

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)				
In re:	)	Chapter 11	)		
WASHINGTON MUTUAL, INC., <u>et al.</u> <sup>1</sup>	)	Case No. 08-12229 (MFW)	)		
Debtors.	)	Jointly Administered	)		
	)	Objection Deadline: December 1, 2011	)		
	)	at 4:00 p.m. EST	)		

**SEVENTEENTH CONSOLIDATED MONTHLY APPLICATION OF  
SIMPSON THACHER & BARTLETT LLP FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD  
FROM JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

Name of Applicant:	<u>Simpson Thacher &amp; Bartlett LLP ("STB")</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors-in- possession</u>
Date of Retention:	<u>November 14, 2008, <i>nunc pro tunc</i> to September 26, 2008</u>
Period for which compensation and reimbursement are sought:	<u>June 1, 2011 through September 30, 2011</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$29,710.80</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$1,032.76</u>
This is a(n):	<input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application

<sup>1</sup> The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.



Prior Applications Filed:

<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>
02/23/09	09/27/08 through 12/31/08	\$208,063.25 <sup>2</sup>	\$972.51 <sup>3</sup>
03/25/09	01/01/09 through 02/28/09	\$24,804.00	\$773.53
06/26/09	03/01/09 through 05/31/09	\$119,162.50	\$8,155.82
09/17/09	06/01/09 through 08/31/09	\$79,864.00	\$1,126.91
10/21/09	09/01/09 through 09/30/09	\$5,690.50	\$0.00
12/18/09	10/01/09 through 11/30/09	\$9,780.00	\$16.56
02/04/10	12/01/09 through 12/31/09	\$6,076.00	\$0.00
03/16/10	01/01/10 through 01/31/10	\$2,036.00	\$0.00
04/06/10	02/01/10 through 02/28/10	\$5,159.50	\$0.00
05/19/10	03/01/10 through 04/30/10	\$21,091.00	\$1,374.68
06/29/10	05/01/10 through 05/31/10	\$7,077.50	\$52.12

<sup>2</sup> The total amount of fees requested in STB's First Consolidated Monthly Fee Application, filed on February 23, 2009, was \$230,041.25. As noted in the Certification of Counsel filed on March 20, 2009, STB subsequently reduced this request to \$208,063.25.

<sup>3</sup> The total amount of expenses requested in STB's First Consolidated Monthly Fee Application, filed on February 23, 2009, was \$3,081.38. As noted in the Certification of Counsel filed on March 20, 2009, STB subsequently reduced this request to \$972.51.

Date Filed	Period Covered	Fees	Expenses
09/27/10	06/01/10 through 07/31/10	\$13,339.50	\$221.44
11/11/10	08/01/10 through 08/31/10	\$6,787.50	\$63.99
11/11/10	09/01/10 through 09/30/10	\$6,213.50	\$266.78
01/19/11	10/01/10 through 12/31/10	\$16,415.00	\$25.12
06/30/11	02/01/11 through 05/31/11	\$67,296.50	\$965.94

**COMPENSATION BY TIMEKEEPER**  
**JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Joshua Levine	Joined firm as counsel in 2007. Partner in 2009. Member of NY bar since 1996.	\$945.00	0.40	\$378.00
Lee Meyerson	Joined firm as associate in 1981. Partner in 1989. Member of NY bar since 1982.	\$1,095.00	1.00	\$1,095.00
William Russell, Jr.	Joined firm as associate in 1990. Partner in 1999. Member of NY bar since 1991.	\$995.00	3.10	\$3,084.50
Mary Kay Vyskocil	Joined firm as associate in 1983. Partner in 1991. Member of NY bar since 1984.	\$1,040.00	0.10	\$104.00
K. Lucy Atwood	Joined firm as associate in 2007. Member of CA bar since 2002.	\$750.00	1.70	\$1,275.00
Meghan E. Cannella	Joined firm as associate in 2007. Member of NJ bar since 2007; member of NY bar since 2008.	\$645.00	9.60	\$6,192.00
Zara Ohiorhenuan	Joined firm as associate in 2009. Member of NY bar since 2010.	\$495.00	12.60	\$6,237.00
Jodie S. Pimentel	Joined firm as associate in 2007. Member of NY bar since 2006.	\$725.00	4.90	\$3,552.50

