0.30	155.00	46.50
06/08/11	C. Lano	Confer with R.Hudson re CNO to Pepper Hamilton's 31st Fee Application.	0.20	215.00	43.00
06/14/11	R.S. Hudson	Prepare Certificate of No Objection for Thirty-First Monthly Application of Akin Gump Strauss Hauer & Feld LLP.	0.40	155.00	62.00
06/14/11	C. Lano	Confer with R. Hudson re CNO to Akin Gump's 30th Fee application.	0.10	215.00	21.50
06/15/11	E. Meltzer	Reviewing and executing CNO re Akin Gump's 31st fee application.	0.10	405.00	40.50

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06/15/11	R.S. Hudson	File Certificate of No Objection to Thirty-First Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP.	0.40	155.00	62.00
06/15/11	R.S. Hudson	Serve Certificate of No Objection to Thirty-First Fee Application of Akin Gump Strauss Hauer & Feld LLP.	0.20	155.00	31.00
Total B161 Fees/Objections			<u>2.80</u>	<u>527.00</u>	

EXHIBIT B.6

TASK CODE: B170 Employment of Professionals

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/15/11	J.H. Schanne, II	Review supplemental retention disclosures.	0.50	310.00	155.00
06/16/11	E. Meltzer	Reviewing records re Centerbridge (.6); e-mail to records re same (.1); speaking with D. Stratton re same (.1); speaking with records re same (.1); speaking with R. Buxbaum re same (.1); speaking with C. Lano re same (.1).	1.10	405.00	445.50
06/16/11	C. Lano	Research supplemental disclosure reports.	1.00	215.00	215.00
06/16/11	C. Lano	Confer with M.Finney, E.Meltzer, and R.Buxbaum re supplemental disclosure reports.	0.30	215.00	64.50
06/21/11	R.S. Hudson	Review docket for supplemental retention disclosures.	0.60	155.00	93.00
06/24/11	C. Lano	Review docket and Confer with M.Finney re supplemental disclosure list.	0.50	215.00	107.50
Total B170 Employment of Professionals			4.00		1,080.50

EXHIBIT B.7

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TASK CODE: B170.1 Retention of Others

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/27/11	C. Lano	Research and provide D. Stratton re Equity Security Holders' Schwabe Retention Application.	0.30	215.00	64.50
Total B170.1Retention of Others			<u>0.30</u>		<u>64.50</u>

EXHIBIT B.8

TASK CODE: B180 Avoidance Action Analysis and Proceedings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/09/11	J. Carignan	Call with co-counsel re Pre-trial conferences.	0.20	405.00	81.00
06/13/11	J. Carignan	Prepare Certification of Counsel and prepare order re second stipulation further extending Whittaker answer deadline.	0.50	405.00	202.50
06/13/11	J. Carignan	Confer with co-counsel re Pre-trial conference and mediation deadline.	0.20	405.00	81.00
06/15/11	J. Carignan	File and serve certification of counsel re second Whittaker stipulation.	0.30	405.00	121.50
06/15/11	J. Carignan	Prepare, file and serve certification of counsel re second Gosley stipulation and proposed order for same.	0.50	405.00	202.50
06/15/11	J. Carignan	Prepare certification of counsel and proposed order re Wyckoff stipulation.	0.40	405.00	162.00
06/15/11	J. Carignan	Prepare certification of counsel and proposed order re Browning stipulation.	0.40	405.00	162.00
06/15/11	J. Carignan	Prepare certification of counsel and proposed order re Fukui stipulation.	0.40	405.00	162.00
06/15/11	J. Carignan	Prepare certification of counsel and proposed order re Hill stipulation.	0.40	405.00	162.00
06/15/11	J. Carignan	File and serve Hill and Browning certifications of counsel.	0.30	405.00	121.50

06/15/11	R.S. Hudson	Serve signed Order allowing for extension of time for defendants to answer the complaint.	0.40	155.00	62.00
06/15/11	R.S. Hudson	Prepare Declaration of Service of the signed order extending deadline for defendants to answer the complaint.	0.30	155.00	46.50
06/15/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re William Glasby (.3); preparing and serving same (.1); coordinating delivery of same to chambers (.1).	0.50	185.00	92.50
06/15/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re Stephen Whittaker (.3); preparing and serving same (.1); coordinating delivery of same to chambers (.1).	0.50	185.00	92.50
06/15/11	C.A. Lewis	Conferring with R. Hudson re service of orders approving stipulations extending time to file complaint in Stephen Whittaker and William Glasby adversary proceedings.	0.20	185.00	37.00
06/15/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re John Browning (.3); preparing and serving same (.1); coordinating delivery of same to chambers	0.50	185.00	92.50

