

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

<p>In re:</p> <p>WASHINGTON MUTUAL, INC., <u>et al.</u>,¹</p> <p style="padding-left: 40px;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 08-12229 (MFW)</p> <p>(Jointly Administered)</p> <p>Hearing Date: September 6, 2011 at 2:00 pm (ET)</p> <p>Objection Deadline: August 17, 2011 at 4:00 pm (ET)</p>
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**APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103
AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014 AUTHORIZING
THE RETENTION AND EMPLOYMENT OF FRANK PARTNOY AS SECURITIES
LITIGATION CONSULTANT TO THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS OF WASHINGTON MUTUAL, INC., ET AL.
NUNC PRO TUNC TO JUNE 29, 2011**

The Official Committee of Equity Security Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”), hereby files this application (the “Application”) seeking entry of an order in the form attached hereto as Exhibit B, pursuant to sections 328 and 1103 of title 11 of the United States Code (as amended, the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the retention and employment of Frank Partnoy (“Professor Partnoy”) as securities litigation consultant to the Equity Committee in these chapter 11 cases *nunc pro tunc* to June 29, 2011. In support of its Application, the Equity Committee relies upon the *Affidavit of Frank Partnoy in Support of the Application for an Order Pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rule of Bankruptcy Procedure 2014 Authorizing the Retention and Employment of Frank Partnoy as Securities Litigation Consultant to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to June 29, 2011* (the “Partnoy Affidavit”),

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



attached hereto as Exhibit A. In further 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 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. 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.

4. On January 11, 2010, the United States Trustee for the District of Delaware appointed an official committee of equity security holders (the "Equity Committee"). The Equity Committee is currently represented by Ashby & Geddes and Susman Godfrey [Docket Nos. 3123, 3681].

5. The Debtors filed the Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code on February 8, 2011 (as modified, the "Modified Sixth Amended Plan") [Docket Nos. 6696, 6964, 7038, 7040].

6. The Equity Committee filed under seal its objection to the Modified Sixth

Amended Plan on July 1, 2011 [Docket No. 8073]. The Equity Committee objected to the Modified Sixth Amended Plan because, among other things, it provided for the allowance of claims held by the Settlement Note Holders. The Equity Committee argued that the Settlement Note Holders engaged in inequitable conduct by using their position as substantial stakeholders in these cases to (i) negotiate the Global Settlement and initially proposed plan of reorganization to their own benefit and the benefit of similarly situated creditors to the detriment of the Debtors' equity holders and (ii) with respect to certain of the Settlement Noteholders, trade on material non-public information that they received from the Debtors sufficient to warrant equitable disallowance of their claims.

7. On July 12, 2011, the Equity Committee filed under seal its motion seeking an order authorizing it to commence and prosecute certain claims of the Debtors' estates (the "Standing Motion") [Docket No. 8179]. As set forth more fully in the Standing Motion, the Equity Committee seeks standing to file an adversary proceeding to equitably disallow claims held by certain of the Settlement Note Holders. The Standing Motion is scheduled to be heard on August 24, 2011.

8. The hearing on confirmation of the Modified Sixth Amended Plan commenced on July 13, 2011. At the confirmation hearing, the Court received evidence discovered to date regarding the allegations of inequitable conduct and insider trading by the Settlement Note Holders.

RELIEF REQUESTED AND BASIS THEREFORE

9. By this Application, the Equity Committee respectfully requests that the Court enter an order authorizing it to employ and retain Professor Partnoy as securities litigation consultant pursuant to sections 328 and 1103 of the Bankruptcy Code *nunc pro tunc* to June 29,

2011.

10. The Equity Committee engaged Professor Partnoy on June 29, 2011 to advise the Equity Committee in connection with various corporate and securities issues related to the Modified Sixth Amended Plan and insider trading allegations.

11. The Equity Committee selected Professor Partnoy as securities litigation consultant because of his expertise in corporate finance, financial markets, and securities regulation. Professor Partnoy is currently the George E. Barrett Professor of Law and Finance and is the director of the Center on Corporate and Securities Law at the University of San Diego. Professor Partnoy has been widely published in both the academic (e.g., University of Chicago Law Review, Yale Journal on Regulation) and popular press (e.g., the New York Times, the Financial Times) on subjects related to securities fraud, market manipulation, and insider trading.

12. Professor Partnoy has served in other litigation as an expert consultant and offered expert testimony on topics closely related to those at issue here, including matters involving materiality and the analysis of securities trading patterns. In addition to his law degree, Professor Partnoy has degrees in mathematics and economics that are relevant to the market analysis for which the Equity Committee seeks to retain him. Professor Partnoy is the author or co-author of articles on corporate and securities regulation, corporate finance and financial markets, including the most comprehensive peer-reviewed empirical study of hedge fund activism.