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Garrett James	Paralegal since 2010. Joined firm in 2010.	\$190.00	20.00	\$3,800.00
Moshe Azoulai	Litigation Support Manager since 1992. Joined firm in 1982.	\$310.00	2.60	\$806.00
Michael Carney	Litigation Support Analyst since 2010. Joined firm in 2006.	\$255.00	3.20	\$816.00
David Leavitt	Senior Litigation Support Analyst since 2007. Joined firm in 2003.	\$285.00	2.00	\$570.00
<b>GRAND TOTAL</b>			<b>61.20</b>	<b>\$27,910.00</b>
<b>BLENDED RATE FOR ALL TIMEKEEPERS</b>		<b>\$644.17</b>		
<b>TOTAL ATTORNEY HOURS</b>			<b>33.40</b>	
<b>TOTAL ATTORNEY COMPENSATION</b>				<b>\$21,918.00</b>

**COMPENSATION BY PROJECT CATEGORY**  
**JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
General Corporate Advice (A)	49.50	\$20,065.00
STB Compensation (B)	11.70	\$7,845.00
<b>TOTAL</b>	<b>61.20</b>	<b>\$27,910.00</b>

**EXPENSE SUMMARY**  
**JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Pacer		\$ 12.56
Messenger Services	STB	\$ 9.00
Document Processing/Production	Scarab Consulting	\$1,011.20
<b>TOTAL</b>		<b>\$1,032.76</b>

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

In re:	)	)	)	)	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	)	)	)	)	Case No. 08-12229 (MFW)
Debtors.	)	)	)	)	Jointly Administered
	)	)	)	)	Objection Deadline: December 1, 2011 at 4:00 p.m. EST
	)	)	)	)	

**SEVENTEENTH CONSOLIDATED MONTHLY APPLICATION OF  
SIMPSON THACHER & BARTLETT LLP FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD  
FROM JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated October 30, 2008 [Docket No. 204] and the *Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated November 14, 2008 [Docket No. 302] (collectively, the “Administrative Order”), Simpson Thacher & Bartlett LLP (“STB”) hereby files this Fifteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Special Counsel to the Debtors and Debtors-in-Possession for the Period From June 1, 2011 through September 30, 2011 (the “Application”). By this Application, STB seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$29,710.80 as compensation and \$1,032.76 for reimbursement of actual

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<sup>1</sup> The Debtors in these Chapter 11 cases along with the last four digits of each Debtor’s federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WM1 Investment Corp. (5395). The Debtors’ principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.



and necessary expenses for a total of \$30,743.56 for the period June 1, 2011 through and including September 30, 2011 (the "Compensation Period"). In support of this Application, STB respectfully represents as follows:

**Background**

1. On September 26, 2008 (the "Petition Date"), the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. STB was retained effective as of the Petition Date by this Court's Order dated November 14, 2008 (the "Retention Order"), attached hereto as Exhibit A. The Retention Order authorized STB to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**Compensation Paid and Its Source**

3. All services for which compensation is requested by STB were performed for or on behalf of the Debtors.

4. STB has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between STB and any other person other than the partners of STB for the sharing of compensation to be received for services rendered in these cases.

### **Fee Statements**

5. The fee statement for the Compensation Period is attached hereto as Exhibit B. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of STB's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Administrative Order.

### **Actual and Necessary Expenses**

6. A summary of actual and necessary expenses and daily logs of expenses incurred by STB during the Compensation Period is attached hereto as Exhibit C.

### **Summary of Services Rendered**

7. The partners, counsel and associates of STB who have rendered professional services in these cases are as follows: K. Lucy Atwood, Meghan E. Cannella, Joshua Levine, Lee Meyerson, Zara Ohiorhenuan, Jodie Pimentel, William Russell, Jr. and Mary Kay Vyskocil. The paraprofessionals of STB who have provided services to these attorneys in these cases are as follows: Moshe Azoulai, Michael Carney, Garrett James and David Leavitt.