		(.1).			
06/15/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re Robert Hill (.3); preparing and serving same (.1); coordinating delivery of same to chambers (.1).	0.50	185.00	92.50
06/16/11	J. Carignan	Prepare certification of counsel and order re Blunck stipulation.	0.40	405.00	162.00
06/16/11	J. Carignan	Prepare certification of counsel and proposed order for Fukui stipulation.	0.40	405.00	162.00
06/16/11	R.S. Hudson	Prepare and file Declaration of Service of the signed orders extending deadline for defendants to answer the complaint	0.40	155.00	62.00
06/16/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re Richard Blunck (.3); preparing and serving same (.1); coordinating delivery of same to chambers (.1).	0.50	185.00	92.50
06/16/11	C.A. Lewis	Preparing and filing certification of counsel extending time to answer complaint re Keith O. Fukui (.3); preparing and serving same (.1); coordinating delivery of same to chambers (.1).	0.50	185.00	92.50
06/17/11	J. Carignan	Prepare, file and serve certification of counsel and proposed order re Wyckoff stipulation.	0.50	405.00	202.50

06/17/11	C. Lano	Confer with C.Lewis re orders in adversary proceedings.	0.20	215.00	43.00
06/20/11	J. Carignan	Prepare, file and serve certification of counsel re Malone stipulation, proposed order re same.	0.50	405.00	202.50
06/20/11	R.S. Hudson	Prepare and serve signed order extending deadline to answer complaint in Fukui, Hill, Blunck and Browning.	0.20	155.00	31.00
06/20/11	R.S. Hudson	Prepare Declarations of Service for Fukui, Hill, Blunck and Browning.	0.60	155.00	93.00
06/21/11	R.S. Hudson	Prepare and file Declarations of Service in Fukui, Browning, Hill and Blunck.	0.40	155.00	62.00
06/23/11	J. Carignan	Prepare certification of counsel, order and certificate of service re Morgan stipulation.	0.50	405.00	202.50
06/28/11	C.A. Lewis	Preparing and serving order approving stipulation extending time to file answer to complaint re Joni Wyckoff (.1); preparing and filing declaration of service re same (.3).	0.40	185.00	74.00
06/28/11	C.A. Lewis	Preparing and serving order approving stipulation extending time to file answer to complaint re Thomas E. Morgan (.1); preparing and filing declaration of service re same (.3).	0.40	185.00	74.00
06/28/11	C.A. Lewis	Preparing and serving order approving stipulation extending time to file answer to complaint re Marc Malone	0.40	185.00	74.00

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		(.1); preparing and filing declaration of service re same (.3).			
06/29/11	J. Carignan	Email from counsel for Cocran re response deadline.	0.10	405.00	40.50
Total B180 Avoidance Action Analysis and Proceedings			<u>12.90</u>		<u>3,643.50</u>

EXHIBIT B.9

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TASK CODE: B190 Contested Matters/Motions

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/28/11	D. Fournier	Review briefing on Tranquility claim objection for 6/28/11 hearing.	2.30	620.00	1,426.00
06/28/11	D. Fournier	Review objection to Motion to Compel.	0.40	620.00	248.00
06/28/11	D. Stratton	Draft, edit, circulate, finalize, serve and file statement in opposition to motions to compel.	2.30	700.00	1,610.00
06/28/11	C. Lano	Research and provide D.Stratton Equity Committee's 2004 Motion and related objections.	0.60	215.00	129.00
06/28/11	C. Lano	Prepare and file Statement In Response To Motion To Compel Discovery.	0.30	215.00	64.50
06/28/11	C. Lano	Prepare and serve Statement In Response to Motion To Compel Discovery.	0.20	215.00	43.00
Total B190 Contested Matters/Motions			6.10		3,520.50