13. Professor Partnoy has provided and will provide advice to the Equity Committee and its professionals in connection with various corporate and securities issues raised by the Equity Committee's opposition to the Modified Sixth Amended Plan. In particular, Professor Partnoy has analyzed pricing of the Debtors' securities and trading patterns for certain of the

major creditors that are relevant to allegations of insider trading raised by the Equity Committee in opposition to the Plan. Although Professor Partnoy was not designated as a testifying witness at the hearing on plan confirmation, his analysis made a substantial contribution to the evidence submitted by the Equity Committee at that hearing. If the Court grants the Equity Committee's motion for standing to pursue claims for equitable disallowance against two creditors, Professor Partnoy would continue to provide consultation and potentially testimony in that adversary proceeding.

14. Subject to the Court's approval of this Application, Professor Partnoy will seek compensation and reimbursement of reasonable and necessary out-of-pocket expenses by filing appropriate applications 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 Professor Partnoy will seek interim compensation and reimbursement of expenses during these chapter 11 cases as permitted by section 331 of the Bankruptcy Code. While rendering services for the Equity Committee, Professor Partnoy will coordinate with the Equity Committee's other professionals to avoid any duplication of effort and expense.

15. The Equity Committee requests that Professor Partnoy be compensated on an hourly basis plus a retainer and that he be reimbursed for the actual, necessary expenses he incurs. Professor Partnoy's current standard hourly rate is \$850.00, which amount is subject to periodic adjustments. This is Professor Partnoy's standard hourly rate for work of this nature and is consistent with charges generally made to his other clients. In addition to the hourly rate, Professor Partnoy charges a retainer fee of \$40,000, which is intended in this case to compensate Professor Partnoy for having to set aside essentially all other responsibilities for the period from his retention through the hearing on Plan confirmation. Professor Partnoy's hourly rate is not

intended to cover out-of-pocket and other expenses as it is Professor Partnoy's policy to charge his clients for reasonable expenses, including travel, electronic database research charges and photocopying and printing charges.

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

17. To the best of the Equity Committee's knowledge and except as may be set forth in the Partnoy Affidavit, Professor Partnoy 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 Partnoy Affidavit, Professor Partnoy does not hold or represent any interest adverse to the interests of the Equity Committee or the Debtors' equity security holders. Accordingly, Professor Partnoy qualifies as a "disinterested person" within the meaning of sections 101(14) and 328 of the Bankruptcy Code.

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

NOTICE

19. 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

20. No previous application for the relief sought herein has been made by Professor Partnoy 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 retain and employ Professor Partnoy as securities litigation consultant *nunc pro tunc* to June 29, 2011 on the terms and conditions set forth herein, and (ii) granting such other and further relief as is just and proper.

Dated: August 3, 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

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

In re:)	Chapter 11
)	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹)	Case No. 08-12229 (MFW)
)	
Debtors.)	(Jointly Administered)
)	
)	Hearing Date: September 6, 2011 at 2:00 pm (ET)
)	Objection Deadline: August 17, 2011 at 4:00 pm (ET)

**NOTICE OF APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328
AND 1103 AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014
AUTHORIZING THE RETENTION AND EMPLOYMENT OF FRANK PARTNOY
AS SECURITIES LITIGATION CONSULTANT TO THE OFFICIAL COMMITTEE
OF EQUITY SECURITY HOLDERS OF WASHINGTON MUTUAL, INC., ET AL.
NUNC PRO TUNC TO JUNE 29, 2011**

PLEASE TAKE NOTICE that on August 3, 2011, the Official Committee of Equity Security Holders filed its **Application for an Order Pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rule of Bankruptcy Procedure 2014 Authorizing the Retention and Employment of Frank Partnoy as Securities Litigation Consultant to the Official Committee of Equity Security Holders of Washington Mutual, Inc., et al. Nunc Pro Tunc to June 29, 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 **August 17, 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 **September 6, 2011 at 2:00 p.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.

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

Dated: August 3, 2011
Wilmington, Delaware

ASHBY & GEDDES, P.A.