8. STB, by and through the above-named persons, has advised the Debtors with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

### **Summary of Services By Project**

9. The services rendered by STB during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached

Exhibit B. The attorneys who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit B attached hereto.

A. General Corporate Advice

Fees: \$20,065.00: Total Hours: 49.50

This category includes matters related to corporate, regulatory compliance, and securities advice and assistance.

B. STB Compensation

Fees: \$7,845.00: Total Hours: 11.70

This category includes matters related to STB's fee applications and compensation.

**Valuation of Services**

10. Attorneys and paraprofessionals of STB have expended a total of 61.20 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Levine, Joshua	0.40	\$945.00
Meyerson, Lee	1.00	\$1,095.00
Russell, William	3.10	\$995.00
Vyskocil, Mary Kay	0.10	\$1,040.00
Atwood, K. Lucy	1.70	\$750.00
Cannella, Meghan	9.60	\$645.00
Ohiorhenuan, Zara	12.60	\$495.00
Pimentel, Jodie	4.90	\$725.00

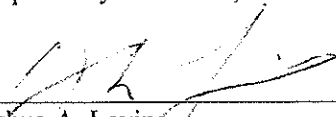
<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Azoulai, Moshe	2.60	\$310.00
Carney, Michael	3.20	\$255.00
James, Garrett	20.00	\$190.00
Leavitt, David	2.00	\$285.00

The nature of the work performed by these persons is fully set forth in Exhibit B attached hereto. These are STB's normal hourly rates for work of this character. The reasonable value of the services rendered by STB to the Debtors during the Compensation Period is \$29,710.00. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by STB is fair and reasonable given (a) the complexity of these matters, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, STB has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, STB respectfully requests that the Court authorize that for the period June 1, 2011 through September 30, 2011, an allowance be made to STB pursuant to the terms of the Administrative Order, with respect to the sum of \$29,710.80 as compensation for necessary professional services rendered, and the sum of \$1,032.76 as reimbursement of actual necessary costs and expenses, for a total of \$30,743.56, and that such sum be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: November 11, 2011  
New York, New York

Respectfully submitted,



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Joshua A. Levine  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 455-2000  
Facsimile: (212) 455 - 2502

VERIFICATION

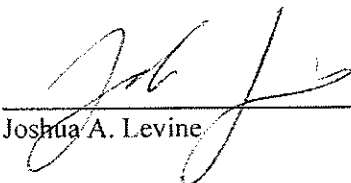
STATE OF NEW YORK            )  
  ) SS:  
COUNTY OF NEW YORK        )

Joshua A. Levine, after being duly sworn according to law, deposes and says:

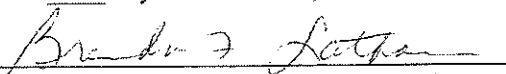
a)     I am a partner of the applicant firm, Simpson Thacher & Bartlett LLP, and am admitted to practice law in the State of New York.

b)     I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

c)     I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such order.

  
\_\_\_\_\_  
Joshua A. Levine

SWORN AND SUBSCRIBED before me  
this 11 day of November, 2011.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 7/15/15

BRENDA F. LATHAM  
Notary Public, State of New York  
No. 01LA4984158  
Qualified in Queens County  
Commission Expires July 15, 2015

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

-----X	
<i>In re</i>	: <b>Chapter 11</b>
	:
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	: <b>Case No. 08-12229 (MFW)</b>
	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
	: <b>Objection Deadline:</b>
-----X	: <b>December 1, 2011 at 4:00 p.m. (EST)</b>

**NOTICE OF SEVENTEENTH CONSOLIDATED MONTHLY FEE  
APPLICATION OF SIMPSON THACHER & BARLETT LLP**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) have today filed the attached *Seventeenth Consolidated Monthly Application of Simpson Thacher & Bartlett LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Special Counsel to the Debtors and Debtors in Possession for the Period from June 1, 2011 through September 30, 2011* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated October 30, 2008 [Docket No. 204] (the “Original Administrative Order”) and the *Revised Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of*