EXHIBIT B.10

TASK CODE: B191 General Litigation

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/01/11	F.A. Mayer	Consider issues related to economic benefit to estate with T. McTaggart re director/officers seeking indemnity and reimbursement and FDIC claims and potential remaining claims available against directors/officers (1.3); review and consider Weil Gotshal memo in light of discussion (1.0).	2.30	665.00	1,529.50
06/01/11	T.R. McTaggart	Review Weil Gotshal information re D&O claims (1.0); conference with F. Mayer (.7); review status e-mails (.4).	2.10	685.00	1,438.50
06/02/11	F.A. Mayer	Preparing reaction memo to Weil Gotshal memo dated 05/26/11 concerning estate's inability to block expense (legal and otherwise) reimbursement and immunizing liability of former directors and officers.	3.80	665.00	2,527.00
06/02/11	T.R. McTaggart	Review status e-mails (.3); further review of D&O issues (2.6); email to R. Johnson, Akin re D&O issue (.2).	3.10	685.00	2,123.50
06/03/11	F.A. Mayer	Drafting file memo re reaction to Weil Gotshal 05/26/11 memo and potential impact on WMI estate.	2.30	665.00	1,529.50
06/03/11	T.R. McTaggart	Review status e-mails (.4);	1.20	685.00	822.00

		additional review of D&O issue (.8).			
06/06/11	T.R. McTaggart	Call with R. Johnson re D&O issues (.2); review status updates (.2).	0.40	685.00	274.00
06/07/11	T.R. McTaggart	Conference with M. Vigunas re D&O issues (.4); review status e-mails (.3).	0.70	685.00	479.50
06/08/11	T.R. McTaggart	Review email from B. Rothschild re regulatory issue (.3); review D&O issue (.2); review status e-mails (.3).	0.80	685.00	548.00
06/10/11	D. Stratton	Toma Article and follow up.	0.20	700.00	140.00
06/10/11	D. Stratton	E-mails re LTW's request for a committee.	0.20	700.00	140.00
06/16/11	D. Stratton	Review EC motion to compel Aurelius discovery.	0.40	700.00	280.00
06/16/11	D. Stratton	Co-Counsel re SNH trading issues.	1.20	700.00	840.00
06/17/11	F.A. Mayer	Finalizing file memo re post FDIC etc. settlement retained causes of actions for creditors committee.	2.80	665.00	1,862.00
06/17/11	D. Stratton	Review discovery documents and motion to compel discovery (6/19).	0.80	700.00	560.00
06/17/11	D. Stratton	Telephone call with R. Johnson and F. Hodara re trading issue (6/19).	1.80	700.00	1,260.00
06/20/11	D. Fournier	Work on initial review of pleadings related to SNH issue (1.5); confer with D. Stratton and L. Shiekman re same (.5); work on review of relevant transcripts (1.2).	3.20	620.00	1,984.00

06/20/11	L. Shiekman	Teleconference with D. Stratton and D. Fournier re discovery and EC issues and review raw material re Equity Committee Claims.	2.00	695.00	1,390.00
06/20/11	D. Stratton	Review materials relating to insider trading issue.	4.70	700.00	3,290.00
06/20/11	C. Lano	Receipt and review of Signed Order Approving Stipulation re Defendant John Browning.	0.10	215.00	21.50
06/20/11	C. Lano	Receipt and review of Signed Order Approving Stipulation re Defendant Keith Fukui.	0.10	215.00	21.50
06/20/11	C. Lano	Receipt and review of Signed Order Approving Stipulation re Defendant Richard Blunck.	0.10	215.00	21.50
06/20/11	C. Lano	Receipt and review of Signed Order Approving Stipulation re Defendant Robert Hill.	0.10	215.00	21.50
06/20/11	C. Lano	Confer with R.Hudson re service and Declaration of Service re Orders Approving Stipulation.	0.10	215.00	21.50
06/21/11	J.A. Dubow	Review transcripts and exhibits (.5); emails re same (.5).	1.00	550.00	550.00
06/21/11	D. Fournier	Review research requirements for SNH trading inquiry (.3); memo to J. Schanne re same (.3).	0.60	620.00	372.00
06/21/11	L. Shiekman	Review additional court filings re Equity Committee objections.	0.90	695.00	625.50

