

**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) Related Docket Nos. 8379 and 8501
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CERTIFICATION OF COUNSEL

I, Gregory A. Taylor, a member of the law firm of Ashby & Geddes, P.A., Delaware counsel to the Official Committee of Equity Security Holders (the “Equity Committee”) of Washington Mutual, Inc. (“WMI” and, together with its chapter 11 debtor-affiliate, WMI Investment Corp., the “Debtors”), hereby certify the following:

1. On August 3, 2011, the Equity Committee 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* [Docket No. 8379] (the “Partnoy Application”).

2. On August 17, 2011, the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) filed its Objection [Docket No. 8501] to the Partnoy Application.

3. In addition, the Office of the United States Trustee (the “US Trustee”) provided the Equity Committee with certain informal comments regarding the relief requested in the Partnoy Application. Other than the Objection filed by the Creditors’ Committee and the

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.



comments received from the US Trustee, no other party in interest asserted an objection or response to approval of the Partnoy Application.

4. The Equity Committee engaged in discussions with the Creditors' Committee and the US Trustee, which discussions resulted in a resolution of the Creditors' Committee's Objection and the comments provided by the US Trustee.

5. On September 20, 2011, a hearing was held regarding approval of the Partnoy Application. At the September 20th hearing, the resolution reached among the Equity Committee, the Creditors' Committee and the US Trustee was described on the record.

6. Attached hereto as "Exhibit A" is a revised proposed form of Order that has been blacklined to show the revisions made to the original proposed form of order filed along with the Partnoy Application that accurately reflects the resolution reached among the Equity Committee, the Creditors' Committee and the US Trustee. Counsel to the Creditors' Committee and counsel for the US Trustee have reviewed the revisions to the proposed Order attached hereto as "Exhibit A" and have advised the undersigned counsel that the Creditors' Committee and the US Trustee agree that it accurately reflects the parties' agreement and do not oppose its entry by the Court. Attached hereto as "Exhibit B" is a clean copy of the proposed Order that incorporates the blacklined revisions. Accordingly, the Equity Committee respectfully requests that the Court enter the proposed Order attached hereto as "Exhibit B" at the Court's first convenience.

7. The Equity Committee remains at the Court's convenience should the Court have any questions or concerns.

Dated: September 22, 2011
Wilmington, Delaware

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Management, L.P.*

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*Conflicts Co-Counsel for the Official Committee of
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L.P.*

EXHIBIT A

PROPOSED ORDER
(blackline)

**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 Nos. <u>8379 and 8501</u>
)	

**ORDER PURSUANT TO 11 U.S.C. §§ 328, 330 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, 330 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014; and upon consideration of the Partnoy Affidavit filed in support thereof; and the Objection of the Official Committee of Unsecured Creditors to the Application, and the Office of the United States Trustee having made certain informal comments with respect to the Application, 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

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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 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** as provided herein.

2. In accordance with section 328, 330 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. Notwithstanding anything to the contrary set forth in the Application, 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 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and such other Orders as the Court may direct, provided, however, that Professor Partnoy shall seek allowance and payment of the \$40,000 retainer component of his proposed compensation only as part of his application for final allowance and payment of compensation for services rendered and expenses incurred in connection with these proceedings.

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.

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

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

EXHIBIT B

PROPOSED ORDER
(clean)

**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)
)	
)	Related Docket Nos. 8379 and 8501
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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**

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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.

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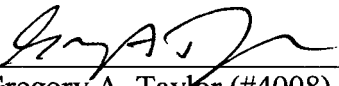
5. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2011

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT

CERTIFICATE OF SERVICE

I, Gregory A. Taylor, hereby certify that on September 22, 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.



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