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

*Professionals*, dated November 14, 2008 [Docket No. 302] (“Revised Administrative Order” and together with the Original Administrative Order, the “Administrative Order”), must be filed with the Clerk of the Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by: (i) the Debtors, Washington Mutual, Inc., c/o Alvarez and Marsal, 1301 Second Avenue, WMC3301, Seattle, WA 98101, (Attn: John Maciel, Esq.); (ii) counsel to the Debtors Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq. and Brian S. Rosen, Esq.); (iii) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.); (iv) Office of the U.S. Trustee, District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jane Leamy, Esq.); (v) the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, (Attn: Fred S. Hodara, Esq.); Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W. (Attn: Scott L. Alberino, Esq.); Akin Grump Strauss Hauer & Feld LLP, 2029 Century Park East, Suite 2400, Los Angeles, California 90067-3012 (Attn: Peter J. Gurfein, Esq. and David P. Simonds, Esq.); and Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David B. Stratton, Esq. and Evelyn J. Meltzer, Esq.) (collectively, the “Notice Parties”) so as to be received no later than **December 1, 2011 at 4:00 p.m. (EST)** (the “Objection Deadline”). Only those objections that are timely filed, served and received will be considered by the Court.

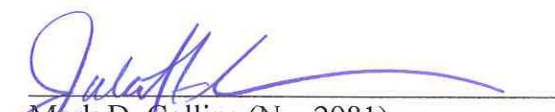
PLEASE TAKE FURTHER NOTICE that if no objections are received by the Notice Parties prior to the Objection Deadline, in accordance with the Administrative Order the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent



of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court. If an objection is properly filed and served and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be held at a time convenient to the Court. Only those objections made in writing and timely filed, served and received in accordance with the Administrative Order will be considered by the Court at the hearing.

Dated: November 11, 2011  
Wilmington, Delaware

Respectfully submitted,

  
\_\_\_\_\_  
Mark D. Collins (No. 2981)  
Julie A. Finocchiaro (No. 5303)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

– and –

Brian S. Rosen, Esq.  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for the Debtors and Debtors in Possession*

# EXHIBIT A

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

**ORIGINAL**

-----x  
:   
*In re* : Chapter 11  
:   
WASHINGTON MUTUAL, INC., et al.,<sup>1</sup> :   
: Case No. 08-12229 (MFW)  
:   
: (Jointly Administered)  
Debtors. :   
: Ret. Docket No. 62  
-----x

**ORDER PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY  
CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF SIMPSON,  
THACHER & BARTLETT LLP AS SPECIAL COUNSEL TO  
THE DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the application, dated October 10, 2008 (the "Application"), of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to employ and retain Simpson, Thacher & Bartlett LLP ("STB") as special counsel to the Debtors nunc pro tunc to the Commencement Date;<sup>2</sup> and upon the Declaration of Barry R. Ostrager (the "Ostrager Declaration"), a partner at STB, annexed to the Application, and the Supplemental Declaration of Barry R. Ostrager (the "Supplemental Declaration") dated November 13, 2008; and the Court being satisfied, based on the representations made in the Application, the Ostrager Declaration and the Supplemental Declaration, that STB represents no interest adverse to the Debtors' estates with respect to the

<sup>1</sup> The Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

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

RLF1-3340990-1

matters upon which they are to be engaged, that they are disinterested persons as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates; the terms of the engagement are reasonable terms for the purposes of section 328(a) of the Bankruptcy Code; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested 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 Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted, as modified hereby; and it is further

ORDERED that, notwithstanding anything contained to the contrary in the Application, the Ostrager Declaration and the Supplemental Declaration, STB will continue to render legal advice and perform legal services as follows:

- (a) non-bankruptcy corporate, regulatory and securities advice and assistance incident to the "wind-down" of the Debtors' businesses or to the resolution of their affairs that does not involve representing the Debtors in conducting their bankruptcy cases;

(b) non-bankruptcy advice and assistance with respect to federal or state regulatory or investigatory matters arising out of, or relating to, the events generally leading up to these proceedings; and

(c) such other non-bankruptcy advice and assistance as the Debtors may request reasonably related or incidental to any of the foregoing; and it is further