06/21/11	L. Shiekman	Prepare for depositions of Hedge funds.	2.60	695.00	1,807.00
06/21/11	D. Stratton	Review materials re insider trading issue.	1.00	700.00	700.00
06/21/11	C. Lano	Research and provide D.Stratton Notice of Deposition schedules re Appaloosa, Owl Creek, and Centerbridge.	0.20	215.00	43.00
06/22/11	J.A. Dubow	Conference call re status and strategy.	1.00	550.00	550.00
06/22/11	D. Fournier	Confer with D. Stratton and L. Sheikman re background on SNH issues (.7); teleconference with D. Stratton, L. Sheikman and AG team re same (1.3); follow-up review of binder re same (2.3).	4.30	620.00	2,666.00
06/22/11	L. Shiekman	Prepare for depositions.	4.60	695.00	3,197.00
06/22/11	D. Stratton	Review information on insider trading issue.	2.80	700.00	1,960.00
06/22/11	D. Stratton	Call with Akin Gump re background for depositions.	1.20	700.00	840.00
06/22/11	D. Stratton	Pepper team call re depositions	0.70	700.00	490.00
06/23/11	J.A. Dubow	Review and respond to numerous emails.	0.80	550.00	440.00
06/23/11	D. Fournier	Analysis of time line prepared by C. Carty.	0.60	620.00	372.00
06/23/11	L. Shiekman	Prepare and attend V. Melwani deposition in New York City.	8.10	695.00	5,629.50
06/23/11	D. Stratton	Review information on AAOC trading.	1.00	700.00	700.00
06/23/11	D. Stratton	Attend deposition of James	8.70	700.00	6,090.00

		Bolin, Appaloosa Management.			
06/24/11	J.A. Dubow	Conference with Larry Sheikman re status and strategy (.4); review document and transcript (3.4); review and respond to email (1.0).	4.80	550.00	2,640.00
06/24/11	D. Fournier	Multiple e-mails re plan issues (.3); emails from/to Pepper team re EC litigation (.3); review interest cases pulled by J. Schanne (1.7).	2.30	620.00	1,426.00
06/24/11	T.R. McTaggart	Review status emails (.2); review ANICO D.C. Cir. opinion (.9).	1.10	685.00	753.50
06/24/11	L. Shiekman	Teleconference with Weil re litigation.	0.50	695.00	347.50
06/24/11	L. Shiekman	Research re case.	1.50	695.00	1,042.50
06/24/11	L. Shiekman	Meeting with J. Dubow re standards for insider trading.	0.40	695.00	278.00
06/24/11	L. Shiekman	Research re standards for insider trading.	1.90	695.00	1,320.50
06/24/11	L. Shiekman	Review depositions re WAMU.	1.60	695.00	1,112.00
06/24/11	D. Stratton	E-mails to Pepper team on issues on which to follow up on insider trading issues	0.70	700.00	490.00
06/24/11	D. Stratton	Attend Owl Creek deposition.	6.40	700.00	4,480.00
06/25/11	J.A. Dubow	Emails and review binder.	1.50	550.00	825.00
06/26/11	J.A. Dubow	Conference call re case and issues.	2.00	550.00	1,100.00
06/26/11	J.A. Dubow	Emails and review documents.	1.00	550.00	550.00

06/26/11	L. Shiekman	Review Fried Frank Notebook.	1.20	695.00	834.00
06/26/11	L. Shiekman	Teleconference re discovery report.	2.10	695.00	1,459.50
06/26/11	D. Stratton	Review documents re insider trading issue.	0.50	700.00	350.00
06/26/11	D. Stratton	Draft e-mail to FTI re information needed on insider trading issue.	0.40	700.00	280.00
06/26/11	D. Stratton	Conference call with Akin & FTI re insider trading issues etc.	1.90	700.00	1,330.00
06/27/11	J.A. Dubow	Conference calls re SEC issues (1.5); review and respond to numerous emails (.5); review documents (1.0).	3.00	550.00	1,650.00
06/27/11	D. Fournier	Teleconference with Akin Gump, FTI and Pepper teams re trading issues (.8); review multiple emails among team re same (.3).	1.10	620.00	682.00
06/27/11	L. Shiekman	Teleconference re SEC issues.	1.50	695.00	1,042.50
06/27/11	L. Shiekman	Teleconference re FTI projects.	0.80	695.00	556.00
06/27/11	L. Shiekman	Meetings with W. Redding and M. Zarychta re research projects.	0.80	695.00	556.00
06/27/11	L. Shiekman	Review additional materials from discovery.	1.20	695.00	834.00
06/27/11	D. Stratton	Review research memos on remedies.	0.60	700.00	420.00
06/27/11	D. Stratton	Prepare for and participate in teleconference with FTI et al. re analysis of trading information and follow up.	1.00	700.00	700.00

