

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		Re: Docket No. 5885, 8135, 8426

**CERTIFICATION OF COUNSEL REGARDING
ORDER CLARIFYING ORDER AUTHORIZING WASHINGTON MUTUAL, INC.
TO ABANDON ITS EQUITY INTERESTS IN WASHINGTON MUTUAL BANK**

The undersigned hereby certifies as follows:

1. On November 12, 2010, the Debtors' filed a motion [D.I. 5885] (the "Motion") for an order authorizing, but not directing, WMI and its chapter 11 estate to abandon all equity interests in Washington Mutual Bank ("WMB") and scheduled a hearing to consider the Motion for December 1, 2010, at 10:30 a.m. (Eastern Time). Responses to the Motion and the relief requested therein were due on or prior to November 29, 2010, at 4:00 p.m. (Eastern Time) (the "Objection Deadline").

2. Prior to the Objection Deadline, Tricadia Capital Management, LLC ("Tricadia") filed an objection to the Motion [D.I. 6117]. Following discussions with the Debtors, Tricadia withdrew its objection to the Motion [D.I. 6272], and pursuant to the Debtors' review of the docket, no other objection to the Motion was ever filed.

¹ The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 925 Fourth Avenue, Seattle, Washington 98104.



3. Notwithstanding the absence of an objection, because the need for the relief requested coincided with confirmation and consummation of a chapter 11 plan, the Debtors had adjourned the hearing with respect to the Motion.

4. Because the sole objection with respect to the Motion had been withdrawn, on July 8, 2011, the Debtors filed a certification of no objection [D.I. 8104] (the “CNO”) and requested that the Court enter an order with respect to the Motion without a hearing. After the filing of the CNO, certain individual shareholders notified the Debtors and/or the United States Trustee for the District of Delaware (the “U.S. Trustee”) that certain other pro se shareholders had objected to the Motion. Although the Debtors did not believe that anyone other than Tricadia had ever objected to the Motion, the Debtors immediately notified the Court and, that same day, filed a withdrawal of the CNO [D.I. 8119]. Without the benefit of such withdrawal, the Court entered an order granting the Motion on July 11, 2011 [D.I. 8135] (the “Order”). Since entry of the Order, the Debtors undertook an extensive review of the Court’s docket, including, among other things, objections filed to the Debtors’ chapter 11 plan and hearing transcripts, and did not find any objection to the Motion and the relief requested therein, other than the one filed by Tricadia.

5. Notwithstanding the foregoing, on July 29, 2011 the Debtors provided notice [D.I. 8343] that the Motion had been rescheduled and would be heard on August 12, 2011, at 10:30 a.m. (Eastern Time) (the “Hearing”). As of the date of that notice, neither the Order had been vacated nor had a motion been filed by any party seeking the vacature thereof.

6. On August 10, 2011, the Equity Committee filed a limited objection [D.I. 8426] seeking a modification of the Order to clearly reflect that abandonment of equity interests in WMB would only occur following entry of an order confirming a plan in these chapter 11 cases.

7. At the Hearing, (a) no other party in interest, including, without limitation, any pro se shareholder, interposed an objection to the Motion, (b) the Debtors made a representation on the record that they would not abandon any equity interests in WMB until after entry of an order confirming a plan in these chapter 11 cases and (c) the Court reaffirmed the entry of the July 11 Order and requested that the Debtors submit a modified form of the July 11 Order clarifying that abandonment of equity interests in WMB would only occur following entry of an order confirming a plan in these chapter 11 cases and setting forth the procedural history of the entry of the July 11 Order.

8. A form of order (the "Clarifying Order") clarifying the July 11 Order is attached hereto as Exhibit 1.

WHEREFORE the Debtors respectfully request that the Court enter the Clarifying Order, attached hereto as Exhibit 1, at its earliest convenience.

Dated: August 18, 2011
Wilmington, Delaware



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Exhibit 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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<i>In re</i>	:		Chapter 11
	:		
WASHINGTON MUTUAL, INC., <u>et al.</u> ¹	:		Case No. 08-12229 (MFW)
	:		
Debtors.	:		(Jointly Administered)
	:		
	:		Re: Docket Nos. 5885, 8135, 8426 & _____
	X		

**ORDER REAFFIRMING ORDER AUTHORIZING WASHINGTON MUTUAL, INC.
TO ABANDON ITS EQUITY INTERESTS IN WASHINGTON MUTUAL BANK**

Upon the motion, dated November 12, 2010 (the “Motion”),² of Washington Mutual, Inc. (“WMI”) and WMI Investment Corp., as debtors and debtors in possession (together, the “Debtors”), for entry of an order, pursuant to section 554(a) of the Bankruptcy Code, authorizing, but not directing, WMI to abandon WMI’s and WMI’s estate’s equity interests in Washington Mutual Bank (“WMB”), all as more fully set forth in the Motion; and, pursuant to a certificate of no objection (the “CNO”) [D.I. 8104], the Debtors (a) informed the Court that the sole objection to the Motion and the relief requested therein, filed by the objection deadline or otherwise, had been withdrawn and (b) requested entry of an order granting relief requested in the Motion; and, on July 8, 2011, (y) certain shareholders informed the Debtors that certain other pro se shareholders had objected to the Motion and the relief requested therein and (z) although the Debtors disagreed with such assertions, the Debtors filed a notice of withdrawal of the CNO (the “Withdrawal”) [D.I. 8104]; and, without the benefit of reviewing the

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² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Withdrawal, by order, dated July 11, 2011, the Court granted the Motion and the relief requested therein [D.I. 8135] (the “July 11 Order”); and neither the Order having been vacated nor a motion seeking the vacature thereof having been filed; and, notwithstanding the ongoing effectiveness of the July 11 Order, by notice, dated July 29, 2011 [D.I. 8343], the Debtors provided notice that the Motion had been rescheduled and would be heard on August 12, 2011 (the “Hearing”); and on August 10, 2011, the Equity Committee having filed a limited objection, [D.I. 8426], seeking a modification of the July 11 Order to clarify that abandonment of equity interests in WMB would only occur following entry of an order confirming a chapter 11 plan; and, at the Hearing, the Debtors having made a representation on the record of the Hearing that they would not abandon any equity interests in WMB until after entry of an order confirming a chapter 11 plan; and no other party in interest, including, without limitation, any pro se shareholder, having interposed an oral or written objection to the Motion and the relief requested therein; and the Court having jurisdiction to consider the Motion, the relief requested therein, the July 11 Order, and the relief granted therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion, the relief requested therein, the July 11 Order, and the relief granted therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that entry of the July 11 Order is REAFFIRMED as set forth on the record of the Hearing; and it is further

ORDERED that, pursuant to section 554(a) of the Bankruptcy Code, WMI and its chapter 11 estate are authorized, in their sole and absolute discretion, at any time, to abandon

their equity interests in the WMB Stock, but not before entry of an order confirming a chapter 11 plan in these chapter 11 cases; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: August _____, 2011
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE