

**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)
	:	Objection Deadline: January 4, 2012 at 4:00 p.m. (ET)
	:	Hearing Date: January 11, 2012 at 2:00 p.m. (ET)

**MOTION OF DEBTORS FOR AN ORDER,
PURSUANT TO SECTIONS 105, 502, 1125, 1126, AND 1128 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 3003, 3017, 3018, 3019,
3020, AND 9006, (I) APPROVING THE PROPOSED DISCLOSURE STATEMENT
AND THE FORM AND MANNER OF THE NOTICE OF THE PROPOSED
DISCLOSURE STATEMENT HEARING, (II) ESTABLISHING SOLICITATION
AND VOTING PROCEDURES, (III) SCHEDULING A CONFIRMATION
HEARING, AND (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES
FOR CONFIRMATION OF THE DEBTORS' SEVENTH AMENDED PLAN**

Washington Mutual, Inc. ("WMI") and WMI Investment Corp. ("WMI Investment"), as debtors and debtors in possession (together, the "Debtors"), as and for their motion (the "Motion"), pursuant to section 105(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), for an order (i) approving the proposed *Disclosure Statement for the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 12, 2011 [D.I. 9179] (the "Proposed Disclosure Statement") for the *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 12, 2011 [D.I. 9178] (as it may be

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.



amended, the “Plan”² and the form and manner of the notice of the hearing to consider the Proposed Disclosure Statement, (ii) establishing solicitation and voting procedures, (iii) scheduling a hearing to consider confirmation of the Plan, and (iv) establishing notice and objection procedures in respect of confirmation of the Plan, respectfully represent as follows:

JURISDICTION

1. The Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On September 26, 2008 (the “Commencement Date”), each of the Debtors commenced with the Bankruptcy Court a voluntary case pursuant to chapter 11 of the Bankruptcy Code. As of the date hereof, 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.

3. On October 3, 2008, the Bankruptcy Court entered an order pursuant to Bankruptcy Rule 1015(b) authorizing the joint administration of the Debtors’ chapter 11 cases.

4. On October 15, 2008, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). On January 11, 2010, the U.S. Trustee appointed an official committee of equity security holders (the “Equity Committee”).

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan or, if not defined therein, in the Disclosure Statement.

The Sixth Amended Plan

5. On October 6, 2010, the Debtors filed the *Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code*, dated October 6, 2010 (as amended, the “Sixth Amended Plan”) and a corresponding disclosure statement (as amended, the “Prior Disclosure Statement”).

6. By order, dated October 21, 2010 [D.I. 5659] (the “Prior Disclosure Statement Order”), the Bankruptcy Court approved the Prior Disclosure Statement and, in accordance with the Prior Disclosure Statement Order, the Debtors distributed the Prior Disclosure Statement to certain holders of Claims and Equity Interests entitled to vote on the Sixth Amended Plan, and solicited votes, as well as certain elections, with respect thereto.

7. As set forth in more detail in the materials filed by the Debtors in support of confirmation of the Sixth Amended Plan, four (4) impaired Classes (Classes 2, 3, 12, and 17A) voted to accept the Sixth Amended Plan, while an additional ten (10) Classes (Classes 1, 4, 5, 6, 7, 8, 9, 10, 11, and 13) were deemed to accept the Sixth Amended Plan. A confirmation hearing with respect to the Sixth Amended Plan commenced on December 2, 2010 (the “First Confirmation Hearing”).

8. On January 7, 2011, the Bankruptcy Court entered an opinion (the “January Opinion”) [D.I. 6528] and a corresponding order [D.I. 6529] determining that the compromise and settlement embodied in the Global Settlement Agreement, upon which the Sixth Amended Plan was premised, and the transactions contemplated therein, are fair, reasonable, and in the best interests of the Debtors, the Debtors’ creditors, and the Debtors’ chapter 11 estates, but identifying certain modifications to the Sixth Amended Plan that would be required before the Bankruptcy Court would confirm the Sixth Amended Plan.

The Modified Sixth Amended Plan

9. In accordance with the January Opinion, as well as statements made by the Bankruptcy Court at a status conference held on January 20, 2011, on February 8, 2011, the Debtors filed the *Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* (as amended, the “Modified Sixth Amended Plan”) and a related supplemental disclosure statement (the “Supplemental Disclosure Statement”). The Modified Sixth Amended Plan was premised upon the Amended Global Settlement Agreement, which substantially mirrors the terms of the Global Settlement Agreement.

10. By order, dated March 30, 2011 [D.I. 7081] (the “Supplemental Disclosure Statement Order”), the Bankruptcy Court approved the Supplemental Disclosure Statement, established May 13, 2011 as the deadline to vote on the Modified Sixth Amended Plan, and scheduled a hearing to consider confirmation of the Modified Sixth Amended Plan (the “Second Confirmation Hearing”). In accordance with the Supplemental Disclosure Statement Order, the Debtors solicited votes on and elections with respect to the Modified Sixth Amended Plan from certain holders of Claims and Equity Interests.

11. As set forth in more detail in the voting declarations filed by the Debtors in support of confirmation of the Modified Sixth Amended Plan, thirteen (13) impaired Classes (Classes 2, 3, 5, 6, 8, 10, 11, 12, 12A, 13, 14, 15, and 16) voted to accept the Modified Sixth Amended Plan, while an additional four (4) Classes (Classes 1, 4, 7, and 17A) were deemed to accept the Modified Sixth Amended Plan.

12. Subsequently, with the full support of the Creditors’ Committee, Equity Committee and major creditor constituencies, the Debtors adjourned the Second Confirmation Hearing, to permit, among other things, the negotiation and documentation of an agreed upon

and announced understanding among the Equity Committee and certain other parties in interest regarding modifications to the Modified Sixth Amended Plan. After several weeks of efforts to document such understanding, the parties failed to reach a definitive agreement on mutually acceptable terms. As a result, the Second Confirmation Hearing commenced on July 13, 2011 date and was completed on July 21, 2011. Closing arguments with respect to confirmation of the Modified Sixth Amended Plan were heard on August 24, 2011.

13. On September 13, 2011, the Bankruptcy Court entered an opinion (the “September Opinion”)³ [D.I. 8612] and a corresponding order [D.I. 8613], (i) finding that the Bankruptcy Court has jurisdiction to approve the Global Settlement Agreement and confirm the Modified Sixth Amended Plan, (ii) reaffirming its prior determination that the Global Settlement Agreement and the transactions contemplated therein are fair, reasonable and in the best interests of the Debtors’ estates, (iii) determining that substantially all aspects of the Modified Sixth Amended Plan complied with the requirements of the Bankruptcy Code, and (iv) identifying certain modifications in the Modified Sixth Amended Plan that, if incorporated, would render the plan confirmable under the requirements of the Bankruptcy Code. Additionally, the Bankruptcy Court referred certain matters to mediation (the “Mediation”), including issues associated with commencement of litigation against AAOC and remaining impediments to confirmation of the Modified Sixth Amended Plan.

14. On October 10, 2011, the Bankruptcy Court appointed U.S. Bankruptcy Judge Raymond T. Lyons as mediator (the “Mediator”). Through the Mediator’s efforts, the Mediation culminated in a global resolution with respect to the Plan, the Standing Motion, and

³ On or around September 27, 2011, certain parties filed notices of appeal or sought leave to appeal the findings of law and fact set forth in the September Opinion.

certain other issues, and the resolution is fully supported by the Debtors, the Creditors' Committee, the Equity Committee, AAOC, and certain other creditor constituencies.

The Seventh Amended Plan and the Disclosure Statement

15. As set forth in more detail in the Disclosure Statement and the Plan, the global understanding incorporates the following components: (a) the distribution (subject to certain reductions) of common equity in Reorganized WMI to holders in Classes 19, 21, and 22 that grant the releases set forth in Section 41.6 of the Plan (the "Non-Debtor Release Provision"), (b) the issuance of Runoff Notes by Reorganized WMI, (c) the contribution of \$75 million to Reorganized WMI, in exchange for the releases by the Releasing Equity Interest Holders, and (d) the extension of a senior secured multi-draw term Credit Facility in the aggregate amount of \$125 million.

16. Concurrently with the filing of this Motion, the Debtors have filed the Plan, as well as the Disclosure Statement, which, among other things, (i) describes the salient provisions of the Plan, (ii) provides information regarding certain elections available to certain stakeholders with respect to the Plan, and (iii) provides updated financial information regarding Reorganized WMI and the Plan, including updates to the financial projections and the liquidation analysis, as well as an updated valuation of Reorganized WMI, as determined by the Bankruptcy Court. The Debtors intend to solicit votes on and elections with respect to the Plan from holders of Claims and Equity Interests in certain Classes, as described herein, to ensure that such holders have had a full opportunity to vote on the Plan and elect to grant certain releases, described in more detail below, in exchange for the consideration being provided to them pursuant to the Plan. The Disclosure Statement is intended to provide parties with adequate information to determine whether to accept or reject the Plan.

RELIEF REQUESTED

17. By this Motion, and pursuant to sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3017, 3018, 3019, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors seek entry of the proposed order attached hereto as **Exhibit A** (the “Proposed Order”), which —

- approves the Proposed Disclosure Statement, a copy of which is attached as Exhibit 1 to the Proposed Order, as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
- approves certain procedures for the solicitation of votes and/or elections with respect to the Plan, as described below;
- schedules a hearing to consider confirmation of the Plan **during the week of February 13, 2012** (the “Confirmation Hearing”); and
- approves certain Plan confirmation procedures, as described below.

18. For the Bankruptcy Court’s reference, as described in further detail below, the key dates set forth in this Motion and to be incorporated in the Proposed Order are summarized below:

	Date
Disclosure Statement Objection Deadline	January 4, 2012 at 4:00 p.m.
General Record Date	January 6, 2012
Disclosure Statement Hearing	January 11, 2012 at 2:00 p.m.
Commencement of Solicitation	On or about January 16, 2012
Plan Confirmation Objection Deadline	February 1, 2012 at 4:00 p.m.
Voting and Election Deadline	February 2, 2012 at 5:00 p.m. (PT)
Confirmation Hearing	The week of February 13, 2012
Equity Release Election Deadline ⁴	February 22, 2012 at 5:00 p.m. (PT)

⁴ As set forth in greater detail in paragraph 98, with regards to only holders of Preferred Equity Interests and Common Equity Interests in Classes 19 and 22, respectively, that fail to return their Ballots prior to the Voting and Election Deadline, such holders may still grant the Release Election by returning their Ballot prior to the Equity Release Election Deadline.

19. Also summarized below are the various exhibits cited throughout this

Motion:

	Exhibit / Relevant Document
Proposed Order	Exhibit A
Proposed Disclosure Statement [D.I. 9179]	Exhibit 1 to the Proposed Order
Plan [D.I. 9178]	Exhibit A to the Proposed Disclosure Statement
Notice of the Disclosure Statement Hearing	Exhibit 2 to the Proposed Order
Notice of the Confirmation Hearing	Exhibit 3 to the Proposed Order
Ballots	
Forms of General Ballots	
Form of Class 5 Ballot	Exhibit 4-1(5) to the Proposed Order
Form of Class 6 Ballot	Exhibit 4-1(6) to the Proposed Order
Form of Class 8 Ballot	Exhibit 4-1(8) to the Proposed Order
Form of Class 9 Ballot	Exhibit 4-1(9) to the Proposed Order
Form of Class 10 Ballot	Exhibit 4-1(10) to the Proposed Order
Form of Class 11 Ballot	Exhibit 4-1(11) to the Proposed Order
Form of Class 13 Ballot	Exhibit 4-1(13) to the Proposed Order
Form of General Unsecured Claims Ballot	Exhibit 4-2 to the Proposed Order
Form of Class 12A Ballot	Exhibit 4-3 to the Proposed Order
Form of Class 16 Common Ballot	Exhibit 4-4 to the Proposed Order
Form of Class 18 Ballot	Exhibit 4-5 to the Proposed Order
Form of Class 2 Master Ballot	Exhibit 4-6 to the Proposed Order
Form of Class 2 Beneficial Ballot	Exhibit 4-7 to the Proposed Order
Forms of Multiclass Note Ballots	
Form of Class 3 Master Ballot	Exhibit 4-8(3) to the Proposed Order
Form of Class 14 Master Ballot	Exhibit 4-8(14) to the Proposed Order
Form of Class 15 Master Ballot	Exhibit 4-8(15) to the Proposed Order
Form of Class 3 Beneficial Ballot	Exhibit 4-9(3) to the Proposed Order
Form of Class 14 Beneficial Ballot	Exhibit 4-9(14) to the Proposed Order
Form of Class 15 Beneficial Ballot	Exhibit 4-9(15) to the Proposed Order
Form of Class 16 Master Ballot	Exhibit 4-10 to the Proposed Order
Form of Class 16 Beneficial Ballot	Exhibit 4-11 to the Proposed Order
Form of Class 19 Master Ballot	Exhibit 4-12 to the Proposed Order
Form of Class 19 Beneficial Ballot	Exhibit 4-13 to the Proposed Order
Form of Class 22 Direct Ballot	Exhibit 4-14 to the Proposed Order
Form of Class 22 Master Ballot	Exhibit 4-15 to the Proposed Order
Form of Class 22 Beneficial Ballot	Exhibit 4-16 to the Proposed Order
Election Forms	
Form of Class 12 Disputed Claim Election Form	Exhibit 4-17 to the Proposed Order
Form of Class 12A Disputed Claim Election Form	Exhibit 4-17(A) to the Proposed Order
Form of Class 21 Direct Election Form	Exhibit 4-18 to the Proposed Order

Form of Class 21 Master Election Form	Exhibit 4-19 to the Proposed Order
Form of Class 21 Beneficial Election Form	Exhibit 4-20 to the Proposed Order
Form of Class 19 Master Election Form	Exhibit 4-21 to the Proposed Order
Form of Class 22 Master Election Form	Exhibit 4-22 to the Proposed Order
Notices of Non-Voting Status	
Notice to Unimpaired Classes 1, 4, and 7	Exhibit 5-1 to the Proposed Order
Notice to Class 17B	Exhibit 5-2 to the Proposed Order
Notice to Class 17A	Exhibit 5-3 to the Proposed Order
Notice to Class 21 and Disputed Claims	Exhibit 5-3 to the Proposed Order

BASIS FOR RELIEF

I. The Proposed Disclosure Statement

A. Approval of the Proposed Disclosure Statement

20. Pursuant to section 1125(b) of the Bankruptcy Code, a plan proponent must provide holders of impaired claims with “adequate information” regarding such plan. In that regard, section 1125(a)(1) of the Bankruptcy Code provides, in pertinent part, that:

“adequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan

21. Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. See In re Dakota Rail, Inc., 104 B.R. 138, 142 (Bankr. D. Minn. 1989). The bottom-line requirement of a disclosure statement is that it “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it,

and what contingencies there are to getting its distribution.” In re Ferretti, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).⁵

22. The bankruptcy court has broad discretion to determine the adequacy of the information contained in a disclosure statement. See Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.), 844 F.2d 1142, 1157 (5th Cir. 1988); In re Oxford Homes, 204 B.R. 264 (Bankr. D. Me. 1997). Congress granted bankruptcy courts this discretion in order to facilitate effective reorganizations of debtors in a broad range of businesses, taking into account the broad range of circumstances that accompany chapter 11 cases. See H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977); see also In re Copy Crafters Quickprint Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (noting that the adequacy of a disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. See In re Phoenix Petroleum Co., 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

23. In that regard, courts generally examine whether the disclosure statement contains, if applicable, the following types of information:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the anticipated future of the debtor;

⁵ Cf. Kirk v. Texaco, Inc., 82 B.R. 678, 681-82 (S.D.N.Y. 1988) (“Whether a disclosure statement required under [section 1125(b)] contains adequate information is *not* governed by otherwise applicable nonbankruptcy law, rule, or regulation”) (citing 11 U.S.C. § 1125(d)).

- (d) the source of the information provided in the disclosure statement;
- (e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (f) the condition and performance of the debtor while in chapter 11;
- (g) information regarding claims against the estate;
- (h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (i) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- (j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (k) a summary of the plan of reorganization or liquidation;
- (l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- (m) the collectibility of any accounts receivable;
- (n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (o) information relevant to the risks being taken by the creditors and interest holders;
- (p) the actual or projected value that can be obtained from avoidable transfers;
- (q) the existence, likelihood and possible success of nonbankruptcy litigation;
- (r) the tax consequences of the plan; and
- (s) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); see also Oxford, 104 B.R. at 269 (using similar list). This list is not meant to be comprehensive; nor must a debtor provide all the information on the list. Rather, the bankruptcy court must decide what is appropriate in each case. See Ferretti, 128 B.R. at 18-19 (adopting similar list); see also

Phoenix Petroleum, 278 B.R. at 393 (making use of similar list but cautioning that “no one list of categories will apply in every case”).