06/27/11	D. Stratton	Telephone call re insider trading issues.	1.60	700.00	1,120.00
06/27/11	D. Stratton	Numerous e-mails and telephone calls re case, trading issue etc.	1.40	700.00	980.00
06/27/11	D. Stratton	K. Eckstein re discovery motion.	0.20	700.00	140.00
06/27/11	W.D. Redding	Discuss case background and strategize about next steps.	0.50	235.00	117.50
06/27/11	W.D. Redding	Review documents to create summary of facts.	4.10	235.00	963.50
06/27/11	M.C. Zarychta	Meeting with L. Shiekman, J. Dubow and W. Redding re research duty to disclose and damages (.8); research same (8.0).	8.80	380.00	3,344.00
06/28/11	J.A. Dubow	Review and respond to numerous emails (1.0); analysis of issues (1.5).	2.50	550.00	1,375.00
06/28/11	L. Shiekman	Teleconference with D. Stratton re insider issues.	0.30	695.00	208.50
06/28/11	L. Shiekman	Review recent Delaware Supreme Court decision.	0.70	695.00	486.50
06/28/11	W.D. Redding	Review documents to create summary of facts.	6.80	235.00	1,598.00
06/28/11	M.C. Zarychta	Research disgorgement as a remedy to private claim for insider trading and duty to the source of the information.	9.10	380.00	3,458.00
06/28/11	C. Lano	Confer with L.Forster and M.Miller re Deposition Transcripts.	0.30	215.00	64.50
06/29/11	J.A. Dubow	Review and respond to numerous emails; analysis of multiple documents,	5.50	550.00	3,025.00

		presentations, memoranda; conference with Michele Zarychta (.4).			
06/29/11	D. Fournier	Work on analysis of discovery materials on SNH trading issue.	3.70	620.00	2,294.00
06/29/11	L. Shiekman	Email re expert issues.	0.30	695.00	208.50
06/29/11	D. Stratton	E-mails re expert witness.	0.30	700.00	210.00
06/29/11	W.D. Redding	Review depositions and prepare memo of factual background.	10.60	235.00	2,491.00
06/29/11	M.C. Zarychta	Discuss duty to source of information with J. Dubow.	0.40	380.00	152.00
06/30/11	J.A. Dubow	Attend deposition of Bill Kosturos in New York.	6.50	550.00	3,575.00
06/30/11	D. Fournier	Work on review of memorandum and cases re subordination and interest issues (4.3); emails among PH and AG teams re pending matters (.3).	4.60	620.00	2,852.00
06/30/11	L. Shiekman	Continued work on insider trading issues, including teleconference with FTI.	2.20	695.00	1,529.00
06/30/11	D. Stratton	Analysis of trading information and follow-up call.	1.00	700.00	700.00
06/30/11	W.D. Redding	Draft and revise memo summarizing Settlement Note Holders' confidentiality measures.	4.20	235.00	987.00
Total B191 General Litigation			<u>192.00</u>	<u>109,095.00</u>	

EXHIBIT B.11

TASK CODE: B195 Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/21/11	D. Stratton	Non-working travel to NYC. (billed at half time)	1.00	700.00	700.00
06/21/11	D. Stratton	Non-working travel to Wilmington. (billed at half time)	0.70	700.00	490.00
06/23/11	L. Shiekman	Travel to New York City for deposition of V. Melwani and return to Wilmington, Delaware. (billed at half time)	1.85	695.00	1,285.75
06/23/11	D. Stratton	Non-working travel to NYC for Depositions. (billed at half time)	0.80	700.00	560.00
06/23/11	D. Stratton	Non-working travel to Wilmington. (billed at half time)	1.25	700.00	875.00
06/24/11	D. Stratton	Non-working travel to NYC. (billed at half time)	0.90	700.00	630.00
06/24/11	D. Stratton	Non-working travel to Wilmington (billed at half time).	1.00	700.00	700.00
06/30/11	J.A. Dubow	Travel to/from New York (billed at half time).	2.00	550.00	1,100.00
Total B195 Non-Working Travel			9.50		6,340.75

EXHIBIT B.12

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TASK CODE: B310 Claims Administration - General

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/06/11	F.A. Mayer	Drafting file memo re issues not covered by debtor counsel.	1.80	665.00	1,197.00
06/20/11	N.M. Varughese	Research and draft memorandum regarding equitable disallowance of claims.	3.10	340.00	1,054.00
06/21/11	N.M. Varughese	Research and draft memorandum regarding equitable disallowance of claim	4.40	340.00	1,496.00
06/22/11	N.M. Varughese	Research and edit memorandum regarding equitable disallowance of claims.	3.00	340.00	1,020.00
Total B310 Claims Administration - General			<u>12.30</u>		<u>4,767.00</u>