ORDERED that, with respect to the litigation matters described on Schedule A of the Ostrager Declaration, where STB represented WMI or its subsidiaries prior to the Commencement Date, Weil Gotshal & Manges LLP will promptly take such steps as may be necessary to substitute itself in those actions as counsel to WMI or its subsidiaries; and it is further

ORDERED that, in accordance with sections 327(e) and 328(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Rules for the United States Bankruptcy Court District of Delaware (the "Local Rules"), the Debtors are authorized to employ and retain STB as special counsel to the Debtors in the above captioned cases, on the terms set forth in the Application and this order, effective nunc pro tunc to the Commencement Date; and it is further:

ORDERED that STB shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, this order, and any other applicable orders of this Court; and it is further

ORDERED, that during the pendency of any of the Debtors' chapter 11 cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation or enforcement of this Order.

Dated: Wilmington, Delaware  
Nov. 14, 2008

  
\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT B**

Washington Mutual, Inc.  
Client No. 097471  
Matter Nos. 0035, 0036, 0041

November 11, 2011  
Invoice 311750  
Page - 1 -

For services through September 30, 2011<sup>1</sup> relating to:

**General Corporate Advice**

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
05/23/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.50	\$310.00	\$155.00
05/24/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.20	\$310.00	\$62.00
05/26/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.30	\$310.00	\$93.00
05/27/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.50	\$310.00	\$155.00
05/31/11	James, G.	Per J. Pimentel's request, review and organize documents responsive to document requests from Broadbill Investment Corp.	4.00	\$190.00	\$760.00

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<sup>1</sup> Certain time entries from May 2011 that were inadvertently omitted from STB's Sixteenth Consolidated Monthly Fee Application are included herein



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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/01/11	Ohiorhenuan, Z.	Review documents for responsiveness to document requests from Broadbill Investment Corp. (7.80); email communication with J. Pimentel re: same (0.30).	8.10	\$495.00	\$4,009.50
06/01/11	James, G.	Per J. Pimentel's request, review and organize documents responsive to document requests from Broadbill Investment Corp.	3.50	\$190.00	\$665.00
06/02/11	Russell, W.	Emails with J. Pimentel re: collection of documents in response to document requests from Broadbill Investment Corp. (0.20); review documents re: same (0.30).	0.50	\$995.00	\$497.50
06/02/11	Ohiorhenuan, Z.	Review documents for responsiveness to document requests from Broadbill Investment Corp. (4.00); email communication with J. Pimentel and M. Azoulai re: same (0.20); telephone call with J. Pimentel re: same (0.30).	4.50	\$495.00	\$2,227.50
06/02/11	Pimentel, J.	Review documents for responsiveness to document requests from Broadbill Investment Corp. (0.30); emails with W. Russell, Z. Ohiorhenuan and M. Azoulai re: same (0.40).	0.70	\$725.00	\$507.50

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/11	James, G.	Per J. Pimentel's request, review and organize documents responsive to document requests from Broadbill Investment Corp.	4.00	\$190.00	\$760.00
06/02/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.80	\$310.00	\$248.00
06/03/11	Pimentel, J.	Emails to M. Azoulai and D. Leavitt re: production of documents responsive document requests from Broadbill Investment Corp. (0.30); emails to G. James re: same (0.20).	0.50	\$725.00	\$362.50
06/03/11	Azoulai, M.	Provide e-discovery support for collection of documents responsive to document requests from Broadbill Investment Corp.	0.30	\$310.00	\$93.00
06/03/11	Leavitt, D.	Prepare data for production, per J. Pimentel.	1.50	\$285.00	\$427.50
06/06/11	Pimentel, J.	Review documents to be produced (0.70); emails to M. Carney re: same (0.20); telephone call with Z. Ohiorhenuan re: same (0.10).	1.00	\$725.00	\$725.00