24. The Proposed Disclosure Statement contains information with respect to many applicable subject matter categories identified above, including, but not limited to, a discussion of:

- (a) background information with respect to the Sixth Amended Plan; the Global Settlement Agreement; the January Opinion; the rulings with respect to certain related adversary proceedings; the Modified Sixth Amended Plan; the September Opinion; the Mediation; and the Plan and the Amended Global Settlement Agreement (Introduction and Art. I);
- (b) an overview of the Plan, including the Amended Global Settlement Agreement (Arts. III and VI);
- (c) a summary of significant modifications incorporated in the Plan consistent with the January Opinion and the September Opinion (Art. I);
- (d) the operation of the Debtors’ businesses (Art. IV);
- (e) the relationship of the Debtors with their affiliates (Art. IV);
- (f) an explanation of the available assets and their value (Art. IV);
- (g) the indebtedness of the Debtors and information regarding pending claims and administrative expenses (Arts. IV, V and VI);
- (h) a disclaimer, which indicates that no statements or information concerning the debtors or their assets or securities are authorized, other than those set forth in the Proposed Disclosure Statement (Sect. X.B.2);
- (i) key events leading to the commencement of the Debtors’ chapter 11 cases (Sect. V.A) and significant events that occurred during the chapter 11 cases (Art. V);
- (j) an overview of a liquidation analysis under Chapter 7 (Ex. C);
- (k) updated financial information, including (i) updated projected financial information and (ii) a revised liquidation analysis (Art. VII, Ex. C);
- (l) the accounting and valuation methods used to produce the financial information in the Proposed Disclosure Statement (Art. VII);

- (m) information regarding the future management of the Reorganized Debtors, including the amount of compensation to be paid to any insiders, directors and/or officers of the Reorganized Debtors (Art. VI);
- (n) risk factors affecting the Debtors and Reorganized Debtors (Art. X);
- (o) disclosure regarding certain federal income tax consequences of the Plan (Art. VIII);
- (p) disclosure regarding the re-solicitation of votes on the Plan, the Release and Distribution Elections available to certain stakeholders, and the procedures for voting on and making elections with respect to the Plan (Art. XI); and
- (q) disclosure regarding the Confirmation Hearing (Art. XII) and requirements for confirmation of the Plan (Sect. XII.C).

25. Accordingly, the Proposed Disclosure Statement contains all information necessary to provide entities entitled to vote on and/or to make elections with respect to the Plan sufficient information to make an informed judgment. The Debtors, therefore, respectfully request that the Bankruptcy Court approve the Proposed Disclosure Statement as providing adequate disclosure and meeting the requirements of section 1125 of the Bankruptcy Code.

B. Approval of the Notice of Disclosure Statement Hearing

26. As noted on the record by the Bankruptcy Court at the hearing held on December 8, 2011, if the Debtors filed the Proposed Disclosure Statement by today, December 12, 2011, then the hearing to consider, among other things, approval of the Proposed Disclosure Statement would be scheduled for **January 11, 2012 at 2:00 p.m. (Eastern Time)** (the “Disclosure Statement Hearing”), with a deadline to object or respond to approval of the Proposed Disclosure Statement set as **January 4, 2012 at 4:00 p.m. (Eastern Time)** (the “Disclosure Statement Objection Deadline”). Hr’g Tr. 15:6-16:16 Dec. 8, 2011.

27. Simultaneously with the filing of this Motion, the Debtors have filed a notice of the Disclosure Statement Hearing and the Disclosure Statement Objection Deadline in

the form annexed to the Proposed Order as Exhibit 2 (the “Disclosure Statement Notice”), with service to be provided by electronic and/or first class mail on (a) the U.S. Trustee, (b) counsel for the Creditors’ Committee, (c) counsel for the Equity Committee, (d) the Securities and Exchange Commission (the “SEC”), (e) the District Director of the Internal Revenue Service for the District of Delaware (the “IRS”), (f) the United States District Attorney for the District of Delaware (the “Dep’t of Justice”), (g) any other known holders of Claims against or Equity Interests in the Debtors, (h) all parties who have requested to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002, (i) all indenture trustees, and (j) all parties who previously objected to the Modified Sixth Amended Plan or the Supplemental Disclosure Statement.

28. Additionally, pursuant to Bankruptcy Rule 3017(a), the Debtors will provide, by electronic and/or first class mail, a copy of the Proposed Disclosure Statement and the Plan with the Disclosure Statement Notice to (a) the U.S. Trustee, (b) counsel to the Creditors’ Committee, (c) counsel to the Equity Committee, (d) the SEC, and (e) any party in interest who specifically requests such documents in the manner specified in the Disclosure Statement Notice. Copies of the Disclosure Statement and Plan also are on file with the Office of the Clerk of the Bankruptcy Court for review during normal business hours and are available at www.kccllc.net/wamu, the website maintained by the Debtors’ court-appointed claims, noticing, solicitation, and balloting agent.

29. Bankruptcy Rules 3017(a) and 2002(b) and (d) require twenty-eight (28) days’ notice, to all creditors, indenture trustees, equity security holders and other parties in interest, of the time set for filing objections to, and the hearing to consider the approval of, a

disclosure statement and any objections or modifications thereto. Pursuant to Bankruptcy Rule 9006(c), however, the court has discretion to reduce such period.

30. Based upon the proposed date of the Disclosure Statement Hearing, the Debtors respectfully request that the Bankruptcy Court reaffirm its decision from the hearing held on December 8, 2011 to (i) exercise its authority pursuant to Bankruptcy Rule 9006(c) to shorten the 28-day notice period provided in Bankruptcy Rule 2002(b) **by five (5) days**, (ii) approve **January 4, 2012 at 4:00 p.m. (Eastern Time)** as the Disclosure Statement Objection Deadline, and (iii) determine that the Debtors have provided adequate notice of the Disclosure Statement Objection Deadline and the Disclosure Statement Hearing. Hr’g Tr. 15:6-16:16 Dec. 8, 2011.

31. In these chapter 11 cases, with every month that passes, nearly \$30 million is taken away from the junior-most creditors and interest holders through (a) the accrual of post-petition interest on more senior claims with contractual subordination rights and (b) the expenses of administering these cases. Therefore, time is of the essence. Additionally, the shortened notice period in this instance will not prejudice parties in interest because the representatives of the Debtors’ key stakeholder constituencies – the Creditors’ Committee, the Equity Committee, and AAOC – support the Plan and have been heavily involved with negotiating and revising the Plan. As a result, the Debtors anticipate that there will be few objections to the Proposed Disclosure Statement. Accordingly, the Debtors request that the Bankruptcy Court establish the Disclosure Statement Objection Deadline set forth above.

32. Based upon the foregoing, the Debtors request that the Bankruptcy Court find that, in accordance with the record of the hearing held on December 8, 2011 (Hr’g Tr. 15:6-16:16 Dec. 8, 2011), notice of the Disclosure Statement Hearing and the Disclosure Statement

Objection Deadline, pursuant to the Disclosure Statement Notice, has been provided to parties in accordance with Bankruptcy Rules 2002 and 3017, and that the Disclosure Statement Notice constitutes good and sufficient notice, comports with due process, and no other or further notice is necessary.

C. Approval of Procedures for the Filing of Objections to the Disclosure Statement

33. As noted above, at the hearing held on December 8, 2011, the Bankruptcy Court set the Disclosure Statement Objection Deadline as **January 4, 2012 at 4:00 p.m. (Eastern Time)**. Hr’g Tr. 15:6-16:16 Dec. 8, 2011. Pursuant to Bankruptcy Rule 2002(b), the Debtors propose the following procedures for parties to object or respond to this Motion (the “Disclosure Statement Objection Procedures”):

- Objections and responses, if any, to this Motion, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefore;
- Registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath); and
- Any objection or response also must be served upon the following parties so as to be received no later than the Disclosure Statement Objection Deadline:

<p><i>Debtors</i> Washington Mutual, Inc. 925 Fourth Avenue, Suite 2500 Seattle, Washington 98104 Attn: Charles Edward Smith, Esq.</p>	<p><i>Office of the U.S. Trustee</i> Office of the U.S. Trustee for the D. Del. 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19899-0035 Attn: Jane Leamy, Esq.</p>
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<p><i>Counsel to the Debtors</i></p> <p>Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Brian S. Rosen, Esq.</p>	<p><i>Co-Counsel to the Debtors</i></p> <p>Richards Layton & Finger P.A. One Rodney Square 920 North King Street Wilmington, Delaware 19899 Attn: Mark D. Collins, Esq.</p>
<p><i>Special Litigation and Conflicts Counsel to the Debtors</i></p> <p>Quinn Emanuel Urquhart & Sullivan, LLP 55 Madison Avenue, 22nd Floor New York, New York 10010 Attn: Peter Calamari, Esq.</p>	<p><i>Conflicts Co-Counsel to the Debtors</i></p> <p>Elliott Greenleaf 1105 Market Street, Suite 1700 Wilmington, Delaware 19801 Attn: Neil R. Lapinski, Esq.</p>
<p><i>Counsel to the Equity Committee</i></p> <p>Susman Godfrey LLP 1201 Third Avenue, Suite 3800 Seattle, Washington 98101 Attn: Edgar G. Sargent, Esq.</p>	<p><i>Co-Counsel to the Equity Committee</i></p> <p>Ashby & Geddes, P.A. 500 Delaware Avenue, 8th Floor P.O. Box 1150 Wilmington, Delaware 19899 Attn: William P. Bowden, Esq.</p>
<p><i>Counsel to the Creditors' Committee</i></p> <p>Akin Gump Stauss Hauer & Feld LLP One Bryant Park New York, New York 10036 Attn: Fred S. Hodara, Esq.</p>	<p><i>Co-Counsel to the Creditors' Committee</i></p> <p>Pepper Hamilton LLP Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington, Delaware 19801 Attn: David B. Stratton, Esq.</p>
<p><i>Counsel to JPMorgan Chase</i></p> <p>Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 Attn: Robert A. Sacks, Esq.</p>	<p><i>Co-Counsel to JPMorgan Chase</i></p> <p>Landis Rath & Cobb LLP 919 Market Street, Suite 1800 P.O. Box 2087 Wilmington, Delaware 19899 Attn: Adam G. Landis, Esq.</p>
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(collectively, the “Notice Parties”).

34. Requiring that objections and responses to the Proposed Disclosure Statement be filed and served in accordance with the Disclosure Statement Objection Procedures will afford the Bankruptcy Court, the Debtors, and other parties in interest sufficient time before

the Disclosure Statement Hearing to consider and potentially resolve objections and responses to the Proposed Disclosure Statement. Based upon the foregoing, the Debtors request that the Bankruptcy Court find the Disclosure Statement Objection Procedures are appropriate based upon the particular needs of these chapter 11 cases and comply with Bankruptcy Rules 2002 and 3017(a).

II. The Solicitation Procedures

35. In connection with the Proposed Disclosure Statement and Plan, the Debtors propose to implement the following solicitation and balloting procedures, and have retained Kurtzman Carson Consultants LLC (“KCC”) as the Debtors’ court-appointed claims, noticing, solicitation, and balloting agent.⁶

A. Parties Entitled to Vote

36. Pursuant to the Prior Disclosure Statement Order, the Bankruptcy Court ordered that holders of Claims and Equity Interests, as the case may be, in Classes 2, 3, 12, 14, 15, 16, 17A, 18, 19, and 20 were entitled to vote on the Sixth Amended Plan. Pursuant to the Supplemental Disclosure Statement Order, the Bankruptcy Court ordered that holders of Claims and Equity Interests, as the case may be, in all of the following Classes were entitled to vote on the Modified Sixth Amended Plan: (i) Classes that voted on the Sixth Amended Plan, but for Classes 17A (which was deemed to accept) and 19 (which was deemed to reject); (ii) Classes 5, 6, 8, 9, 10, 11, and 13 (because, pursuant to such plan, such Classes were required to grant releases in order to receive a distribution and, accordingly, were impaired); and (iii) the newly created Class 12A for Late-Filed Claims.

⁶ Order Pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f) Authorizing (I) Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors and (II) Appointment of Kurtzman Carson Consultants LLC as Agent of the Bankruptcy Court, dated October 31, 2008 [D.I. 202].

37. **As set forth in more detail below, the Debtors intend to solicit votes on the Plan from ALL of the Classes that were entitled to vote on the Modified Sixth Amended Plan. In addition, the Debtors intend to solicit votes from (a) holders of REIT Series in the former Class 19⁷ and (b) holders of Common Equity Interests in Class 22.**

38. In sum, the following Classes (collectively, the “Voting Classes”) will be entitled to vote to accept or reject the Plan:

Class	Description
Class 2	Senior Notes Claims
Class 3	Senior Subordinated Notes Claims
Class 5	JPMC Rabbi Trust/Policy Claims
Class 6	Other Benefit Plan Claims
Class 8	WMB Vendor Claims
Class 9	Visa Claims
Class 10	Bond Claims
Class 11	WMI Vendor Claims
Class 12	General Unsecured Claims
Class 12A	Late-Filed Claims filed on or prior to the General Record Date ⁸

⁷ As held by the Court at the hearing held on March 21, 2011, JPMC is not required to make available the supplemental distribution provided in Section 23.1 of the Plan to any holders of REIT Series in Class 19 who did not previously submit Release Elections in connection with the Sixth Amended Plan. Hr’g Tr. 168:7-14 Mar. 21, 2011. Accordingly, although the Debtors will resolicit votes and Release Elections from holders of the Preferred Equity Interests in Class 19, JPMC will not extend the period in which such holders may elect to receive a supplemental distribution from JPMC, as provided in Section 23.1 of the Plan, and, to the extent holders of Preferred Equity Interests in Class 19 now elect, on the Ballots issued to them in connection with the Plan, to grant the releases, such grant will only entitle such holders to receive distributions from the Debtors. Release Elections submitted by holders of REIT Series in Class 19 pursuant to the Sixth Amended Plan will be the **only** elections honored for determining which holders are entitled to receive a supplemental distribution from JPMC pursuant to Section 23.1 of the Plan, such elections will remain binding on such holders, and such holders will be deemed “Releasing REIT Trust Holders” pursuant to the Plan.

⁸ In the January Opinion, the Bankruptcy Court found that, pursuant to sections 726(a) and 1129 of the Bankruptcy Code, the Debtors must satisfy Late-Filed Claims prior to paying Postpetition Interest Claims. Accordingly, pursuant to the Modified Sixth Amended Plan, the Debtors created Class 12A for Late-Filed Claims (*i.e.*, a Claim against any of the Debtors or the Debtors’ estates, (i) proof of which was filed subsequent to the date designated by the Bankruptcy Court as the last date for filing such proof of claim against any such Debtor or such Debtors’ estate, but prior to the commencement of the Confirmation Hearing, and that does not merely amend or supersede any Claim that was filed prior to such date, and (ii) which has not been listed by such Debtor in its Schedules as

Class	Description
Class 13	Convenience Claims
Class 14	CCB-1 Guarantees Claims
Class 15	CCB-2 Guarantees Claims
Class 16	PIERS Claims
Class 18	Subordinated Claims
Class 19	Preferred Equity Interests
Class 22 ⁹	Common Equity Interests

39. A holder of a Claim or Equity Interest (as applicable) in a Voting Class is nonetheless not entitled to vote to the extent that:

- (a) as of the Record Date (as defined below), the outstanding amount of such creditor's Claim is not greater than zero (\$0.00);
- (b) as of the Record Date, such creditor's Claim has been disallowed, expunged, disqualified, or suspended;
- (c) such creditor has not filed a proof of Claim as of the General Record Date and the Debtors have either not listed such creditor's Claim on the Debtors' Schedules, or have listed such Claim on the Schedules as contingent, unliquidated, or disputed; or
- (d) such creditor's Claim is subject to an objection or request for estimation as of the Record Date.

liquidated in amount and not disputed or contingent). In connection with confirmation of the Plan, the Debtors will request that the Bankruptcy Court reinstate any Late-Filed Claim that previously was disallowed by the Bankruptcy Court on the sole basis that such Claim was filed after the date designated by the Bankruptcy Court as the last date for filing proofs of claim. Here, the Debtors request that the Bankruptcy Court order that holders of Late-Filed Claims be entitled to vote on the Plan to the extent that such holders file any Late-Filed Claim on or prior to the General Record Date (as defined below).