EXHIBIT B.13

TASK CODE: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/01/11	D. Stratton	Review e-mails re settlement negotiations.	0.40	700.00	280.00
06/07/11	D. Fournier	Review numerous e-mails re status of plan discussions.	0.50	620.00	310.00
06/10/11	D. Stratton	Numerous e-mails re 7th amended plan and PSA (6/10 - 6/13).	1.20	700.00	840.00
06/13/11	D. Fournier	Review extensive e-mails re Plan issues.	0.50	620.00	310.00
06/13/11	D. Stratton	Numerous e-mails re negotiations on 7th amended plan and PSA.	0.60	700.00	420.00
06/14/11	D. Stratton	Numerous e-mails re plan issues and vote.	0.60	700.00	420.00
06/14/11	D. Stratton	Research re multiple plans.	2.40	700.00	1,680.00
06/14/11	D. Stratton	Review plan support agreement.	0.60	700.00	420.00
06/15/11	D. Stratton	E-mails re collapse of settlement discussions (.3) and telephone call with R. Johnson re same (.2).	0.50	700.00	350.00
06/20/11	C. Lano	Research and provide D.Stratton J.Walrath Opinion denying Confirmation.	0.20	215.00	43.00
06/21/11	D. Stratton	Meeting with Akin to discuss plan issues.	5.40	700.00	3,780.00
06/21/11	D. Stratton	E-mails re next steps and getting organized.	0.40	700.00	280.00
06/21/11	E. Meltzer	Speaking with J. Schanne re default interest rate research.	0.20	405.00	81.00
06/21/11	J.H. Schanne, II	Research re payment of post	4.40	310.00	1,364.00

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		petition interest.			
06/22/11	J.H. Schanne, II	Draft memo re post petition interest.	7.80	310.00	2,418.00
06/23/11	J.H. Schanne, II	Draft memo re post-petition interest.	3.30	310.00	1,023.00
Total B320 Plan and Disclosure Statement			<u>29.00</u>	<u>310.00</u>	<u>14,019.00</u>

EXHIBIT C

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Summary of Expenses

<u>Expenses</u>	<u>Value</u>
Duplicating	345.85
PARCELS COPY WORK	1,775.17
Filing Fees	610.00
Data Base Research	208.00
Messenger Service	85.00
Messenger Service - Overnight Courier	123.70
Postage	12.96
Reporting Services	296.10
Corporate Supplies	18.50
Telephone	0.10
Travel Expense	970.60
Local Transportation	504.00
Total	<u>4,949.98</u>

Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/06/11	RPT	Reporting Services - VERITEXT/NEW YORK REPORTING LANO-CERTIFIED TRANSCRIPT 5/2/11	1	177.50	177.50
06/08/11	DUP	DUP - Hudson Rebecca S. - 06/08/2011	2	0.10	0.20
06/08/11	DUP4	LANO 051811 - PARCELS COPY WORK	1	268.96	268.96
06/08/11	DUP4	STRATTON 051611 - PARCELS COPY WORK	1	166.77	166.77
06/14/11	DUP4	LANO 052311 - PARCELS COPY WORK	1	247.64	247.64
06/14/11	DUP4	LANO 052711 - PARCELS COPY WORK	1	171.72	171.72
06/15/11	DUP	DUP - Lewis Christopher A. - 06/15/2011	48	0.10	4.80
06/15/11	DUP	DUP - Parcels - 06/15/2011	4	0.10	0.40
06/15/11	DUP	DUP - Hudson Rebecca S. - 06/15/2011	24	0.10	2.40
06/15/11	DUP	DUP - Lewis Christopher A. - 06/15/2011	24	0.10	2.40
06/15/11	DUP	DUP - Lewis Christopher A. - 06/15/2011	48	0.10	4.80
06/15/11	MES	051611 - Messenger Service	1	7.50	7.50
06/15/11	MES	051611 - Messenger Service	1	7.50	7.50
06/15/11	MES	051611 - Messenger Service	1	7.50	7.50
06/15/11	MES	052311 - Messenger Service	1	7.50	7.50
06/15/11	MES	052311 - Messenger Service	1	7.50	7.50
06/15/11	MES	052311 - Messenger Service	1	7.50	7.50
06/15/11	RPT	Reporting Services - VERITEXT/NEW YORK REPORTING LANO-CERTIFIED TRANSCRIPT 5/24/11	1	118.60	118.60
06/16/11	DUP	DUP - Lewis Christopher A. - 06/16/2011	22	0.10	2.20
06/16/11	DUP	DUP - Parcels - 06/16/2011	320	0.10	32.00
06/16/11	DUP	DUP - Lewis Christopher A. - 06/16/2011	24	0.10	2.40