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

*Delaware Counsel to the Official Committee of
Equity Security Holders of Washington Mutual,
Inc., et al., and with respect to the Settlement Note
Holders, only as to Centerbridge Partners, L.P.,
Appaloosa Management L.P., and Owl Creek Asset
Management, L.P.*

-and-

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

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

-and-

SULLIVAN HAZELTINE ALLINSON LLC

/s/ William D. Sullivan

William D. Sullivan (DE Bar No. 2820)
901 N. Market Street, Suite 1300
Wilmington, DE 19801
Telephone: (302) 428-8191
Facsimile: (302) 428-8195

*Conflicts Co-Counsel for the Official Committee of
Equity Security Holders of Washington Mutual,
Inc., et al., as to Aurelius Capital Management,
L.P.*

Exhibit A
(Partnoy Affidavit)

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

In re: WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹ Debtors.)))))))))))	Chapter 11 Case No. 08-12229 (MFW) (Jointly Administered)
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**AFFIDAVIT OF FRANK PARTNOY IN SUPPORT OF THE
APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103
AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014 AUTHORIZING
THE RETENTION AND EMPLOYMENT OF FRANK PARTNOY AS SECURITIES
LITIGATION CONSULTANT TO THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF WASHINGTON MUTUAL, INC., ET AL.
NUNC PRO TUNC TO JUNE 29, 2011**

STATE OF CALIFORNIA)
) ss.:
COUNTY OF SAN DIEGO)

Frank Partnoy, being duly sworn, deposes and says:

1. I am the George E. Barrett Professor of Law and Finance and the director of the Center on Corporate and Securities Law at the University of San Diego, which is located at 5998 Alcalá Park, San Diego, California 92110.

2. I am a graduate of Yale Law School, have degrees in mathematics and economics and have done graduate work in statistics, econometrics and financial asset pricing. Since 1997, I have taught various courses in the areas of corporate and securities regulation, corporate finance and financial markets, and I am the author or co-author of several dozen articles and six books in these areas, including the most comprehensive peer-reviewed empirical

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax

study of hedge fund activism. I have written, taught and testified about issues related to insider trading, materiality, event studies, hedge funds and the analysis of securities trading patterns. I have testified as an expert at trial or deposition approximately two dozen times, including matters involving materiality and the analysis of securities trading patterns. In addition, I have acted as a consultant in several cases involving materiality and the analysis of trading patterns. I also have submitted reports as an expert on various financial and securities matters, including testimony and comments to the Securities and Exchange Commission, and sworn expert testimony on various issues related to securities and financial markets before committees of both the United States Senate and House of Representatives. My previous work, teaching, research and testimony have involved similar kinds of statistical, event study and trading analyses to those I have performed and plan to perform in this matter.

3. Before 1997, I practiced law at Covington & Burling, and worked on the trading desks at Morgan Stanley and CS First Boston, where I structured and sold a range of financial instruments traded with counterparties including hedge funds. I am a member of the New York and District of Columbia bars, and was a judicial clerk for the Honorable Michael B. Mukasey of the United States District Court for the Southern District of New York. I have been Chair of the Business Associations Section of the Association of American Law Schools and Co-Chair of the American Bar Association Securities Litigation Subcommittee on Futures and Derivatives Litigation.

4. I make this affidavit in support of the *Application for an Order Pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rule of Bankruptcy Procedure 2014 Authorizing the Retention and Employment of Frank Partnoy as Securities Litigation Consultant to the Official*

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.

Committee of Equity Security Holders of Washington Mutual, Inc., et al., Nunc Pro Tunc to June 29, 2011 (the “Application”).

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

6. To the best of my knowledge and information after due inquiry, I have no connection with the Debtors, their creditors, any other party-in-interest herein or their respective attorneys or professionals, and do not hold, or represent any entity having, an adverse interest in connection with these cases, except as disclosed herein. Except as otherwise disclosed herein, prior to the commencement of the Debtors’ cases, I have not, and during the pendency of my representation of the Equity Committee will not, represent any entity other than the Equity Committee in connection with these chapter 11 cases.

7. In connection with preparing this Affidavit, I obtained what I believe to be an extensive, but not necessarily comprehensive, list of interested parties and significant creditors (the “Potential Parties-in-Interest”).³ I have reviewed the list of names of the Potential Parties-in-Interest and determined that I am not now and have never been retained by any of the Potential Parties-in-Interest.

8. Although I have no known current or former connections with creditors and other parties-in-interest, I am likely to be retained as a consultant in the future by parties-in-interest in connection with matters unrelated to the Debtors or these chapter 11 cases. I will review my disclosures in these cases and in the event that additional material connections are

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

discovered, I will disclose such information to the Court on notice to parties-in-interest and the United States Trustee.

9. Based on the foregoing and to the best of my knowledge, I am “disinterested” as that term is defined in section 101(14) of the Bankruptcy Code and do not represent or hold an interest adverse to the Equity Committee or the Debtors’ equity security holders.