⁹ Notwithstanding the fact that holders of Dime Warrants in Class 21 may be entitled to receive distributions pursuant to the Plan, because all Dime Warrants holders' claims are currently disputed, the Debtors do not intend to solicit votes from Class 21. Thus, holders of Dime Warrants in Class 21 will not receive Ballots.

B. Non-Voting Creditors and Interest Holders

40. Though the Debtors will be soliciting votes from holders of Claims and Equity Interests in nearly all Classes, there are certain holders of Claims and Equity Interests that will not vote, for the reasons set forth below.

41. First, as was the case for the solicitation with respect to the Sixth Amended Plan and the Modified Sixth Amended Plan, as previously approved by the Court in the Supplemental Disclosure Statement Order, and consistent with sections 1126(f) and (g) of the Bankruptcy Code, the Debtors will not solicit votes on the Plan from holders of Claims in unimpaired classes where JPMC is not insisting upon receipt of a third party release in exchange for the provision of distributions to such Classes (the “Unimpaired Claims”). This includes Classes 1, 4, and 7, which will be deemed to have accepted the Plan.

42. Second, and as previously approved by the Court in the Prior Disclosure Statement Order and the Supplemental Disclosure Statement Order, the Debtors will not solicit votes on the Plan from holders of Claims in Class 17B, as such holders will not receive any distribution pursuant to the Plan (the “Non-Recovering Claims”).

43. Third, as was the case for the solicitation with respect to the Sixth Amended Plan and the Modified Sixth Amended Plan, and as described above in paragraph 39, the Debtors will not solicit votes from holders of Disputed Claims in Classes 12 or 12A. Similarly, notwithstanding the fact that holders of Dime Warrants in Class 21 (together with Disputed Claims in Classes 12 or 12A, the “Disputed Claims and Interests”) may be entitled to receive distributions pursuant to the Plan, because all Dime Warrants holders’ claims are currently disputed, the Debtors do not intend to solicit votes from Class 21. Thus, holders of Dime Warrants in Class 21 will not receive Ballots. Instead, because Class 21 will be an empty class for voting purposes, the Debtors will deem such Class to have rejected the Plan.

44. Fourth, and finally, as previously approved by the Court in the Supplemental Disclosure Statement Order, the Debtors will not solicit votes on the Plan from holders of Claims in Class 17A (WMB Senior Notes Claims) (the holders of such Claims, collectively with the holders of the Unimpaired Claims, the Non-recovering Claims, and the Disputed Claims and Interests, the “Non-Voting Creditors and Interest Holders”), even though such Class is impaired and entitled to receive distributions pursuant to the Plan, because the modifications incorporated in the Plan, as compared to the Sixth Amended Plan or the Modified Sixth Amended Plan, do not adversely affect the treatment of WMB Senior Notes Claims. Thus, as previously approved by the Court in the Supplemental Disclosure Statement Order, Class 17A will be deemed to have accepted the Plan, in accordance with its vote on the Sixth Amended Plan.

45. To summarize, holders of Claims or Equity Interests, as the case may be, in the following classes constitute Non-Voting Creditors and Interest Holders who are not entitled to vote:

Class	Description	Impairment	Acceptance / Rejection
Class 1	Priority Non-Tax Claims	Unimpaired	Deemed to accept
Class 4	WMI Medical Plan Claims	Unimpaired	Deemed to accept
Class 7	Qualified Plan Claims	Unimpaired	Deemed to accept
Class 17A	WMB Senior Notes Claims	Impaired	Deemed to accept
Class 17B	WMB Subordinated Notes Claims	Impaired	Deemed to reject
Class 21	Dime Warrants	Impaired	Deemed to reject

C. Parties Entitled to Submit Elections With Respect to the Plan

(i) Certain Holders of Claims and Equity Interests Must Elect to Grant Non-Debtor Releases to Receive a Distribution Pursuant to the Plan

46. In the January Opinion, the Bankruptcy Court ruled that a chapter 11 plan of reorganization may provide for consensual releases, by holders of claims and interests, of such

holders' claims against non-debtor entities, as long as such holders affirmatively consent to such releases. Section 41.6 of the Plan (referred to as the "Non-Debtor Release Provision") provides for the release, by certain holders of Claims and Equity Interests, of Released Claims against certain Released Parties (which includes non-Debtor Entities). The Non-Debtor Release Provision, which had been scaled back from the Sixth Amended Plan to the Modified Sixth Amended Plan, was approved by the Court in the September Opinion. Consistent with the January Opinion and the September Opinion, and as specifically set forth in Section 41.6 of the Plan, such releases are only effective against parties who (i) affirmatively elect to grant such releases, and (ii) receive a distribution pursuant to the Plan. Accordingly, holders of Claims and Equity Interests in Classes 2, 3, 5, 6, 8, 9, 10, 11, 12, 12A, 13, 14, 15, 16, 17A, 18, 19, 21, and 22 have the opportunity to submit elections with respect to the Non-Debtor Release Provision (the "Release Election"). Indeed, with respect to such Classes, pursuant to Section 41.6 of the Plan, granting such releases is a condition to receive a distribution pursuant to the Plan.

47. In the Supplemental Disclosure Statement Order, the Bankruptcy Court had ruled that holders of Claims in Class 17A and Non-Filing WMB Senior Note Holders would remain bound by the Release Elections such holders submitted with respect to the Sixth Amended Plan. Similarly, in this solicitation, holders of Claims in Class 17A and Non-Filing WMB Senior Note Holders, who are not receiving Ballots to submit votes on the Plan, will not be entitled or required to submit new Release Elections, and will remain bound by the Release Elections such holders submitted with respect to the Sixth Amended Plan or the Modified Sixth Amended Plan, as the case may be.

48. Holders of Claims and Equity Interests in Classes 2, 3, 5, 6, 8, 9, 10, 11, 12, 12A, 13, 14, 15, 16, 18, 19, and 22 however, will be solicited or resolicited for their votes on

the Plan and, in connection therewith, will be required to resubmit Release Elections. With respect to such holders, **all such prior Release Elections will be disregarded with respect to the Plan.**

49. In addition, in the Supplemental Disclosure Statement Order, the Bankruptcy Court had ruled that holders of (a) Disputed Claims in Classes 12 and 12A and (b) Dime Warrants in Class 21, who were not entitled to vote on the Modified Sixth Amended Plan and would not receive a Ballot, would be provided Election Forms entitling them to submit Release Elections. Similarly, in this solicitation, holders of (a) Disputed Claims in Classes 12 and 12A and (b) Dime Warrants in Class 21 will be provided Election Forms (as described below) entitling them to submit Release Elections. To the extent any such holder elects to grant the releases set forth in the Non-Debtor Release Provision, however, such releases will only be effective against such holder to the extent that such holder ultimately is determined to hold an Allowed Claim against, and is entitled to receive a distribution from, the Debtors. With respect to such holders, **all such prior Release Elections will be disregarded with respect to the Plan.**

50. Certain holders of Claims will not be solicited to submit Release Elections. Specifically, holders of Claims in Class 1 (Priority Non-Tax Claims), Class 4 (WMI Medical Plan Claims), and Class 7 (Qualified Plan Claims) will not receive any Ballot or Election Form on which to grant the releases because such holders are not required to grant the releases provided in the Non-Debtor Release Provision in order to receive a distribution pursuant to the Plan. Moreover, the Debtors will not solicit Release Elections from holders of WMB Subordinated Notes Claims in Class 17B because they are not entitled to receive any distribution pursuant to the Plan.

51. Additionally, as held by the Court at the hearing held on March 21, 2011, JPMC is not required to make available the supplemental distribution provided in Section 23.1 of the Plan to any holders of REIT Series in Class 19 who did not previously submit Release Elections in connection with the Sixth Amended Plan. Hr’g Tr. 168:7-14 Mar. 21, 2011. Accordingly, although the Debtors will resolicit votes and Release Elections from holders of the Preferred Equity Interests in Class 19, JPMC will not extend the period in which such holders may elect to receive a supplemental distribution from JPMC, as provided in Section 23.1 of the Plan, and, to the extent holders of Preferred Equity Interests in Class 19 now elect, on the Ballots issued to them in connection with the Plan, to grant the releases, such grant will only entitle such holders to receive distributions from the Debtors. Release Elections submitted by holders of REIT Series in Class 19 pursuant to the Sixth Amended Plan will be the **only** elections honored for determining which holders are entitled to receive a supplemental distribution from JPMC pursuant to Section 23.1 of the Plan, such elections will remain binding on such holders, and such holders will be deemed “Releasing REIT Trust Holders” pursuant to the Plan. Notwithstanding the foregoing, all holders of Preferred Equity Interests in Class 19, including those deemed “Releasing REIT Trust Holders,” must submit or resubmit, as the case may be, Release Elections in connection with the Plan in order to receive a distribution from the Debtors. With respect to such holders, **all prior Release Elections will be disregarded for this purpose with respect to the Plan.**

52. For reference, the following holders of Claims and Equity Interests will be permitted to submit Release Elections in connection with the Plan:

Class	Description
Class 2	Senior Notes Claims
Class 3	Senior Subordinated Notes Claims
Class 5	JPMC Rabbi Trust/Policy Claims

Class	Description
Class 6	Other Benefit Plan Claims
Class 8	WMB Vendor Claims
Class 9	Visa Claims
Class 10	Bond Claims
Class 11	WMI Vendor Claims
Class 12	Allowed General Unsecured Claims and Disputed Claims
Class 12A	Allowed Late-Filed Claims and Disputed Late-Filed Claims
Class 13	Convenience Claims
Class 14	CCB-1 Guarantees Claims
Class 15	CCB-2 Guarantees Claims
Class 16	PIERS Claims
Class 18	Subordinated Claims
Class 19	REIT Series
Class 20	Preferred Equity Interests
Class 21	Dime Warrants
Class 22	Common Equity Interests

53. Based upon the foregoing, the Debtors request that the Bankruptcy Court find the proposed procedures for collecting stakeholders' elections with respect to the Non-Debtor Release Provision are appropriate based upon the particular needs of these chapter 11 cases.

(ii) Certain Holders of Claims May Make Distribution Elections

54. The Plan provides that holders of Claims in Classes 2, 3, 12, 14, and 15, may elect to receive Runoff Notes in lieu of some or all of the Creditor Cash that such holders otherwise would be entitled to receive pursuant to the Plan (the "Runoff Notes Election"). Additionally, the Plan provides that holders of Claims in Classes 2, 3, 12, 14, and 15 that make the Runoff Notes Election, as well as holders of Claims in Class 16 (who may receive Runoff Notes by default) may elect to receive Reorganized Common Stock in lieu of a portion of their Litigation Proceeds Interests and Runoff Notes (the "Reorganized Common Stock Election") and, together with the Runoff Notes Election, the "Distribution Elections"). Accordingly, on their

respective Ballots, the Debtors will provide such Creditors with the opportunity to make Distribution Elections.

55. In addition, consistent with the January Opinion, the Debtors will provide holders of Disputed Claims in Class 12 and holders of Dime Warrants in Class 21 with Election Forms entitling such holders to submit contingent Distribution Elections, which will be effective for each electing holder to the extent that such holder is determined, pursuant to a Final Order, to hold an Allowed General Unsecured Claim in Class 12 against the Debtors.

56. Accordingly, the Debtors will provide, on the applicable Ballots and Election Forms, as the case may be, the holders of Claims in Classes 2, 3, 12, 14, 15, and 16, as well as Disputed Claims in Class 12 and holders of Dime Warrants in Class 21, with an opportunity to submit Distribution Elections. **Any and all prior stock elections submitted in connection with the Sixth Amended Plan or the Modified Sixth Amended Plan will be disregarded with respect to the Plan.**

57. For reference, the following holders will be permitted to submit Distribution Elections:

Class	Description
Class 2	Senior Notes Claims
Class 3	Senior Subordinated Notes Claims
Class 12	Allowed General Unsecured Claims and Disputed Claims ¹⁰
Class 14	CCB-1 Guarantees Claims
Class 15	CCB-2 Guarantees Claims
Class 16	PIERS Claims
Class 21	Dime Warrants ¹¹

¹⁰ As set forth above, Distribution Elections are being solicited from holders of Disputed Claims in Class 12 on a contingent basis, and will be honored only to the extent it is determined that each such holder is determined, pursuant to a Final Order, to hold an Allowed General Unsecured Claim in Class 12.

¹¹ As set forth above, Distribution Elections are being solicited from holders of Dime Warrants in Class 21 on a contingent basis, and will be honored only to the extent it is determined, pursuant to a Final Order issued in

58. Based upon the foregoing, the Debtors request that the Bankruptcy Court find the proposed procedures for collecting stakeholders' elections with respect to the Distribution Elections are appropriate and address the particular needs of these chapter 11 cases.

D. Temporary Allowance/Disallowance of Claims

59. Pursuant to section 1126(a) of the Bankruptcy Code, the holder of an "allowed" claim may accept or reject a chapter 11 plan. A class of claims accepts a plan if such plan has been accepted by creditors that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors that voted. Bankruptcy Rule 3018(a) provides that the Bankruptcy Court may temporarily allow a claim in an amount that the Bankruptcy Court deems appropriate for the purpose of such claim holder accepting or rejecting a plan.

60. The Debtors propose that, similar to the prior solicitation procedures approved in connection with both the Sixth Amended Plan and the Modified Sixth Amended Plan, for the purpose of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a Claim, without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan be temporarily allowed in an amount equal to the amount of such Claim set forth in the Schedules, subject to the following exceptions:

- (a) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed for voting purposes in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (b) If a proof of claim was timely filed in an amount that is contingent or unliquidated, such claim is accorded one vote and valued temporarily in

connection with the Dime Warrant Litigation Action, that such holders actually hold Allowed General Unsecured Claims in Class 12.

the amount of one dollar (\$1.00), unless such claim is disputed as set forth in subparagraph (g) below;

- (c) If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court;
- (d) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim is not filed with respect to such claim prior to the Record Date, such claim is disallowed for voting purposes;
- (e) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed, unless such claim is disputed as set forth in subparagraph (g) below;
- (f) If a claim has been filed against multiple Debtors, each and every such related claim filed or to be filed in the chapter 11 cases is deemed filed against the consolidated Debtors and is deemed one claim against and obligation of the deemed consolidated Debtors and such claim is accorded one vote for voting purposes; and
- (g) If the Debtors have filed an objection to or request for estimation of a claim on or before the Record Date (as defined below), such claim is temporarily disallowed, except as ordered by the Bankruptcy Court before the Voting and Election Deadline (as defined below); **provided, however,** that, if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as may be ordered by the Bankruptcy Court before the Voting and Election Deadline.

61. If any Creditor seeks to challenge the allowance (or disallowance, as the case may be) of its Claim for voting purposes – i.e., the Creditor believes it should be entitled to vote or believes it should be entitled to vote in a different Class or amount – the Debtors propose that such Creditor file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes in a different amount (a “Rule 3018(a) Motion”). Upon the filing of any such motion, the Debtors propose that such Creditor’s Ballot be counted in accordance with the above-designated guidelines, unless temporarily allowed in a different amount by an order of the Bankruptcy Court entered prior to or concurrent

with entry of an order confirming the Plan. The Debtors propose that any Rule 3018(a) Motion must be filed on or before the tenth (10th) day after service of notice of an objection or request for estimation, if any, as to that specific Claim, but in any event no later than **January 16, 2012 at 4:00 p.m. (Eastern Time)**. Additionally, the Debtors propose that any response to Rule 3018(a) Motions must be filed no later than **January 23, 2012 at 4:00 p.m. (Eastern Time)**. To the extent that a Rule 3018(a) Motion is filed and opposed by the Debtors, the Debtors propose that a hearing with respect thereto be held on **February 1, 2012 at 10:30 a.m. (Eastern Time)**.

62. Furthermore, the Debtors propose that, similar to the prior solicitation procedures approved in connection with both the Sixth Amended Plan and the Modified Sixth Amended Plan, each Creditor or interest holder that votes to accept or reject the Plan be deemed to have voted the full amount of its Claim or interest therefore.