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	30.00	30.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	44.00	44.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	37.00	37.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	30.00	30.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	44.00	44.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 5/26/11 COURTCALL	1	44.00	44.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 6/10/11 COURTCALL	1	72.00	72.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 6/10/11 COURTCALL	1	72.00	72.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 6/10/11 COURTCALL	1	79.00	79.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 6/10/11 COURTCALL	1	79.00	79.00
06/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 6/10/11 COURTCALL	1	79.00	79.00
06/21/11	MES4	FedEx: Chad Smith SEATTLE	1	17.30	17.30
06/21/11	MES4	FedEx: MARCIA L GOLDSTEIN NEW YORK CITY	1	13.60	13.60
06/21/11	MES4	FedEx: PARKER C FOLSE III SEATTLE	1	20.50	20.50
06/21/11	MES4	FedEx: STEPHEN D SUSMAN,ES NEW YORK CITY	1	24.60	24.60
06/21/11	MES4	FedEx: DAVID P SIMMONS,ESQ LOS ANGELES	1	20.50	20.50
06/21/11	MES4	FedEx: FRED S HOLDARA,ESQ NEW YORK CITY	1	13.60	13.60

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/21/11	MES4	FedEx: SCOTT L ALBERINO,ESQ WASHINGTON	1	13.60	13.60
06/22/11	DUP	DUP - Shiekman Laurence Z. - 06/22/2011	191	0.10	19.10
06/22/11	DUP	DUP - Shiekman Laurence Z. - 06/22/2011	1	0.10	0.10
06/24/11	DUP	SHIEKMAN 062211 - BINDING - Duplicating & Reproduction	1	1.25	1.25
06/24/11	DUP4	HUDSON - 060811 - PARCELS COPY WORK	1	139.32	139.32
06/24/11	MES	061511 - MESSENGER SERVICE	1	7.50	7.50
06/24/11	MES	061511 - MESSENGER SERVICE	1	7.50	7.50
06/24/11	MES	061611 - MESSENGER SERVICE	1	7.50	7.50
06/27/11	DUP	DUP - Shiekman Laurence Z. - 06/27/2011	1,414	0.10	141.40
06/27/11	LEX	LEX - Zarychta Michele C. - 06/27/2011	1	135.25	135.25
06/27/11	TXI	Local Transportation - LAURENCE Z. SHIEKMAN - DEPOSITION OF JAMES EDWARD BOLAND AND V. MELWANI IN NEW YORK CITY ON JUNE 23, 2011	1	384.00	384.00
06/27/11	TXI	Local Transportation - DAVID STRATTON - MEETING IN NEW YORK WITH AKIN GUMP 6/21/11	1	120.00	120.00
06/28/11	DUP	DUP - Parcels - 06/28/2011	318	0.10	31.80
06/28/11	DUP	DUP - Lewis Christopher A. - 06/28/2011	6	0.10	0.60
06/28/11	DUP	DUP - Parcels - 06/28/2011	40	0.10	4.00
06/28/11	DUP	DUP - Parcels - 06/28/2011	454	0.10	45.40
06/28/11	DUP4	HUDSON 061511 - PARCELS COPY WORK	1	563.50	563.50
06/28/11	DUP4	LANO 061611 - PARCELS COPY WORK	1	217.26	217.26
06/28/11	LEX	LEX - Zarychta Michele C. - 06/28/2011	1	72.75	72.75
06/28/11	MES	LEWIS 061611 - PARCELS COURIER SERVICE	1	5.00	5.00