10. I anticipate to render professional services to the Equity Committee that may include, but are not limited to, providing litigation consulting services in connection with various corporate and securities issues related to the Modified Sixth Amended Plan (and the Equity Committee’s opposition thereto) and insider trading allegations. More specifically, the scope of my services will include, but is not limited to, consultation with the Equity Committee and its professionals, research and review of documents, statistical analysis and preparation of a report.

11. During the course of these chapter 11 cases, I will seek compensation based upon my 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 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the Orders and Rules of this Court. It is further contemplated that I 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.

12. Subject to this Court’s approval and in accordance with section 330 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Orders and Rules of the Court, the Equity Committee has agreed to compensate me on an hourly basis plus a retainer. My current standard hourly rate is \$850, which amount is subject to periodic adjustments. My

³ A list of names of the Potential Parties-in-Interest is attached hereto as Exhibit 1.

retainer for this matter is \$40,000, which is intended to compensate me for having had to set aside work on all other projects on short notice for the period between my retention and the hearing on Plan confirmation.

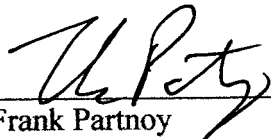
13. The hourly rate set forth above is my standard hourly rate for work of this nature. The rate is set at a level designed to fairly compensate me for my work and to cover fixed and routine overhead expenses. It is my policy to charge my clients for expenses including travel, electronic database research charges, printing and copying. I will charge the Equity Committee for these expenses in a manner and at rates consistent with charges generally made to my other clients.

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

15. I have not shared nor agreed to share with any entity any compensation received by me 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: August 1, 2011



Frank Partnoy

*Proposed Securities Litigation Consultant to the
Official Committee of Equity Security Holders*

SWORN AND SUBSCRIBED this 01 day of August, 2011.

* See Below.

Notary Public

State of California, County of San Diego
Subscribed and sworn to (or affirmed) before me on this
01 day of Aug., 2011, by Frank Partnoy.
proved to me on the basis of satisfactory evidence
to be the person(s) who appeared before me.

Carlos Cedillo

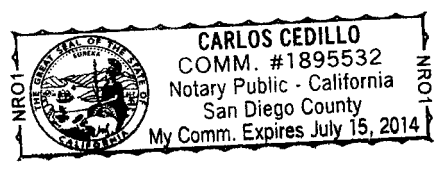


Exhibit 1

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 1
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
Debra 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
Januelin 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.
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Fir Tree Value Master Fund, L.P.
HFR ED Select Fund IV Master Trust
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Marathon Special Opportunity Master Fund, Ltd.
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The Governor and Company of the Bank of Ireland
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Varde Investment Partners (Offshore), Ltd.
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York Credit Opportunities Fund, L.P.
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York Investment Master Fund, L.P.

York Select, L.P.
York Select Master Fund, L.P.

Exhibit B

Proposed Order

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

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

**ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103 AND FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2014 AUTHORIZING THE RETENTION
AND EMPLOYMENT OF FRANK PARTNOY AS SECURITIES LITIGATION
CONSULTANT TO THE OFFICIAL COMMITTEE OF SECURITY EQUITY
SECURITY HOLDERS OF WASHINGTON MUTUAL, INC., ET AL.,
NUNC PRO TUNC TO JUNE 29, 2011**

Upon consideration of the application dated August 3, 2011 (the “Application”)² of the Official Committee of Equity Security Holders of the above captioned debtors and debtors in possession (the “Equity Committee”), for an order authorizing the Equity Committee to retain and employ Frank Partnoy (“Professor Partnoy”) as securities litigation consultant *nunc pro tunc* to June 29, 2011 pursuant to sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014; and upon consideration of the Partnoy Affidavit filed in support thereof; and the Court being satisfied based upon the representations made in the Application and the Partnoy Affidavit that Professor Partnoy represents no interest adverse to the Equity Committee or the Debtors’ equity security holders with respect to matters upon which Professor Partnoy is to be engaged, that Professor Partnoy is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that Professor Partnoy’s employment is necessary and is in the best interests of the Equity

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

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 Professor Partnoy as securities litigation consultant on the terms set forth in the Application and the Partnoy Affidavit *nunc pro tunc* to June 29, 2011.
3. Professor Partnoy 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

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT

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

CERTIFICATE OF SERVICE

I, Stacy L. Newman, hereby certify that on August 3, 2011, I caused one copy of the foregoing document to be served upon the parties on the attached service list by first class U.S. Mail, postage prepaid.

/s/ Stacy L. Newman

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