E. Classification of Late-Filed Claims

63. Consistent with the January Opinion, the Modified Sixth Amended Plan contained a newly-created Class 12A for Late-Filed Claims, which included all Claims for which Proofs of Claim were filed after the Bar Date. Because General Unsecured Claims in Class 12 are entitled to receive Creditor Cash and are entitled to submit Distribution Elections with respect to Reorganized Common Stock, and Late-Filed Claims in Class 12A are not, the Debtors propose that, if a holder of a Late-Filed Claim in Class 12A (including Disputed Claims in Class 12A) disagrees with the classification of such Claim and believes that such Claim should be properly classified as a General Unsecured Claim in Class 12 (or Disputed Claim in Class 12) even though such Claim was filed after the Bar Date, then such holder must file a motion seeking reclassification (a "Reclassification Motion") by the Plan Objection Deadline (as defined below). Any holder that fails to file a Reclassification Motion by the Plan Objection Deadline will be deemed to have waived any and all rights to later seek reclassification of such holder's Late-

Filed Claim (or Disputed Claim). To holders that timely file a Reclassification Motion, the Debtors will send an Election Form on which such holders may submit a contingent Distribution Election, which will be effective for each electing holder to the extent that such holder is determined, pursuant to a Final Order, to hold an Allowed General Unsecured Claim in Class 12 against the Debtors.

F. The Record Date

64. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Bankruptcy Rule 3018 (a) provides as follows: “A plan may be accepted or rejected in accordance with § 1126 of the Code within the time fixed by the [Bankruptcy] Court pursuant to Rule 3017.”

65. In accordance with these rules, the Debtors request that the Bankruptcy Court exercise its power under such rules to establish a record date for purposes of determining which creditors are entitled to vote on or make elections with respect to the Plan. In particular, the Debtors request that the Bankruptcy Court establish **January 6, 2012** as the record date for determining which holders of Claims in Classes 5, 6, 8, 9, 10, 11, 12, 12A, 13, and 18 are entitled to vote on the Plan, as well as for purposes of determining which holders of Disputed Claims in Classes 12 and 12A are entitled to make elections with respect to the Plan (the “General Record Date”). Setting the General Record Date several days prior to the date of the Disclosure Statement Hearing will enable KCC to expedite the process of distributing Solicitation Packages (defined below) to holders in such Classes.

66. However, with respect to holders of the Debtors' publicly-traded securities, namely, Classes 2, 3, 14, 15, 16, 19, 21, and 22, the Debtors request that the Bankruptcy Court set the Record Date as the same date as the Voting and Election Deadline (the "Securities Record Date" and, together with the General Record Date, the "Record Date").¹² Setting the Securities Record Date for holders of such securities as the Voting and Election Deadline will ensure that, despite the possibility of trading, when such holders' Ballots and Election Forms, as applicable, are submitted, the submitting holders also still own the underlying securities for which they are submitting votes and/or elections, and are able to tender such securities into the appropriate election accounts (as described on the Ballots and Election Forms).

67. Though the General Record Date and the Securities Record Date (which are established for the purpose of determining which Creditors and Equity Interest holders may cast votes and submit elections) are different dates, for the purpose of determining which Creditors and Equity Interest holders are to be sent solicitation materials by the Debtors, the Debtors further request that the Bankruptcy Court establish one mailing record date (a "Mailing Record Date"). Specifically, the Debtors request that the Bankruptcy Court establish **January 6, 2012** as the Mailing Record Date for purposes of determining (i) holders of record in Classes 2, 3, 5, 6, 8, 9, 10, 11, 12, 12A, 13, 14, 15, 16, 18, 19, 21, and 22 that are entitled to receive Solicitation Packages and (ii) Non-Voting Creditors and Interest Holders who are entitled to receive a Notice of Non-Voting Status (as described below).

¹² A security holder in any of these Classes, or its Voting Nominee on its behalf, that submits its vote and/or elections to the Voting Agent on the Securities Record Date will have its vote counted. However, even a security holder (or its Voting Nominee on its behalf) that submits its vote prior to the Securities Record Date will have its vote counted, because such holder's securities will be "frozen" in the appropriate election account with trading restrictions (and any transfer of such positions will not be recognized by the Debtors), and therefore, such holder will effectively still be the holder of record as of the Voting and Election Deadline.

68. With respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001, the Debtors propose that the holder of a Claim as of the General Record Date shall be the transferor of such Claim, and that each such holder is entitled to cast the Ballot with respect to that Claim unless the documentation evidencing such transfer was docketed by the Bankruptcy Court on or before the General Record Date and no timely objection with respect to such transfer was filed by the transferor.

69. The Debtors propose that the record holders of Claims be determined, as of the Record Date or Mailing Record Date, as applicable, based upon the records of The Depository Trust Company, WMI, BNY Mellon (as transfer agent), and KCC.

70. For the Bankruptcy Court's reference the table below summarizes various proposed Record Dates and Mailing Record Date.

Date	Description
January 6, 2012	General Record Date (Classes 5, 6, 8, 9, 10, 11, 12, 12A, 13, and 18, and Disputed Claims in Classes 12 and 12A)
January 6, 2012	Mailing Record Date (all Classes)
February 2, 2012 (Voting and Election Deadline)	Securities Record Date

71. The Debtors believe that establishing these record dates is appropriate, as such dates facilitate the determination of which Creditors and Equity Holders are entitled to vote on the Plan, make elections with respect to the Plan, and receive Solicitation Packages or receive a Notice of Non-Voting Status, as the case may be.

G. Approval of Solicitation Packages and Procedures for Distribution Thereof

72. Bankruptcy Rule 3017(d) lists the materials that must be provided to holders of claims and equity interests for the purpose of soliciting votes on a debtor's chapter 11

plan and providing adequate notice of the hearing to consider confirmation thereof. Specifically, Bankruptcy Rule 3017(d) provides:

Upon approval of a disclosure statement, — except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders — the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

73. Upon approval of the Proposed Disclosure Statement (as approved, the “Disclosure Statement”) as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Debtors propose to mail or cause to be mailed solicitation packages (the “Solicitation Packages”) containing the information described below, within five (5) business days after the entry of an order approving the Disclosure Statement (the “Solicitation Date”) to (a) the U.S. Trustee, (b) counsel to the Creditors’ Committee; (c) counsel to the Equity Committee; (d) the SEC; (e) the IRS, (f) the Dep’t of Justice, (g) any other party requesting service of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002, (h) all Creditors who are listed on the Debtors’ Schedules or who have filed a proof of claim by the General Record Date, and (i) all Equity Interest holders.

74. In accordance with Bankruptcy Rule 3017(d), Solicitation Packages shall contain copies of –

- (a) the Proposed Order, as entered by the Bankruptcy Court (the “Disclosure Statement Order”) (without attachments);

- (b) the Confirmation Hearing Notice (as defined herein);
- (c) a CD-ROM containing the Disclosure Statement, which shall include, among other things, a copy of the Plan; and
- (d) if the recipient is entitled to vote on the Plan (as set forth herein), a Ballot customized for such holder and conforming to Official Bankruptcy Form No. 14,¹³ in the form described below; **OR**
- (e) if the recipient is not entitled to vote on the Plan but is entitled to submit certain elections with respect thereto, an Election Form, in the form described below, as well as a Notice of Non-Voting Status, in the form annexed to the Proposed Order as Exhibit 5-4; **OR**
- (f) if the recipient is a Non-Voting Creditor or Interest Holder, and is not entitled to submit any elections with respect to the Plan, then **only** the Confirmation Hearing Notice and a Notice of Non-Voting Status, as defined and in one of the forms described below.

75. Because of significantly reduced costs and environmental benefits, the Debtors propose to send the Disclosure Statement and the attachments thereto in a CD-ROM format instead of printed hard copies. Moreover, the Plan and Disclosure Statement will be available on the Internet at www.kccllc.net/wamu, the website of KCC, the Debtors' court-appointed claims, noticing, solicitation, and balloting agent. However, if service by CD-ROM imposes a hardship for any stakeholder entitled to receive a copy of the Plan and the Disclosure Statement (e.g., the stakeholder does not own or have access to a computer or the Internet), the Debtors propose that such stakeholder may submit to the Debtors a signed certification of hardship (with supporting documentation, as appropriate) explaining why a paper copy should be provided to the stakeholder at the Debtors' expense. Upon receipt of a certification of hardship, the Debtors will evaluate whether an actual hardship appears to exist and, in the event that it does, the Debtors will provide such stakeholder with a paper copy of the Plan and Disclosure Statement at no cost to the stakeholder within five (5) business days thereafter. If the Debtors

¹³ Official Bankruptcy Form No. 14 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

determine that there is insufficient information to establish the existence of a hardship, the Debtors will consult with the Creditors' Committee and/or the Equity Committee, as the case may be, prior to making a final determination to deny any such request.

76. The Debtors believe that certain Creditors have Claims that already been paid in full. The Debtors request that they not be required to send Solicitation Packages to such Creditors; provided, however, that, if, and to the extent that, any such Creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that such Claim has been paid by the Debtors, then the Debtors shall send such Creditor a Solicitation Package in accordance with the procedures set forth above.

77. The Debtors anticipate that the United States Postal Service may return some Solicitation Packages as undeliverable. The Debtors submit that it is costly and wasteful to mail Solicitation Packages to the same addresses from which mail previously was returned as undeliverable. Therefore, the Debtors request the Bankruptcy Court (i) waive the strict notice rule and excuse the Debtors from mailing Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at addresses from which the Debtors received, following solicitation of the Modified Sixth Amended Plan, mailings returned as undeliverable by the United States Postal Service, unless the Debtors are provided with a new mailing addresses before the Solicitation Date, and (ii) find that failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities shall not constitute inadequate notice of the Confirmation Hearing or the Voting and Election Deadline and shall not constitute a violation of Bankruptcy Rule 3017(d).

78. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages as described herein and as approved by the Bankruptcy Court are

in final form, the Debtors nonetheless request authority to make non-substantive changes to the Disclosure Statement, the Plan, the Ballots, the Election Forms, and related documents without further order of the Bankruptcy Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages prior to mailing.

79. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures and request the Bankruptcy Court's approval thereof.

H. Approval of Forms of Ballots and Election Forms

80. As set forth above, Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 14, to "creditors and equity security holders entitled to vote on the plan." The Debtors propose to distribute to Creditors and Equity Interest Holders who hold claims in the Voting Classes and are otherwise eligible to vote, as described below, one or more Ballots substantially in the forms annexed to the Proposed Order as Exhibits 4-1 through 4-16, which are incorporated herein by reference. The forms for the Ballots are based on Official Form No. 14, but have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information that the Debtors believe is relevant and appropriate for each Class entitled to vote.

81. To holders of Claims in Classes 5, 6, 8, 9, 10, 11, and 13 that are eligible to vote, the Debtors propose to send Ballots substantially in the forms annexed to the Proposed Order as Exhibits 4-1(5), 4-1(6), 4-1(8), 4-1(9), 4-1(10), 4-1(11), and 4-1(13), respectively (the "General Ballots").

82. To holders of General Unsecured Claims in Class 12 that are eligible to vote, the Debtors propose to send Ballots substantially in the form annexed to the Proposed Order as Exhibit 4-2 (the "General Unsecured Claims Ballot").

83. To holders of Late-Filed Claims in Class 12A that are eligible to vote, the Debtors propose to send Ballots substantially in the form annexed to the Proposed Order as Exhibit 4-3 (the “Class 12A Ballot”).

84. To WMI, as the holder of PIERS Units representing PIERS Common Securities in Class 16, the Debtors propose to send a Ballot substantially in the form annexed to the Proposed Order as Exhibit 4-4 (the “Class 16 Common Ballot”).

85. To holders of Subordinated Claims in Class 18 that are eligible to vote, the Debtors propose to send Ballots substantially in the form annexed to the Proposed Order as Exhibit 4-5 (the “Class 18 Ballot”).

86. To holders of Senior Notes Claims, Senior Subordinated Notes Claims, CCB-1 Guarantees Claims, CCB-2 Guarantees Claims, and PIERS Units representing PIERS Preferred Securities, in Classes 2, 3, 14, 15, and 16, respectively, that are eligible to vote, the Debtors propose to send Ballots in substantially the same form as the General Unsecured Claims Ballot; **provided, however**, that, with respect to these securities, many entities hold a Claim for the benefit of one of more third parties (collectively, the “Voting Nominees”). In such instances, the Debtors shall provide each Voting Nominee with a master Ballot and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a beneficial holder Ballot, all as more fully described below.

87. Specifically, for holders of Senior Notes Claims in Class 2 entitled to vote, the Debtors shall provide each Voting Nominee with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-6 (the “Class 2 Master Ballot”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-7 (the “Class 2 Beneficial

Ballot”). For holders of Senior Subordinated Notes Claims in Class 3 entitled to vote, the Debtors shall provide each Voting Nominee with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-8(3) (the “Class 3 Master Ballot”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-9(3) (the “Class 3 Beneficial Ballot”). For holders of CCB-1 Guarantees Claims in Class 14 entitled to vote, the Debtors shall provide each Voting Nominee with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-8(14) (the “Class 14 Master Ballot”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-9(14) (the “Class 14 Beneficial Ballot”). For holders of CCB-2 Guarantees Claims in Class 15 entitled to vote, the Debtors shall provide each Voting Nominee with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-8(15) (the “Class 15 Master Ballot”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-9(15) (the “Class 15 Beneficial Ballot”). Finally, for holders of PIERS Units representing PIERS Preferred Securities in Class 16 entitled to vote, the Debtors shall provide each Voting Nominee with a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-10 (the “Class 16 Master Ballot”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the form attached to the Proposed Order as Exhibit 4-11 (the “Class 16 Beneficial Ballot”).

88. Similar to the procedures described above with respect to the Debtors’ debt securities, for holders of Preferred Equity Interests and Common Equity Interests in Classes

19 and 22, respectively, that are eligible to vote, where many entities hold their interests through Voting Nominees, the Debtors shall provide each Voting Nominee with a Ballot, substantially in the forms attached to the Proposed Order as Exhibits 4-12 and 4-15 (the “Class 19 Master Ballot” and “Class 22 Master Ballot”, respectively, and, together with the Class 2 Master Ballot, the Class 3 Master Ballot, the Class 14 Master Ballot, the Class 15 Master Ballot, and the Class 16 Master Ballot, the “Master Ballots”), and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Ballot substantially in the forms attached to the Proposed Order as Exhibits 4-13 and 4-16 (the “Class 19 Beneficial Ballot” and “Class 22 Beneficial Ballot”, respectively, and, together with the Class 2 Beneficial Ballot, the Class 3 Beneficial Ballot, the Class 14 Beneficial Ballot, the Class 15 Beneficial Ballot, and the Class 16 Beneficial Ballot, the “Beneficial Ballots”).

89. Additionally, to registered holders of Common Equity Interests who hold such securities directly, the Debtors shall send a Class 22 Direct Ballot substantially in the form attached to the Proposed Order as Exhibit 4-14.

90. In all cases where the solicitation materials are mailed to a Voting Nominee, each Voting Nominee must forward a Solicitation Package to each beneficial holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee. Upon return of the Beneficial Ballots, the Voting Nominee shall tabulate the Beneficial Ballots on a Master Ballot, tender the beneficial holder’s securities into certain election accounts, as appropriate, and return the Master Ballot, but not copies of the Beneficial Ballots, to KCC. The Voting Nominee shall provide each beneficial holder with the appropriate materials within **five (5) business** days after receipt of the Solicitation Packages. Given the obligation to tender the securities into election accounts, Voting Nominees may not “prevalidate” Beneficial Ballots or

instruct beneficial holders to return them directly to KCC. The Debtors shall reimburse each Voting Nominee for its reasonable and customary out-of-pocket external costs and expenses associated with distribution of the Solicitation Packages and tabulation of the Beneficial Ballots.

91. Unlike the solicitation in connection with the Modified Sixth Amended Plan, Voting Nominees will not be required to submit to KCC copies of Beneficial Ballots they have received.¹⁴ Rather, Voting Nominees of beneficial holders of securities in Classes 2, 3, 14, 15, 16, 19, 21, and 22 will instead be required to input certain registration information regarding their beneficial holders at a website maintained by KCC.

92. Certain stakeholders are permitted to make Release Elections and/or contingent Distribution Elections, but are not in Voting Classes and, therefore, will not receive Ballots. Such holders – namely, holders of Disputed Claims in Classes 12 and 12A, and Dime Warrants in Class 21 – will instead receive election forms on which such holders will be provided with the opportunity to submit Release Elections and/or Distribution Elections, as applicable (collectively, the “Election Forms”). To holders of Disputed Claims in Classes 12 and 12A, the Debtors propose to send Election Forms substantially in the form attached to the Proposed Order as Exhibits 4-17 and 4-17(A) (the “Class 12 Disputed Claim Election Form” and “Class 12A Disputed Claim Election Form”, respectively). To registered holders of Dime Warrants in Class 21, who hold such securities directly, the Debtors propose to send Election Forms substantially in the form attached to the Proposed Order as Exhibit 4-18 (the “Class 21 Direct Election Form”). Many holders of Dime Warrants, however, hold through Voting Nominees. For such holders, the Debtors shall provide each Voting Nominee with Election Forms substantially in the form attached to the Proposed Order as Exhibit 4-19 (the “Class 21

¹⁴ Voting Nominees, however, are required to retain Beneficial Ballots for one (1) year following the Voting and Election Deadline, and may be required to return such Beneficial Ballots to KCC, as requested by the Debtors.