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/28/11	MES	LEWIS 061511 - PARCELS COURIER SERVICE	1	5.00	5.00
06/28/11	TEL	Long Distance Telephone - 06/28/2011	1	0.10	0.10
06/28/11	TRV	STRATTON 062111 - AMTRAK	1	283.00	283.00
06/28/11	TRV	STRATTON 062111 - AMTRAK REFUND	1	(113.40)	(113.40)
06/28/11	TRV	STRATTON 062411 - AMTRAK	1	267.00	267.00
06/28/11	TRV	STRATTON 062311 - AMTRAK	1	314.00	314.00
06/29/11	DUP	DUP - Forster Lori - 06/29/2011	286	0.10	28.60
06/29/11	POS	HUDSON 062011 - Postage	1	3.52	3.52
06/29/11	POS	LEWIS 061511 - Postage	1	2.56	2.56
06/29/11	POS	LEWIS 061511 - Postage	1	2.56	2.56
06/29/11	POS	HUDSON 061511 - Postage	1	1.76	1.76
06/29/11	POS	LEWIS 061611 - Postage	1	1.28	1.28
06/29/11	POS	LEWIS 061611 - Postage	1	1.28	1.28
06/30/11	DUP	DUP - Parcels - 06/30/2011	220	0.10	22.00
06/30/11	MES	062111 - MESSENGER SERVICE	1	7.50	7.50
06/30/11	SUP	SHIEKMAN 062711 - Corporate Supplies	1	18.50	18.50
06/30/11	TRV	DUBOW 063011 - AMTRAK	1	220.00	220.00
		Total			<hr/> 4,949.98

EXHIBIT D

BIOGRAPHIES

David B. Stratton – Mr. Stratton is a Partner in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 1978. He is co-chair of the firm's Corporate Restructuring and Bankruptcy Practice Group. He is a member of the American Bar Association Business Law Section and a member of the Bankruptcy Subcommittee of the Banking Committee. He is also a member of the bar of Delaware.

Laurence Z. Shiekman – Mr. Shiekman is a Partner in the Commercial Litigation Practice Group of Pepper Hamilton LLP and has been practicing law since 1971. He has spoken at the National CLE Conference on class action litigation, both in the antitrust and ERISA areas and is an Adjunct Professor on the faculty of the University of Pennsylvania Law School, where he teaches trial advocacy. He is a member of the bar of Pennsylvania.

Timothy R. McTaggart – Mr. McTaggart is a Partner in the Financial Services Practice Group of Pepper Hamilton LLP and has been practicing law since 1985. He is a former Delaware State Bank Commissioner and former counsel to the U.S. Senate Banking Committee. He is also the former chair of the Trust and Investment Services Committee of the American Bar Association and has published numerous articles on bank regulation, privacy, data security and corporate law issues pertaining to financial services firms. He is a member of the bars of the District of Columbia and Massachusetts.

Frank A. Mayer, III – Mr. Mayer is a Partner in the Financial Services Practice Group of Pepper Hamilton LLP and has been practicing law since 1977. He is a former senior attorney to the Federal Deposit Insurance Corporation and acted as senior counsel for the Resolution Trust Corporation. He is a member of the bar of Pennsylvania.

David M. Fournier – Mr. Fournier is a Partner in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 1990. He is a former Chairman of the Delaware State Bar Association International Law Section. He is also a member of the American Bar Association Business Law Section and a member of the Subcommittee on International Bankruptcy. He is a member of the bars of Delaware and Pennsylvania.

Jay A. Dubow – Mr. Dubow is a Partner in the Commercial Litigation Group of Pepper Hamilton LLP and has been practicing law since 1984. He is a member of the bars of Pennsylvania and the District of Columbia.

Evelyn J. Meltzer – Ms. Meltzer is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2001. She is a member of the bars of Delaware and Pennsylvania.

James C. Carignan – Mr. Carignan is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2002. He is a member of the bar of Delaware.

Michele C. Zarychta – Ms. Zarychta is a Associate in the Commercial Litigation Group of Pepper Hamilton LLP and has been practicing law since 2005. She is a member of the bar of Pennsylvania.

Nina M. Varughese – Ms. Varughese is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2006. She is a member of the New Jersey and Pennsylvania bars.

John H. Schanne, II – Mr. Schanne is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2008. He is a member of the bar of Delaware.

Whitney Redding – Ms. Redding is an Associate in the Commercial Litigation Group of Pepper Hamilton LLP and has been practicing law since 2010. She is a member of the bar of Pennsylvania.

CERTIFICATE OF SERVICE

I, David B. Stratton, hereby certify that on the 27th day of July, 2011, I did serve the foregoing **Thirty-Third Monthly Application of Pepper Hamilton LLP, Co-Counsel for the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses Incurred for the Period June 1, 2011 through June 30, 2011** by causing a true and correct copy thereof to be served upon those parties listed on the attached service list in the manner indicated.

/s/ David B. Stratton
David B. Stratton (DE No. 960)

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