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/06/11	Leavitt, D.	Review e-discovery issues related to document production of documents responsive to document requests from Broadbill Investment Corp.	0.50	\$285.00	\$142.50
06/07/11	Russell, W.	Review documents to be produced (0.30); emails with J. Pimentel re: same (0.20).	0.50	\$995.00	\$497.50
06/07/11	Pimentel, J.	Review documents to be produced (1.50); emails to M. Carney re: same (0.50); emails with W. Russell re: same (0.40).	2.40	\$725.00	\$1,740.00
06/07/11	James, G.	Per J. Pimentel's request, review and organize documents responsive to document requests from Broadbill Investment Corp.	4.00	\$190.00	\$760.00
06/07/11	Carney, M.	Finalize document production of documents responsive to document requests from Broadbill Investment Corp.	2.80	\$255.00	\$714.00
06/08/11	Pimentel, J.	Emails to M. Carney and W. Russell re: documents to be produced as responsive to document requests from Broadbill Investment Corp.	0.30	\$725.00	\$217.50

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/08/11	James, G.	Per J. Pimentel's request, review and organize documents responsive to document requests from Broadbill Investment Corp.	4.50	\$190.00	\$855.00
06/08/11	Carney, M.	Finalize document production of documents responsive to document requests from Broadbill Investment Corp.	0.40	\$255.00	\$102.00
06/09/11	Russell, W.	Emails to Weil Gotshal re: production of documents responsive to document requests from Broadbill Investment Corp.	0.30	\$995.00	\$298.50
07/28/11	Vyskocil, M.	Review email from Weil Gotshal re: estate claims.	0.10	\$1,040.00	\$104.00
08/02/11	Russell, W.	Telephone calls with D. Hird and L. Meyerson re: merger agreement.	1.00	\$995.00	\$995.00
08/03/11	Russell, W.	Telephone calls with D. Hird and L. Meyerson re: merger agreement.	0.50	\$995.00	\$497.50
08/04/11	Russell, W.	Telephone calls with D. Hird and L. Meyerson re: merger agreement.	0.30	\$995.00	\$298.50
08/04/11	Meyerson, L.	Telephone calls and emails with W. Russell, B. Stadler and P. Naughton re: documents produced as responsive to document requests from Broadbill Investment Corp.	1.00	\$1,095.00	\$1,095.00

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
			49.50		\$20,065.00
					\$20,065.00

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For services through September 30, 2011 relating to:

**STB Compensation**

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/07/11	Cannella, M.	Research re: Ostrager Declarations (1.00); emails with W. Russell re: Fee Application.	1.20	\$645.00	\$774.00
06/29/11	Cannella, M.	Draft Fee Application for period ending May 31, 2011 (4.30); telephone call with W. Russell re: same (0.20).	4.50	\$645.00	\$2,902.50
06/30/11	Cannella, M.	Finalize Fee Application for period ending May 31, 2011 (2.00); email same to J. Levine (0.20); telephone call with J. Levine re: same (0.30); email same to Richards Layton for filing (0.20).	2.70	\$645.00	\$1,741.50
06/30/11	Levine, J.	Review Fee Application for period ending May 31, 2011 and telephone call with M. Cannella re: same.	0.30	\$945.00	\$283.50
07/15/11	Cannella, M.	Draft Interim Fee Application (1.00); discuss same with J. Levine (0.10); email same to Richards Layton for filing (0.10).	1.20	\$645.00	\$774.00
07/15/11	Levine, J.	Review Interim Fee Application and discuss same with M. Cannella.	0.10	\$945.00	\$94.50

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/02/11	Atwood, K.	Review emails re: September 6, 2011 hearing before Judge Walrath.	0.20	\$750.00	\$150.00
09/06/11	Atwood, K.	Prepare for and participate in telephonic hearing before Judge Walrath.	1.50	\$750.00	\$1,125.00
<b>TOTAL</b>			<b>11.70</b>		<b>\$7,845.00</b>
<b>TOTAL DUE THIS INVOICE</b>					<b>\$7,845.00</b>

# **EXHIBIT C**



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For disbursements through September 30, 2011 related to General Corporate Advice and STB Compensation:

<u>Date Incurred</u>	<u>Description</u>	<u>Amount</u>
06/07/11	Pacer	\$ 8.88
06/08/11	Courier/Messenger	\$ 9.00
06/16/11	Document Processing/Production (Scarab Consulting)	\$ 348.89
07/05/11	Document Processing/Production (Scarab Consulting)	\$ 662.31
07/15/11	Pacer	\$ 3.68
<b>TOTAL</b>		<b>\$1,032.76</b>