Master Election Form”) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain Election Forms substantially in the form attached to the Proposed Order as Exhibit 4-20 (the “Class 21 Beneficial Election Form”).

93. With regards to only beneficial holders of Preferred Equity Interests and Common Equity Interests in Classes 19 and 22, respectively, that fail to return their completed and executed Beneficial Ballots to their Voting Nominees in time, such that their votes are not able to be tabulated by the Voting Nominees on their respective Master Ballots, the Debtors propose that such holders may still return their Beneficial Ballots to their Voting Nominees so that their Release Elections may be accepted and processed. In order for such beneficial holders’ Release Elections to be processed, the respective Voting Nominees must tabulate such elections on a Master Election Form, substantially in the forms annexed to the Proposed Order as Exhibits 4-21 and 4-22 (the “Class 19 Master Election Form” and “Class 22 Master Election Form”, respectively), as the case may be, and return such Master Election Form to KCC so that it is received by the Equity Release Election Deadline (as defined below).

94. For reference, the table below summarizes the type of Ballots and Election Forms the Debtors generally anticipate sending to voting Creditors and Equity Interest holders and to non-voting Entities entitled to make elections with respect to the Plan:

Class	Description	Ballot
Class 2	Senior Notes Claims	Class 2 Master / Beneficial Ballots Exhibits 4-6 and 4-7
Class 3	Senior Subordinated Notes Claims	Class 3 Note Master / Beneficial Ballots Exhibits 4-8(3) and 4-9(3)
Class 5	JPMC Rabbi Trust/Policy Claims	General Ballot Exhibit 4-1(5)
Class 6	Other Benefit Plan Claims	General Ballot Exhibit 4-1(6)
Class 8	WMB Vendor Claims	General Ballot Exhibit 4-1(8)

Class	Description	Ballot
Class 9	Visa Claims	General Ballot Exhibit 4-1(9)
Class 10	Bond Claims	General Ballot Exhibit 4-1(10)
Class 11	WMI Vendor Claims	General Ballot Exhibit 4-1(11)
Class 12	General Unsecured Claims	General Unsecured Claims Ballot Exhibit 4-2
	Disputed Claims in Class 12	Disputed Claims Election Form Exhibit 4-17
Class 12A	Late-Filed Claims	Class 12A Ballot Exhibit 4-3
	Disputed Claims in Class 12A	Disputed Claims Election Form Exhibit 4-17(A)
Class 13	Convenience Claims	General Ballot Exhibit 4-1(13)
Class 14	CCB-1 Guarantees Claims	Class 14 Note Master / Beneficial Ballots Exhibits 4-8(14) and 4-9(14)
Class 15	CCB-2 Guarantees Claims	Class 15 Note Master / Beneficial Ballots Exhibits 4-8(15) and 4-9(15)
Class 16	PIERS Claims	Class 16 Master / Beneficial Ballots Exhibits 4-10 and 4-11 Class 16 Common Ballot Exhibit 4-4
Class 18	Subordinated Claims	Class 18 Ballot Exhibit 4-5
Class 19	Preferred Equity Interests	Class 19 Master / Beneficial Ballots Exhibits 4-12 and 4-13 Class 19 Master Election Form Exhibits 4-21
Class 21	Dime Warrants	Class 21 Direct Election Form Exhibit 4-18 Class 21 Master / Beneficial Election Forms Exhibits 4-19 and 4-20
Class 22	Common Equity Interests	Class 22 Direct Ballot Exhibit 4-14 Class 22 Master / Beneficial Ballots Exhibits 4-15 and 4-16 Class 22 Master Election Form Exhibits 4-22

95. To the holders of Claims in Classes 1, 4, and 7, whose claims are unimpaired pursuant to the Plan and, therefore, are deemed to accept, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-1. To holders of Claims in Class 17B, whose claims are impaired and not entitled to receive

distributions under the Plan and, therefore, are deemed to reject, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-2. To holders of Claims in Class 17A, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-3. To holders of Dime Warrants in Class 21 and Disputed Claims in Classes 12 and 12A, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as Exhibit 5-4 (together with the notices to be sent to holders of Claims and Equity Interests in Classes 1, 4, 7, 17A, and 17B, the “Notices of Non-Voting Status”).

96. With respect to service of the Notices of Non-Voting Status on holders of the Debtors’ publicly-traded securities, as reflected in the records maintained by the Debtors’ transfer agent(s) (the “Non-Voting Securities”), the Debtors propose to send the Notices of Non-Voting Status as follows:

- (a) the Debtors will provide any registered holders of Non-Voting Securities with a copy of the Notices of Non-Voting Status by first-class mail;
- (b) the Debtors will provide the Nominees with sufficient copies of the Notices of Non-Voting Status to forward to the beneficial holders of the Non-Voting Securities; and
- (c) the Nominees will then forward the Notices of Non-Voting Status or copies thereof to the beneficial holders of the Non-Voting Securities within five (5) business days of the receipt by such Nominees of the Notices of Non-Voting Status.

I. The Voting and Election Deadline

97. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or equity security interests may accept or reject a plan. The Debtors anticipate completing substantially all mailing of the Solicitation Packages by the Solicitation Date (i.e., January 16, 2012). Based on such schedule, the Debtors propose, that, in order to be counted as a vote to accept or reject the

Plan, or an election with respect to the Plan, each Ballot and Election Form must be properly executed, completed, and delivered to KCC (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by personal delivery, so that it is actually received by KCC no later than **5:00 p.m. (Pacific Time) on February 2, 2012** (the “Voting and Election Deadline”). The Debtors submit that such solicitation period is a sufficient period within which stakeholders can make informed decisions about whether to accept or reject the Plan and submit elections with respect thereto.

J. The Equity Release Election Deadline

98. Notwithstanding that all Ballots and Election Forms must be received by the Voting and Election Deadline, in order for holders’ votes and/or elections to be tabulated, as set forth herein, certain holders of Claims who have failed to elect to grant the releases in the Non-Debtor Release Provision by the Voting and Election Deadline may submit Release Elections during the period between the Effective Date and the one (1) year anniversary of the Effective Date by submitting a post-Effective Date release form. For tax reasons, this option is not available to holders of Equity Interests in Classes 19 and 22. The Debtors propose that, for holders of Equity Interests in Classes 19 and 22 only, for Release Elections to be counted with respect to the Plan, each Ballot and/or Master Election Form must be properly executed, completed, and delivered to KCC (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by personal delivery, so that it is actually received by KCC no later than **5:00 p.m. (Pacific Time) on February 22, 2012** (the “Equity Release Election Deadline”).

99. Notwithstanding the foregoing, as noted above, in the event that a holder of a Claim entitled to a distribution pursuant to the Plan who is required to grant the releases set forth in Section 41.6 of the Plan in order to receive such distribution fails to do so prior to the

Voting and Election Deadline (other than (a) holders that affirmatively elect to opt out of granting the releases provided in Section 41.6, (b) holders in Unimpaired Classes (specifically, Classes 1, 4, and 7) that are not subject to such releases, and (c) holders of Claims in Class 17A and Non-Filing WMB Senior Note Holders), (i) from and after the Effective Date, the Disbursing Agent or the Liquidating Trustee, as the case may be, shall reserve amounts of Creditor Cash and Liquidating Trust Interests, as the case may be (but not Runoff Notes), otherwise to be distributed to each such holder, (ii) shortly following the three (3), six (6), and nine (9) month anniversaries of the Effective Date, as noted above, the Liquidating Trustee shall serve a notice upon such holders containing a post-Effective Date release form, and (iii) such post-Effective Date release form must be received by the Liquidating Trustee no later than the one (1) year anniversary of the Effective Date. In the event that a holder of a Claim seeks to receive and execute a post-Effective Date release form in accordance with Section 31.6(c) of the Plan at any time from and after the Effective Date, other than pursuant to the periodic notices to be distributed as set forth above, then such holder may, following the Effective Date, submit a request, in writing, to the Liquidating Trustee to receive a post-Effective Date release form, and the Liquidating Trustee will send a post-Effective Date release form to such requesting holder within five (5) business days following the date such trustee receives such request. Additionally, pursuant to the Plan, no post-Effective Date release forms will be provided to (a) any holders of Claims in Class 17A or Non-Filing WMB Senior Note Holders, or (b) following the Equity Release Election Deadline, any holders of Equity Interests in Classes 19 or 22. Release Elections, except with respect to Equity Interests submitted prior to the Equity Release Election Deadline, whether submitted in accordance with Section 31.6(c) of the Plan or otherwise, will not be accepted during the period between the Voting and Election Deadline and the Effective

Date, and any Release Election submitted during such period shall not be recognized and shall be deemed null and void.

K. Tabulation Procedures

100. In addition, the Debtors request that the following procedures apply with respect to tabulating Ballots and Election Forms:

- (a) **All prior votes (except with respect to Class 17A) received in connection with solicitation of the Modified Sixth Amended Plan or the Sixth Amended Plan shall be null and void, and of no further force and effect, and will be disregarded by the Debtors with respect to the Plan.**
- (b) **All prior elections (except with respect to Class 17A) received in connection with solicitation of the Modified Sixth Amended Plan or the Sixth Amended Plan shall be null and void, and of no further force and effect, and will be disregarded by the Debtors with respect to the Plan; provided, however, that elections made by holders of REIT Series in Class 19 pursuant to the Sixth Amended Plan, with respect to a supplemental distribution to be received from JPMC in accordance with Section 23.1 of the Plan, will remain binding on such holders and will not be re-solicited.**
- (c) Whenever a Creditor or Equity Interest holder casts more than one Ballot or Election Form voting or electing, as the case may be, with respect to the same Claim(s) or Interest(s) before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, before the Equity Release Election Deadline), the last valid Ballot, or Election Form, as the case may be, received on or before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, on or before the Equity Release Election Deadline), shall be deemed to reflect the holder's intent, and thus, to supersede any prior Ballot or Election Form, as applicable.
- (d) Whenever a Creditor or Equity Interest holder casts a Ballot that is properly completed, executed, and timely returned to KCC, but does not indicate either an acceptance or rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (e) Except with respect to Master Ballots, whenever a Creditor or Equity Interest holder casts a Ballot that is properly completed, executed, and timely returned to KCC, but indicates both an acceptance and a rejection

of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.

- (f) Whenever an Equity Interest holder in Class 21 submits an Election Form that is properly completed, executed, and timely returned to KCC, but indicates both an election to grant and to not grant the Release Election, the Election Form shall be deemed to reflect the party's intent to grant the Release Election.
- (g) A holder of a Claim or Equity Interest shall be deemed to have voted/elected the full amount of its Claim or Equity Interest in each Class and shall not be entitled to split its vote/election within a particular Class. Any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall be deemed to reflect the voter's intent to accept the Plan.
- (h) Whenever a holder of a Claim or Equity Interests casts Ballots in the same Class received by KCC on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (i) The following Ballots and Election Forms shall not be counted:
 - 1. Any Ballot or Election Form received after the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, after the Equity Release Election Deadline), unless the Debtors shall have granted an extension of the applicable deadline in writing with respect to such Ballot or Election Form; **provided, however**, that, except with respect to (a) holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders, and (b) holders of Equity Interests in Classes 19 and 22, late-submitted elections with respect to the Non-Debtor Release Provision shall be honored in accordance with Section 31.6(c) of the Plan;
 - 2. Any Ballot or Election Form that is illegible or contains insufficient information to permit the identification of the submitting Entity;
 - 3. Any Ballot cast by a person or entity that does not hold a Claim or Equity Interest in a Class that is entitled to vote to accept or reject the Plan;
 - 4. Any Election Form submitted by a person or entity that is not entitled to submit elections with respect to the Plan;
 - 5. Any Ballot cast by a person who is not entitled to vote, even if such individual holds a Claim or Equity Interest in a Voting Class;

6. Any unsigned Ballot or Election Form;
 7. Any Ballot with respect to which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 8. Any Ballot or Election Form transmitted to KCC by facsimile or other means not specifically approved herein.
- (j) If a party that is entitled to vote has Claims (either scheduled or filed or both) against both of the Debtors based on the same transaction (e.g., a Claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its Claim against one of the Debtors.
 - (k) A holder of a Claim or Equity Interest in more than one (1) Class must use separate Ballots or Election Forms, as the case may be, for each Class.

101. With respect to Master Ballots and Master Election Forms submitted by

Voting Nominees, the Debtors request that the Bankruptcy Court direct as follows:

- (a) All Voting Nominees to which beneficial holders return their Ballots or Election Forms shall summarize on the Master Ballot/Master Election Form all Ballots/Election Forms cast by the beneficial holders and return the Master Ballot/Master Election Form to KCC; provided, however, that each Voting Nominee shall be required to retain copies of the Ballots/Election Forms cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting and Election Deadline;
- (b) Votes and elections cast by beneficial holders through a Voting Nominee by means of a Master Ballot/Master Election Form shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by The Depository Trust Company and compiled as of the Voting and Election Deadline; provided, however, that votes and elections submitted by a Voting Nominee on a Master Ballot/Master Election Form shall not be counted in excess of the position maintained by such Voting Nominee as of the Voting and Election Deadline;
- (c) To the extent that there are over-votes or over-elections submitted by a Voting Nominee pursuant to a Master Ballot or Master Election Form, KCC will attempt to reconcile discrepancies with the Voting Nominee;
- (d) To the extent that over-votes on a Master Ballot are not reconciled prior to the preparation of the vote certification, KCC will apply the votes to

accept and to reject the Plan in the same proportion as the votes to accept or reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Voting and Election Deadline;

- (e) Multiple Master Ballots/Master Election Forms may be completed by a single Voting Nominee and delivered to KCC and such votes/elections shall be counted, except to the extent that such votes/elections are inconsistent with or are duplicative of other Master Ballots/Master Election Forms, in which case the latest dated Master Ballot/Master Election Form received on or before the Voting and Election Deadline shall supersede and revoke any prior Master Ballot/Master Election Form; and
- (f) Each beneficial holder shall be deemed to have voted the full amount of its Claim or Equity Interest.

102. To assist in the solicitation process, the Debtors request that the Bankruptcy Court grant KCC the authority to contact parties that submit incomplete or otherwise deficient Ballots or Election Forms to cure such deficiencies.

103. In addition to the foregoing, to the extent that holders of Claims or Equity Interests in Classes 2, 3, 14, 15, 16, 19, 21, and 22 do not tender or block, as the case may be, their securities on or before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, on or before the Equity Release Election Deadline) into the appropriate election accounts, as set forth in more detail in the Ballots and Election Forms, such holders' Release Elections and Distribution Elections shall not be valid.

III. Confirmation Hearing

A. The Confirmation Hearing

104. Bankruptcy Rule 3017(c) provides that, "on or before approval of the disclosure statement, the court shall ... fix a date for the hearing on confirmation" of a debtor's chapter 11 plan. Pursuant to Bankruptcy Rule 2002(b), stakeholders must receive at least

twenty-eight (28) days' notice of a confirmation hearing. In accordance with these rules, and in view of the Debtors' proposed solicitation schedule outlined herein, the Debtors request that the Confirmation Hearing to consider confirmation of the Plan be scheduled **during the week of February 13, 2012**; provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Bankruptcy Court or the Debtors without further notice other than adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court. The proposed date for the Confirmation Hearing is in compliance with the Bankruptcy Rules and the Local Rules, and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

B. Objection Procedures

105. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Bankruptcy Rule 2002(b) provides that all creditors and indenture trustees must receive at least twenty-eight (28) days' notice of the deadline for filing objections to confirmation. Pursuant to Bankruptcy Rule 9006(c), however, the court has discretion to reduce such period.

106. Based upon the proposed date of the Confirmation Hearing, the Debtors respectfully request that the Bankruptcy Court exercise its authority pursuant to Bankruptcy Rule 9006(c) to shorten the 28-day notice period provided in Bankruptcy Rule 2002(b) **by twelve (12) days** and establish the deadline to object or respond to confirmation of the Plan to be **February 1, 2012 at 4:00 p.m. (Eastern Time)** (the "Plan Objection Deadline"). As noted above, in these chapter 11 cases, with every month that passes, nearly \$30 million is taken away from the junior-most creditors and interest holders through (a) the accrual of post-petition interest on more senior claims with contractual subordination rights and (b) the expenses of administering these cases and, therefore, time is of the essence. Additionally, the shortened

notice period in this instance will not prejudice parties in interest because the representatives of the Debtors' key stakeholder constituencies – the Creditors' Committee, the Equity Committee, and AAOC – support the Plan and have been heavily involved with negotiating and revising the Plan. In addition, other than the changes related to the Mediation negotiations, the Plan largely mirrors the Modified Sixth Amended Plan. As a result, the Debtors anticipate that there will be few objections. Pursuant to the filing and service of this Motion, all parties are now aware of the Confirmation Hearing and can review the current version of the Plan, and will have 51 days to prepare and file any objection thereto. Accordingly, the Debtors request that the Bankruptcy Court establish the Plan Objection Deadline set forth above.

107. The Debtors further request that objections and responses, if any, to confirmation of the Plan, (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) provide the basis for the objection and the specific grounds therefor. Likewise, registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

108. Any objection or response also must be served upon and received by the Notice Parties no later than the Plan Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), "if no objection is timely filed, the [Bankruptcy] Court may determine that the plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues."

109. The Debtors submit that, if there are objections to confirmation, it will assist the Bankruptcy Court and may expedite the Confirmation Hearing if the Debtors reply to any such objections. Accordingly, the Debtors request that they be authorized to file and serve replies or an omnibus reply to any such objections by **11:30 a.m. (Eastern Time) no later than three (3) business days** prior to the Confirmation Hearing.

110. The Debtors respectfully request that the Bankruptcy Court approve these procedures for filing objections to the Plan and replies thereto pursuant to Bankruptcy Rules 2002, 3017, 3020, and 9006.

C. Confirmation Hearing Notice

111. Pursuant to Bankruptcy Rule 3017(d), notice of a plan confirmation objection deadline and hearing must be provided to all creditors and equity security holders in accordance with Bankruptcy Rule 2002(b). Bankruptcy Rule 2002(b) sets forth certain additional parties who must receive notice as well.

112. In accordance with these procedural rules, the Debtors propose to provide to all such parties a copy of the notice of the Confirmation Hearing in the form attached to the Proposed Order as Exhibit 3, setting forth (i) the Voting and Election Deadline, (ii) the Plan Objection Deadline and procedures for filing objections and responses to confirmation of the Plan, and (iii) the time, date, and place for the Confirmation Hearing (the “Confirmation Hearing Notice”).

113. The foregoing procedures will generally provide parties in interest with no less than 28 days’ notice of the Plan Objection Deadline and Confirmation Hearing, and accordingly, should be approved.

NOTICE

114. The Debtors shall serve notice of this Motion on (i) the U.S. Trustee; (ii) counsel for the Creditors' Committee, (iii) counsel for the Equity Committee, and (iv) all parties entitled to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

WHEREFORE the Debtors respectfully request that the Bankruptcy Court enter an order granting the relief requested herein and such other and further relief as is just and proper.

Dated: December 12, 2011
Wilmington, Delaware



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Attorneys for Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X	:	
	:	
<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Hearing Date: January 11, 2012 at 2:00 p.m. (ET)
-----X	:	Objection Deadline: January 4, 2012 at 4:00 p.m. (ET)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that on December 12, 2011, Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (together, the “Debtors”), filed the **Motion of Debtors for an Order, Pursuant to Sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code and Bankruptcy Rules 2002, 3003, 3017, 3018, 3019, 3020, and 9006, (I) Approving the Proposed Disclosure Statement and the Form and Manner of the Notice of the Proposed Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling a Confirmation Hearing, and (IV) Establishing Notice and Objection Procedures for Confirmation of the Debtors’ Seventh Amended Plan** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any objections or responses to the Motion must be filed in writing with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtors on or before **January 4, 2012 at 4:00 p.m. (ET)**.

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) Washington Mutual, Inc. Investment Corp. (5395). The Debtors’ principal offices are located at 925 Fourth Avenue, Suite 2500, Seattle, Washington 98104.

PLEASE TAKE FURTHER NOTICE that, in the event that one or more objections or responses to the Motion are timely filed and not otherwise resolved, the Motion will be considered at a hearing before The Honorable Mary F. Walrath at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **January 11, 2012 at 2:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 12, 2011
Wilmington, Delaware



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*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	
<i>In re:</i>	:
	:
WASHINGTON MUTUAL, INC., <u>et al.</u>,¹	:
	:
Debtors.	:
	:
-----X	
	Chapter 11
	Case No. 08-12229 (MFW)
	(Jointly Administered)
	Re: D.I. 9181

**ORDER (I) APPROVING THE PROPOSED DISCLOSURE
STATEMENT AND THE FORM AND MANNER OF
THE NOTICE OF THE PROPOSED DISCLOSURE STATEMENT
HEARING, (II) ESTABLISHING SOLICITATION AND VOTING
PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING,
AND (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES
FOR CONFIRMATION OF THE DEBTORS' SEVENTH AMENDED PLAN**

Upon the motion, dated December 12, 2011 (the "Motion"),² of Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (together, the "Debtors"), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 3003, 3017, 3018, 3019, 3020 and 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), for an order (i) approving the proposed *Disclosure Statement for the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 12, 2011 (the "Proposed Disclosure Statement") for the *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to*

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 1201 Third Avenue, Suite 3000, Seattle, Washington 98101.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion or the Plan (defined herein).

Chapter 11 of the United States Bankruptcy Code, dated December 12, 2011 (as may be amended, the “Plan”), and the form and manner of the notice of the hearing on the Proposed Disclosure Statement; (ii) establishing solicitation and voting procedures; (iii) scheduling a confirmation hearing; and (iv) establishing notice and objection procedures in respect of confirmation of the Plan, all as more fully described in the Motion; and certain objections having been filed to the approval of the Proposed Disclosure Statement (collectively, the “Objections”); and the Debtors having filed an omnibus response to the Objections on January 6, 2012 (the “Response”); and the Bankruptcy Court having held a hearing on January 11, 2012 to consider the relief requested in the Motion, the Objections, and the Response (the “Hearing”) with the appearances of all interested parties noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings before the Bankruptcy Court, the Bankruptcy Court hereby finds and determines the following:

A. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

Jurisdiction and Venue

B. Consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).

C. Venue is proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

D. The Bankruptcy Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

The Disclosure Statement

E. The Proposed Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. No other or further information is

necessary.

Objections to the Proposed Disclosure Statement

F. All Objections, responses to, and statements and comments, if any, in opposition to the Proposed Disclosure Statement, other than those withdrawn with prejudice in their entirety prior to, or on the record at, the Hearing, shall be, and hereby are, **overruled in their entirety** for the reasons stated on the record and, notwithstanding the foregoing, no Objection shall be considered an objection to confirmation of the Plan unless such objection is interposed in accordance with the procedures for objecting to confirmation of the Plan set forth herein.

Notice of the Disclosure Statement Hearing

G. On December 12, 2011, the Debtors filed the Plan and the Proposed Disclosure Statement. On the same day, the Debtors filed and served a notice of the Hearing [D.I. 9180] (the “Disclosure Statement Notice”), a copy of which is annexed hereto as Exhibit 2.

H. In accordance with Bankruptcy Rule 9006(c), the Debtors have shown cause to shorten the 28-day notice period provided in Bankruptcy Rule 2002(b) by five (5) days. Actual notice of the Hearing and the deadline for filing objections to the Proposed Disclosure Statement, pursuant to the Disclosure Statement Notice, was provided to parties in accordance with Bankruptcy Rules 2002 and 3017. The Disclosure Statement Notice constitutes good and sufficient notice, comports with due process, and no other or further notice is necessary. In addition, the Debtors’ provision of copies of the Proposed Disclosure Statement and Plan with the Disclosure Statement Notice to the parties set forth in the Motion complies with Bankruptcy Rule 3017(a).

Procedures for Filing Objections to the Proposed Disclosure Statement

I. Furthermore, the procedures set forth in the Motion and the Disclosure

Statement Notice for filing objections to the Proposed Disclosure Statement are appropriate based upon the particular needs of these chapter 11 cases and comply with Bankruptcy Rules 2002 and 3017(a).

Balloting, Voting, and Election Procedures

J. The procedures, set forth below, for the solicitation and tabulation of (i) votes to accept or reject the Plan and (ii) elections with respect thereto provide for a fair and equitable process and are consistent with section 1126 of the Bankruptcy Code.

Parties Entitled to Vote

K. Pursuant to the Plan, Claims and Equity Interests in Class 2 (Senior Notes Claims), Class 3 (Senior Subordinated Notes Claims), Class 5 (JPMC Rabbit Trust/Policy Claims), Class 6 (Other Benefit Plan Claims), Class 8 (WMB Vendor Claims), Class 9 (Visa Claims), Class 10 (Bond Claims), Class 11 (WMI Vendor Claims), Class 12 (General Unsecured Claims), Class 12A (Late-Filed Claims filed on or prior to the General Record Date), Class 13 (Convenience Class Claims), Class 14 (CCB-1 Guarantees Claims), Class 15 (CCB-2 Guarantees Claims), Class 16 (PIERS Claims), Class 18 (Subordinated Claims), Class 19 (Preferred Equity Interests), and Class 22 (Common Equity Interests) are impaired and are entitled to receive distributions under the Plan and, accordingly, holders of Claims and Equity Interests in such Classes (to the extent eligible) are entitled to vote on account of such Claims and Equity Interests (collectively, the “Voting Entities”).

Non-Voting Creditors and Interest Holders

L. Pursuant to the Plan, Claims in Class 1 (Priority Non-Tax Claims), Class 4 (WMI Medical Plan Claims), and Class 7 (Qualified Plan Claims) are unimpaired (the “Unimpaired Claims”) and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code,

holders of such Claims are conclusively presumed to accept the Plan and are not entitled to vote on account of such Claims.

M. Holders of Claims in Class 17B (Subordinated Notes Claims) will not receive any distribution under the Plan and, consequently, such holders are deemed to reject the Plan and are not entitled to vote on account of such Claims (the “Non-Recovering Claims”). Additionally, holders of Equity Interests in Class 21 (Dime Warrants) and Disputed Claims in Classes 12 and 12A hold disputed Claims and Equity Interests and are not entitled to vote on account of such Claims or interests (the “Disputed Claims and Interests”).

N. In accordance with Bankruptcy Rule 3019, resolicitation of votes from holders of Claims in Class 17A (WMB Senior Notes Claims) (the holders of such Claims, collectively with the holders of the Unimpaired Claims, the Non-Recovering Claims, and the Disputed Claims and Interests, the “Non-Voting Creditors and Interest Holders”) is not necessary because the modifications incorporated in the Plan (as compared to the Sixth Amended Plan or the Modified Sixth Amended Plan) do not adversely affect the treatment of the WMB Senior Notes Claims.

Certain Holders of Claims and Equity Interests Must Elect to Grant Non-Debtor Releases to Receive a Distribution Pursuant to the Plan

O. The proposed procedures for collecting certain stakeholders’ elections with respect to the Non-Debtor Release Provision are appropriate and address the particular needs of these Chapter 11 Cases. The Debtors shall not solicit elections regarding the Non-Debtor Release Provision from holders of (i) Claims in Classes 1, 4, and 7, which are to be paid or satisfied in full, and shall not be subject to the releases set forth in the Non-Debtor Release Provision; (ii) WMB Subordinated Notes Claims in Class 17B, because they will not receive any distribution pursuant to the Plan; or (iii) Claims in Class 17A, as well as Non-Filing WMB

Senior Note Holders, because such holders shall remain bound by the release elections such holders submitted with respect to the Sixth Amended Plan or the Modified Sixth Amended Plan, as the case may be.

Certain Holders of Claims May Make New or Revised Distribution Elections

P. The proposed procedures for collecting certain stakeholders' elections with respect to the Runoff Notes Elections and/or Reorganized Common Stock Elections are appropriate, address the particular needs of these Chapter 11 Cases, and will ensure that all holders of Allowed Claims are given the opportunity to elect to receive value in full satisfaction of such holders' Claims on the Effective Date, prior to any distribution of value on account of Claims that are junior or subordinate to such Claims.

Solicitation Packages

Q. The content and proposed distribution of the Solicitation Packages complies with Bankruptcy Rule 3017(d).

Ballots

R. The ballots substantially in the forms annexed hereto as Exhibits 4-1(5), 4-1(6), 4-1(8), 4-1(9), 4-1(10), 4-1(11), 4-1(13), 4-2, 4-3, 4-4, 4-5, 4-6, 4-7, 4-8(3), 4-8(14), 4-8(15), 4-9(3), 4-9(14), 4-9(15), 4-10, 4-11, 4-12, 4-13, 4-14, 4-15, and 4-16 (collectively, the "Ballots"), including all instructions provided therein, are consistent with Official Form No. 14, address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject and make certain elections with respect to the Plan. No other or further information or instructions are necessary.

Election Forms

S. The election forms substantially in the forms annexed hereto as Exhibits 4-17, 4-17(A), 4-18, 4-19, 4-20, 4-21, and 4-22 (collectively, the "Election Forms"), including

all instructions provided therein, address the particular needs of these Chapter 11 Cases and provide adequate information and instructions for each individual entitled to make certain elections pursuant to the Plan. No other or further information or instructions are necessary.

Notice of Non-Voting Status

T. The Notices of Non-Voting Status, substantially in the forms annexed hereto as Exhibits 5-1, 5-2, 5-3, and 5-4, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and, together with the Confirmation Hearing Notice, provide adequate notice to Non-Voting Creditors and Interest Holders of their non-voting status. No other or further notice is necessary.

Notice

U. The proposed distribution and contents of the Solicitation Packages, and the related procedures set forth herein, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all interested parties of the Record Date, Voting and Election Deadline, Plan Objection Deadline, the Confirmation Hearing, and all related matters.

V. The period, set forth below, during which the Debtors may solicit acceptances and elections with respect to the Plan is a reasonable and sufficient period of time for Entities to make an informed decision regarding whether to accept or reject the Plan and elections with respect thereto and timely return Ballots and Election Forms evidencing such decisions.

W. Furthermore, in accordance with Bankruptcy Rule 9006(c), the Debtors have shown cause exists to shorten the 28-day notice period provided in Bankruptcy Rule 2002(b) by twelve (12) days with respect to the Plan Objection Deadline.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Motion is **GRANTED** as set forth herein.
2. All Objections, responses to, and statements and comments, if any, in opposition to the Proposed Disclosure Statement (including any objections deemed objections to confirmation of the Plan on the record at the Hearing), other than those withdrawn with prejudice in their entirety prior to, or on the record at, the Hearing, are **OVERRULED in their entirety**.

The Disclosure Statement

3. The Proposed Disclosure Statement (as approved, the “Disclosure Statement,” a copy of which is annexed hereto as Exhibit 1), contains adequate information in accordance with section 1125 of the Bankruptcy Code, and is **APPROVED**.

Solicitation and Voting Procedures

Voting Entities

4. Voting Entities are entitled to vote to accept or reject the Plan; **provided**, **however**, that a Voting Entity is not entitled to vote to the extent that:

- (a) as of the Record Date, the outstanding amount of such creditor’s claim is not greater than zero dollars (\$0.00);
- (b) as of the Record Date, such creditor’s claim has been disallowed, expunged, disqualified, or suspended;
- (c) such creditor has not filed a proof of claim as of the Record Date and the Debtors have either not listed such creditor’s claim on the Debtors’ Schedules, or have listed such claim on the Schedules as contingent, unliquidated, or disputed; or
- (d) such creditor’s claim is subject to an objection or request for estimation as of the Record Date.

Temporary Allowance / Disallowance of Claims

5. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a Claim, and without prejudice to the

rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such Claim as set forth in the Schedules, provided that:

- (a) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed for voting purposes in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (b) If a proof of claim was timely filed in an amount that is contingent or unliquidated, such claim is accorded one vote and valued temporarily in the amount of one dollar (\$1.00), unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court;
- (d) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim is not filed with respect to such claim prior to the Record Date, such claim is disallowed for voting purposes;
- (e) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed, unless such claim is disputed as set forth in subparagraph (g) below;
- (f) If a claim has been filed against multiple Debtors, each and every such related claim filed or to be filed in the chapter 11 cases is deemed filed against the consolidated Debtors and is deemed one claim against and obligation of the deemed consolidated Debtors and such claim is accorded one vote for voting purposes; and
- (g) If the Debtors have filed an objection to or request for estimation of a claim on or before the Record Date, such claim is temporarily disallowed, except as ordered by the Bankruptcy Court before the Voting and Election Deadline; **provided, however**, that, if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as may be ordered by the Bankruptcy Court before the Voting and Election Deadline.

6. If any Creditor seeks to challenge the allowance (or disallowance, as the case may be) of its Claim for voting purposes – i.e., the Creditor believes it should be entitled to

vote or believes it should be entitled to vote in a different Class or amount – such Creditor shall file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes (a “Rule 3018(a) Motion”). Upon the filing of any such motion, such Creditor’s Ballot shall be counted in accordance with the above-designated guidelines unless temporarily allowed in a different amount by an order of the Bankruptcy Court entered prior to or concurrent with entry of an order confirming the Plan. Any Rule 3018(a) Motion must be filed on or before the tenth (10th) day after service of notice of an objection or request for estimation, if any, as to that specific Claim, but in any event no later than **January 16, 2012 at 4:00 p.m. (Eastern Time)**.

7. The deadline for the Debtors to respond to any Rule 3018(a) Motion is **January 23, 2012 at 4:00 p.m. (Eastern Time)**.

8. To the extent that a Rule 3018(a) Motion is filed and opposed by the Debtors, a hearing with respect thereto shall be held on **February 1, 2012 at 10:30 a.m. (Eastern Time)**.

9. Each Creditor or interest holder that votes to accept or reject the Plan is deemed to have voted the full amount of its Claim or interest herefor.

Classification of Late-Filed Claims

10. If a holder of a Late-Filed Claim in Class 12A (including Disputed Claims in Class 12A) disagrees with the classification of such Claim and believes that such Claim should be properly classified as a General Unsecured Claim in Class 12 (or Disputed Claim in Class 12) even though such Claim was filed after the Bar Date, then such holder must file a motion seeking reclassification (a “Reclassification Motion”) by the Plan Objection Deadline (as defined herein).

11. Any holder that fails to file a Reclassification Motion by the Plan Objection Deadline will be deemed to have waived any and all rights to later seek reclassification of such holder's Late-Filed Claim (or Disputed Claim). The Debtors shall send, to holders that timely file a Reclassification Motion, an Election Form on which such holders may submit a contingent Distribution Election, which shall be effective for each electing holder to the extent that such holder is determined, pursuant to a Final Order, to hold an Allowed General Unsecured Claim in Class 12 against the Debtors.

Election Procedures

12. All holders of Claims or Equity Interests, as the case may be, in impaired Classes entitled to receive distributions pursuant to the Plan (except holders of WMB Senior Notes Claims in Class 17A) must submit revised elections regarding the Non-Debtor Release Provision. Specifically, all (i) holders of Claims in Classes 2, 3, 5, 6, 8, 9, 10, 11, 12, 12A, 13, 14, 15, 16, and 18, (ii) holders of Disputed Claims in Classes 12 and 12A, (iii) holders of Dime Warrants in Class 21, and (iv) holders of Equity Interests in Classes 19 and 22, must submit elections regarding the Non-Debtor Release Provision. **ALL PRIOR RELEASE ELECTIONS – EXCEPT WITH RESPECT TO CLASS 17A AND NON-FILING WMB SENIOR NOTE HOLDERS -- SHALL BE DISREGARDED; provided, however,** that Release Elections submitted by holders of REIT Series in Class 19 pursuant to the Sixth Amended Plan will be the only elections honored for determining which holders are entitled to receive a supplemental distribution from JPMC pursuant to section 23.1 of the Plan, such elections will remain binding on such holders, and such holders will be deemed “Releasing REIT Trust Holders” pursuant to the Plan; **provided, however,** that all holders of REIT Series must submit or resubmit, as the case may be, Release Elections in connection with the Plan in order to receive a distribution from the Debtors.

13. All holders of Claims in Classes 2, 3, 12, 14, and 15, holders of Disputed Claims in Class 12, and holders of Dime Warrants in Class 21 may make the Runoff Notes Election, as applicable.

14. Holders of Claims in Classes 2, 3, 12, 14, and 15 that make the Runoff Notes Election, holders of Claims in Class 16 (who may receive Runoff Notes by default), holders of Disputed Claims in Class 12 that make a contingent Runoff Notes Election, and holders of Dime Warrants in Class 21 that make a contingent Runoff Notes Election, may make their Reorganized Common Stock Election, as applicable. **ALL PRIOR STOCK**

ELECTIONS SHALL BE DISREGARDED.

The Record Date, the Publicly-Traded Securities Record Date, and the Mailing Record Date

15. The General Record Date shall be set as **January 6, 2012** for determining which holders of Claims in Class 5 (JPMC Rabbi Trust/Policy Claims), Class 6 (Other Benefit Plan Claims), Class 8 (WMB Vendor Claims), Class 9 (Visa Claims), Class 10 (Bond Claims), Class 11 (WMI Vendor Claims), Class 12 (General Unsecured Claims), Class 12A (Late-Filed Claims), Class 13 (Convenience Claims), and Class 18 (Subordinated Claims), are entitled to vote on the Plan, as well as for purposes of determining which holders of Disputed Claims in Class 12 and 12A are entitled to make elections with respect to the Plan. The Securities Record Date shall be set as the same date as the Voting and Election Deadline for determining which holders of Claims in Class 2 (Senior Notes Claims), Class 3 (Senior Subordinated Notes Claims), Class 14 (CCB-1 Guarantees Claims), Class 15 (CCB-2 Guarantees Claims), Class 16 (PIERS Claims), Class 19 (Preferred Equity Interests), and Class 22 (Common Equity Interests) are entitled to vote on the Plan, as well as for purposes of determining which holders in Class 21 (Dime Warrants) are entitled to make elections with respect to the Plan.

16. The Mailing Record Date shall be set as **January 6, 2012** for purposes of determining (i) which holders of Claims and Equity Interests in Class 2 (Senior Notes Claim), Class 3 (Senior Subordinated Notes Claims), Class 5 (JPMC Rabbi Trust / Policy Claims), Class 6 (Other Benefit Plan Claims), Class 8 (WMB Vendor Claims), Class 9 (Visa Claims), Class 10 (Bond Claims), Class 11 (WMI Vendor Claims), Class 12 (General Unsecured Claims), Class 12A (Late-Filed Claims), Class 13 (Convenience Claims), Class 14 (CCB-1 Guarantee Claims), Class 15 (CCB-2 Guarantee Claims), Class 16 (PIERS Claims), Class 18 (Subordinated Claims), Class 19 (Preferred Equity Interests), Class 21 (Dime Warrants), and Class 22 (Common Equity Interests) will be sent Ballots or Election Forms, as the case may be, and (ii) which Non-Voting Creditors and Interest Holders are entitled to receive Notices of Non-Voting Status.

17. With respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the General Record Date shall be the transferor of such claim and entitled to cast the Ballot with respect to that Claim unless the documentation evidencing such transfer was docketed by the Bankruptcy Court on or before the General Record Date and no timely objection with respect to such transfer was filed by the transferor.

18. Whether an entity is the record holder of a Claim or Equity Interest shall be determined, as of the applicable Record Date or Mailing Record Date, based upon the records of The Depository Trust Company, WMI, BNY Mellon as (transfer agent), and KCC.

Solicitation Packages

19. The Solicitation Packages, as described in paragraph 21 hereof, are

APPROVED.

20. The Debtors shall mail the Solicitation Packages within five (5) Business Days after the entry of this Order (the “Solicitation Date”), to: (a) the U.S. Trustee, (b) counsel to the Creditors’ Committee; (c) counsel to the Equity Committee; (d) the SEC; (e) the IRS, (f) the Dep’t of Justice, (g) any other party requesting service of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002, (h) all Creditors who are listed on the Debtors’ Schedules or who have filed a proof of claim by the General Record Date, and (i) all Equity Interest holders.

21. Solicitation Packages shall contain copies of –

- (a) this Order (without attachments);
- (b) the Confirmation Hearing Notice;
- (c) a CD-ROM containing the Disclosure Statement, which shall include, among other things, a copy of the Plan; and
- (d) if the recipient is entitled to vote on the Plan, a Ballot customized for such holder and conforming to Official Bankruptcy Form No. 14, in the form approved herein; **OR**
- (e) if the recipient is not entitled to vote on the Plan, but is entitled to make certain elections with respect thereto, an Election Form, in the form approved herein, as well as a Notice of Non-Voting Status, in the form annexed hereto as Exhibit 5-4; **OR**
- (f) if the recipient is a Non-Voting Creditor or Interest Holder, and is not entitled to make elections with respect to the Plan, then **only** the Confirmation Hearing Notice and a Notice of Non-Voting Status, as defined and in one of the forms approved herein.

22. The Debtors may send the Disclosure Statement in a CD-ROM format instead of printed hard copies; **provided, however,** that, if service by CD-ROM imposes a hardship for any stakeholder, such stakeholder may submit to the Debtors a signed certification of hardship explaining why a paper copy should be provided to the stakeholder at the Debtors’ cost. Upon receipt of a certification of hardship, the Debtors shall evaluate whether an actual

hardship appears to exist and, in the event that it does, the Debtors will provide such stakeholder with a paper copy of the Plan, Global Settlement Agreement, Disclosure Statement and the attachments thereto at no cost to the stakeholder within five (5) Business Days thereafter. If the Debtors determine that there is insufficient information to establish the existence of a hardship, the Debtors shall consult with the Creditors' Committee and/or the Equity Committee prior to making a final determination to deny any such request.

23. The Debtors shall not be required to send Solicitation Packages to Creditors that have Claims that have already been paid in full; **provided, however,** that, if, and to the extent that, any such Creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that such Claim had been paid by the Debtors, then the Debtors shall send such Creditor a Solicitation Package in accordance with the procedures set forth herein.

24. The Debtors are excused from mailing Solicitation Packages or any other materials related to confirmation of the Plan to those entities listed at addresses from which the Debtors received, following solicitation of the Modified Sixth Amended Plan, mailings returned as undeliverable by the United States Postal Service, unless the Debtors are provided with a new mailing address before the Solicitation Date. Failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting and Election Deadline and shall not constitute a violation of Bankruptcy Rule 3017(d).

Ballots

25. The Ballots are **APPROVED**.

26. To holders of Claims in Classes 5, 6, 8, 9, 10, 11, and 13 that are eligible to vote, the Debtors shall send a General Ballot substantially in the forms annexed hereto as Exhibits 4-1(5), 4-1(6), 4-1(8), 4-1(9), 4-1(10), 4-1(11), and 4-1(13), respectively.

27. To holders of General Unsecured Claims in Class 12 that are eligible to vote, the Debtors shall send a General Unsecured Claims Ballot substantially in the form annexed hereto as Exhibit 4-2.

28. To holders of Late-Filed Claims in Class 12A that are eligible to vote, the Debtors shall send a Class 12A Ballot substantially in the form annexed hereto as Exhibit 4-3.

29. To WMI, as the holder of PIERS Units representing PIERS Common Securities in Class 16, the Debtors shall send a Class 16 Common Ballot substantially in the form annexed hereto as Exhibit 4-4.

30. To holders of Subordinated Claims in Class 18 that are eligible to vote, the Debtors shall send a Subordinated Claims Ballot substantially in the form annexed hereto as Exhibit 4-5.

31. To holders of Senior Notes Claims in Class 2, Senior Subordinated Notes Claims in Class 3, CCB-1 Guarantees Claims in Class 14, CCB-2 Guarantees Claims in Class 15, and PIERS Units in Class 16, that are eligible to vote, the Debtors shall send Ballots in substantially the same form as the General Unsecured Claims Ballot; **provided, however**, the Debtors shall provide each Voting Nominee with a master Ballot and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Beneficial Ballot. Specifically, for holders of Senior Notes Claims in Class 2 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 2 Master Ballot substantially in the form attached hereto as Exhibit 4-6 and Solicitation Packages for each beneficial holder

represented by the Voting Nominee, each of which shall contain a Class 2 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-7.

32. For holders of Senior Subordinated Notes Claims in Class 3 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 3 Master Ballot substantially in the form attached hereto as Exhibit 4-8(3) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 3 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-9(3). For holders of CCB-1 Guarantees Claims in Class 14 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 14 Master Ballot substantially in the form attached hereto as Exhibit 4-8(14) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 14 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-9(14). For holders of CCB-2 Guarantees Claims in Class 15 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 15 Master Ballot substantially in the form attached hereto as Exhibit 4-8(15) and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 3 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-9(15).

33. For holders of PIERS Claims in Class 16 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 16 Master Ballot substantially in the form attached hereto as Exhibit 4-10 and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 16 Beneficial Ballot substantially in the form attached hereto as Exhibit 4-11.

34. For holders of Preferred Equity Interests in Class 19 entitled to vote, the Debtors shall provide each Voting Nominee with a Class 19 Master Ballot, substantially in the

form annexed hereto as Exhibit 4-12, and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 19 Beneficial Ballot substantially in the form annexed hereto as Exhibit 4-13.

35. To registered holders of Common Equity Interests who hold such securities directly, the Debtors shall send a Class 22 Direct Ballot substantially in the form attached hereto as Exhibit 4-14. With regard to holders of Common Equity Interests that hold through Voting Nominees, the Debtors shall provide each Voting Nominee with a Class 22 Master Ballot substantially in the form attached hereto as Exhibit 4-15 and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 22 Ballot substantially in the form attached hereto as Exhibit 4-16.

36. Each Voting Nominee must forward the Solicitation Package to each beneficial holder with instructions for the beneficial holder to return the Beneficial Ballot to the Voting Nominee. Upon return of the Beneficial Ballots, the Voting Nominee shall tabulate the Beneficial Ballots on a Master Ballot, tender the beneficial holder's securities into certain election accounts, as appropriate, and return the Master Ballot, but not copies of the Beneficial Ballots, to KCC. The Voting Nominee shall provide each beneficial holder with the appropriate materials within **five (5) Business Days** after receipt of the Solicitation Packages. Voting Nominees may not "prevalidate" Beneficial Ballots or instruct beneficial holders to return such Ballots directly to KCC.

37. The Debtors shall reimburse each Voting Nominee for its reasonable and customary out-of-pocket external costs and expenses associate with distribution of the Solicitation Packages and tabulation of the Beneficial Ballots.

38. In lieu of returning copies of any Beneficial Ballots received to KCC, Voting Nominees shall input certain registration information regarding their beneficial holders at a website maintained by KCC.

Election Forms

39. The Election Forms are **APPROVED**.

40. To holders of Disputed Claims in Classes 12 and 12A, the Debtors shall send Class 12 Disputed Claim Election Forms and Class 12A Disputed Claim Election Forms substantially in the forms attached hereto as Exhibits 4-17 and 4-17(A), respectively.

41. To registered holders of Dime Warrants who hold such securities directly, the Debtors shall send Class 21 Direct Election Forms substantially in the form attached hereto as Exhibit 4-18. With regard to holders of Dime Warrants that hold through Voting Nominees, the Debtors shall provide each Voting Nominee with a Class 21 Master Election Form substantially in the form attached hereto as Exhibit 4-19 and Solicitation Packages for each beneficial holder represented by the Voting Nominee, each of which shall contain a Class 21 Beneficial Election Form substantially in the form attached hereto as Exhibit 4-20.

42. Finally, with regards to beneficial holders of Equity Interests in Classes 19 and 22 that fail to return their completed and executed Beneficial Ballots to their Voting Nominees in time, such that their votes are not able to be tabulated by the Voting Nominees on their respective Master Ballots, such holders may still return their Beneficial Ballots to their Voting Nominees so that their Release Elections may be accepted and processed. In order for such beneficial holders' Release Elections to be processed, the respective Voting Nominees must tabulate such elections on either a Class 19 Master Election Form or Class 22 Master Election Form, substantially in the forms annexed hereto as Exhibits 4-21 and 4-22, as the case may be,

and return such Master Election Form to KCC so that it is received by the Equity Release Election Deadline.

Notices of Non-Voting Status

43. The Notices of Non-Voting Status are **APPROVED**.

44. To holders of Claims in Classes 1, 4, and 7, pursuant to the Plan, the Debtors shall send a Notice of Non-Voting Status substantially in the form annexed hereto as Exhibit 5-1. To holders of Claims in Class 17B, whose claims and interests are impaired and not entitled to receive distributions under the Plan, the Debtors shall send a Notice of Non-Voting Status substantially in the form annexed hereto as Exhibit 5-2. To holders of WMB Senior Notes Claims in Class 17A, the Debtors shall send a Notice of Non-Voting Status substantially in the forms attached annexed hereto as Exhibit 5-3. To holders of Dime Warrants in Class 21 and Disputed Claims in Classes 12 and 12A, the Debtors shall send a Notice of Non-Voting Status substantially in the forms attached annexed hereto as Exhibit 5-4.

45. With respect to service of the Notices of Non-Voting Status on holders of the Debtors' publicly-traded securities as reflected in the records maintained by the Debtors' transfer agent(s) (the "Non-Voting Securities"), the Debtors shall send the Notices of Non-Voting Status as follows:

- (a) The Debtors shall provide any registered holders of Non-Voting Securities with a copy of the Notices of Non-Voting Status by first-class mail;
- (b) The Debtors shall provide the Nominees with sufficient copies of the Notices of Non-Voting Status to forward to the beneficial holders of the Non-Voting Securities; and
- (c) The Nominees shall then forward the Notices of Non-Voting Status or copies thereof to the Beneficial Holders of the Non-Voting Securities within five (5) Business Days after the receipt by such nominees of the Notices of Non-Voting Status.

The Voting and Election Deadline

46. The Voting and Election Deadline is set as **February 2, 2012 at 5:00 p.m. (Pacific Time)**.

47. With respect to holders of Equity Interests in Classes 19 and 22 only, the Equity Release Election Deadline is set as **February 22, 2012 at 5:00 p.m. (Pacific Time)**.

48. All Ballots (excluding Beneficial Ballots) and Election Forms must be properly executed, completed, and delivered to KCC by first-class mail, overnight courier, or personal delivery, so that they are **actually received** by KCC no later than the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 and 22, the Equity Release Election Deadline).

49. Pursuant to Section 31.6(c) of the Plan, in the event that a holder of a Claim entitled to a distribution pursuant to the Plan who is required to grant the releases set forth in Section 41.6 of the Plan in order to receive such distribution fails to execute and deliver such release prior to the Voting and Election Deadline (other than (a) holders that affirmatively elect to opt out of granting the releases provided in Section 41.6, (b) holders in Unimpaired Classes (specifically, Classes 1, 4, and 7) that are not subject to such releases, and (c) holders of Claims in Class 17A and Non-Filing WMB Senior Note Holders), (i) from and after the Effective Date, the Disbursing Agent or the Liquidating Trustee, as the case may be, shall reserve amounts of Creditor Cash and Liquidating Trust Interests, as the case may be (but not Runoff Notes), otherwise to be distributed to each such holder, (ii) shortly following the three (3), six (6), and nine (9) month anniversaries of the Effective Date, as noted above, the Liquidating Trustee shall serve a notice upon such holders containing a post-Effective Date release form, and (iii) such post-Effective Date release form must be received by the Liquidating Trustee no later than the

one (1) year anniversary of the Effective Date. In the event that a holder of a Claim seeks to receive and execute a post-Effective Date release form in accordance with Section 31.6(c) of the Plan at any time from and after the Effective Date, other than pursuant to the periodic notices to be distributed as set forth above, then such holder may, following the Effective Date, submit a request, in writing, to the Liquidating Trustee to receive a post-Effective Date release form, and the Liquidating Trustee will send a post-Effective Date release form to such requesting holder within five (5) business days following the date such trustee receives such request. Additionally, pursuant to the Plan, no post-Effective Date release forms will be provided to (a) any holders of Claims in Class 17A or Non-Filing WMB Senior Note Holders, or (b) following the Equity Release Election Deadline, any holders of Equity Interests in Classes 19 or 22. Release Elections, except with respect to Equity Interests submitted prior to the Equity Release Election Deadline, whether submitted in accordance with Section 31.6(c) of the Plan or otherwise, will not be accepted during the period between the Voting and Election Deadline and the Effective Date, and any Release Election submitted during such period shall not be recognized and shall be deemed null and void.

Tabulation Procedures

50. The following tabulation procedures are **APPROVED**:
- (a) **All prior votes (except with respect to Class 17A) received in connection with solicitation of the Sixth Amended Plan or the Modified Sixth Amended Plan shall be null and void, and of no further force and effect, and will be disregarded by the Debtors with respect to the Plan.**
 - (b) **All prior elections (except with respect to Class 17A) received in connection with solicitation of the Modified Sixth Amended Plan or the Sixth Amended Plan shall be null and void, and of no further force and effect, and will be disregarded by the Debtors with respect to the Plan; provided, however, that elections made by holders of REIT Series in Class 19 pursuant to the Sixth Amended Plan, with respect to a supplemental distribution to be received from JPMC in**

accordance with Section 23.1 of the Plan, will remain binding on such holders and will not be re-solicited.

- (c) Whenever a Creditor or Equity Interest holder casts more than one Ballot or Election Form voting or electing, as the case may be, with respect to the same Claim(s) or Interest(s) before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, before the Equity Release Election Deadline), the last valid Ballot, or Election Form, as the case may be, received on or before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, on or before the Equity Release Election Deadline), shall be deemed to reflect the holder's intent, and thus, to supersede any prior Ballot or Election Form, as applicable.
- (d) Whenever a Creditor or Equity Interest holder casts a Ballot that is properly completed, executed, and timely returned to KCC, but does not indicate either an acceptance or rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (e) Except with respect to Master Ballots, whenever a Creditor or Equity Interest holder casts a Ballot that is properly completed, executed, and timely returned to KCC, but indicates both an acceptance and a rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- (f) Whenever an Equity Interest holder in Class 21 submits an Election Form that is properly completed, executed, and timely returned to KCC, but indicates both an election to grant and to not grant the Release Election, the Election Form shall be deemed to reflect the party's intent to grant the Release Election.
- (g) A holder of a Claim or Equity Interest shall be deemed to have voted/elected the full amount of its Claim or Equity Interest in each Class and shall not be entitled to split its vote/election within a particular Class. Any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall be deemed to reflect the voter's intent to accept the Plan.
- (h) Whenever a holder of a Claim or Equity Interests casts Ballots in the same Class received by KCC on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (i) The following Ballots and Election Forms shall not be counted:
 - 1. Any Ballot or Election Form received after the Voting and Election Deadline (or, with respect to Release Elections submitted by

holders of Equity Interests in Classes 19 or 22, after the Equity Release Election Deadline), unless the Debtors shall have granted an extension of the applicable deadline in writing with respect to such Ballot or Election Form; **provided, however,** that, except with respect to (a) holders of WMB Senior Notes Claims and Non-Filing WMB Senior Note Holders, and (b) holders of Equity Interests in Classes 19 and 22, late-submitted elections with respect to the Non-Debtor Release Provision shall be honored in accordance with Section 31.6(c) of the Plan;

2. Any Ballot or Election Form that is illegible or contains insufficient information to permit the identification of the submitting Entity;
 3. Any Ballot cast by a person or entity that does not hold a Claim or Equity Interest in a Class that is entitled to vote to accept or reject the Plan;
 4. Any Election Form submitted by a person or entity that is not entitled to submit elections with respect to the Plan;
 5. Any Ballot cast by a person who is not entitled to vote, even if such individual holds a Claim or Equity Interest in a Voting Class;
 6. Any unsigned Ballot or Election Form;
 7. Any Ballot with respect to which the Bankruptcy Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 8. Any Ballot or Election Form transmitted to KCC by facsimile or other means not specifically approved herein.
- (j) If a party that is entitled to vote has Claims (either scheduled or filed or both) against both of the Debtors based on the same transaction (e.g., a Claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its Claim against one of the Debtors.
- (k) A holder of a Claim or Equity Interest in more than one (1) Class must use separate Ballots or Election Forms, as the case may be, for each Class.
51. With respect to Master Ballots submitted by Voting Nominees:
- (a) All Voting Nominees to which beneficial holders return their Ballots or Election Forms shall summarize on the Master Ballot/Master Election

Form all Ballots/Election Forms cast by the beneficial holders and return the Master Ballot/Master Election Form to KCC; **provided, however,** that each Voting Nominee shall be required to retain copies of the Ballots/Election Forms cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting and Election Deadline;

- (b) Votes and elections cast by beneficial holders through a Voting Nominee by means of a Master Ballot/Master Election Form shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by The Depository Trust Company and compiled as of the Voting and Election Deadline; **provided, however,** that votes and elections submitted by a Voting Nominee on a Master Ballot/Master Election Form shall not be counted in excess of the position maintained by such Voting Nominee as of the Voting and Election Deadline;
- (c) To the extent that there are over-votes or over-elections submitted by a Voting Nominee pursuant to a Master Ballot or Master Election Form, KCC will attempt to reconcile discrepancies with the Voting Nominee;
- (d) To the extent that over-votes on a Master Ballot are not reconciled prior to the preparation of the vote certification, KCC will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept or reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Voting and Election Deadline;
- (e) Multiple Master Ballots/Master Election Forms may be completed by a single Voting Nominee and delivered to KCC and such votes/elections shall be counted, except to the extent that such votes/elections are inconsistent with or are duplicative of other Master Ballots/Master Election Forms, in which case the latest dated Master Ballot/Master Election Form received on or before the Voting and Election Deadline shall supersede and revoke any prior Master Ballot/Master Election Form; and
- (f) Each beneficial holder shall be deemed to have voted the full amount of its Claim or Equity Interest.

52. To assist in the solicitation process, KCC may, but is not obligated to, contact parties that submit incomplete or otherwise deficient Ballots or Election Forms to cure such deficiencies.

53. To the extent that holders of Claims or Equity Interests in Classes 2, 3, 14, 15, 16, 19, 21, and 22 do not tender or block, as the case may be, their securities on or before the Voting and Election Deadline (or, with respect to Release Elections submitted by holders of Equity Interests in Classes 19 or 22, on or before the Equity Release Election Deadline) into the appropriate election accounts, as set forth in more detail in the Ballots and Election Forms, such holders' Release Elections and Distribution Elections shall not be valid.

The Confirmation Hearing

54. The Confirmation Hearing will commence on **February __, 2012 at 9:30 a.m. (Eastern Time)**; **provided, however**, that the Confirmation Hearing may be adjourned or continued from time to time by the Bankruptcy Court or the Debtors without further notice other than adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

Objection Procedures

55. The Plan Objection Deadline is set as **February 1, 2012 at 4:00 p.m. (Eastern Time)**.

56. Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) set forth the basis for the objection and the specific grounds therefor.

57. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

58. Any objection or response also **must be served upon and received** by:
- (a) Washington Mutual, Inc.
1201 Third Avenue, Suite 3000
Seattle, Washington 98101
Attn: Charles Edward Smith, Esq.;
 - (b) Office of the U.S. Trustee for the District of Delaware
844 King Street, Suite 2207, Lockbox 35
Wilmington, Delaware 19899-0035
Attn: Jane Leamy, Esq.;
 - (c) Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Brian S. Rosen, Esq.;
 - (d) Richards Layton & Finger P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19899
Attn: Mark D. Collins, Esq.;
 - (e) Quinn Emanuel Urquhart & Sullivan, LLP
55 Madison Avenue, 22nd Floor
New York, New York 10010
Attn: Peter Calamari, Esq.;
 - (f) Elliott Greenleaf
1105 Market Street, Suite 1700
Wilmington, Delaware 19801
Attn: Neil R. Lapinski, Esq.;
 - (g) Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, New York 10036
Attn: Fred S. Hodara, Esq.;
 - (h) Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 N. Market Street
Wilmington, Delaware 19801
Attn: David B. Stratton, Esq.;
 - (i) Susman Godfrey LLP
1201 Third Avenue, Suite 3800
Seattle, Washington 98101
Attn: Edgar G. Sargent, Esq.;

- (j) Ashby & Geddes, P.A.
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, Delaware 19899
Attn: William P. Bowden, Esq.;
- (k) Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Attn: Robert A. Sacks, Esq.;
- (l) Landis Rath & Cobb LLP
919 Market Street, Suite 1800
P.O. Box 2087
Wilmington, Delaware 19899
Attn: Adam G. Landis, Esq.;
- (m) DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020
Attn: Thomas R. Califano, Esq.; and
- (n) Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Attn: M. Blake Cleary, Esq.

no later than the Plan Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), if no objection is timely filed, the Bankruptcy Court may determine that the Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

59. The Debtors are authorized to file and serve replies or an omnibus reply to any such objections no later than **three (3) Business Days** prior to the Confirmation Hearing. The Debtors are relieved from the page limit set forth in Local Rule 7007-2(a)(iv) when filing any brief or declaration in support of confirmation of the Plan.

60. Objections to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and **SHALL BE DEEMED OVERRULED.**

61. **OBJECTIONS TO CONFIRMATION OF THE PLAN ASSERTED OR RAISED IN THE OBJECTIONS OR AT THE DISCLOSURE STATEMENT HEARING ARE OVERRULED, AND ANY PARTY SEEKING TO INTERPOSE AN OBJECTION TO THE PLAN MUST FILE SUCH OBJECTION IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN.**

Confirmation Hearing Notice

62. The notice substantially in the form annexed hereto as Exhibit 3 (the “Confirmation Hearing Notice”) is **APPROVED**.

63. The Debtors are authorized to publish the Confirmation Hearing Notice, within fifteen (15) Business Days of entry of this Order, or as soon thereafter as is reasonably practicable, in *The New York Times (National Edition)*, *The Wall Street Journal*, and *The Seattle Times*.

64. The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Bankruptcy Court.

65. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Ballots, the Election Forms and related documents without further order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages prior to mailing.

Dated: January __, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**Proposed Disclosure Statement
(Plan annexed thereto as Exhibit A)**

Proposed Disclosure Statement
Filed on December 12, 2011 at D.I. 9179

Exhibit 2

Notice of the Disclosure Statement Hearing

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Objection Deadline: January 4, 2012 at 4:00 p.m. (ET)**
: **Hearing Date: January 11, 2012 at 2:00 p.m. (ET)**
-----X

In re:
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

**NOTICE OF HEARING TO CONSIDER APPROVAL OF
DISCLOSURE STATEMENT FOR THE SEVENTH AMENDED JOINT PLAN OF AFFILIATED
DEBTORS PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:
Washington Mutual, Inc. (Case No. 08-12229 (MFW)) and
WMI Investment Corp. (Case No. 08-12228 (MFW)).

PLEASE TAKE NOTICE that, on December 12, 2011, Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), filed the *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* (as it may be amended, the “Plan”) and the related proposed *Disclosure Statement for the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Disclosure Statement”),² pursuant to section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 North Market Street, 5th Floor, Wilmington, Delaware 19801, on **January 11, 2012 at 2:00 p.m. (Eastern Time)** (the “Hearing”) to consider the entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of title 11 of the United States Code (the “Bankruptcy Code”) and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan should contact Kurtzman Carson Consultants LLC at **(888) 830-4644**. Interested parties also may examine the Disclosure Statement and the Plan free of charge at www.kccllc.net/wamu. In addition, the Disclosure Statement and Plan are on file with the Court and may be examined by accessing the Court’s website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the proposed Disclosure Statement or, if not defined in the Disclosure Statement, in the Plan.

3. Objections, if any, to approval of the Disclosure Statement must (a) be in writing; (b) be in the English language; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (d) state with particularity the basis and nature of any objection to the Disclosure Statement; and (e) be filed, together with proof of service, with the Court and served **so that they are actually received by the following parties no later than January 4, 2012 at 4:00 p.m. (Eastern Time): (i) the Debtors**, 925 Fourth Avenue, Suite 2500, Seattle, Washington 98104 (Attn: Charles E. Smith, Esq.), **(ii) the Office of the United States Trustee** for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19899-0035 (Attn: Jane Leamy, Esq.), **(iii) Weil, Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153 (Attn: Brian S. Rosen, Esq.), as counsel to the Debtors, **(iv) Richards Layton & Finger P.A.**, One Rodney Square, 920 North King Street, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.), as co-counsel to the Debtors, **(v) Quinn Emanuel Urquhart & Sullivan, LLP**, 55 Madison Avenue, 22nd Floor, New York, New York 10010 (Attn: Peter Calamari, Esq.), as special litigation and conflicts counsel to the Debtors, **(vi) Elliott Greenleaf**, 1105 Market Street, Suite 1700, Wilmington, Delaware 19801 (Attn: Neil R. Lapinski, Esq.), as conflicts co-counsel to the Debtors, **(vii) Akin Gump Strauss Hauer & Feld LLP**, One Bryant Park, New York, New York 10036 (Attn: Fred S. Hodara, Esq.), as counsel to the Creditors' Committee, **(viii) Pepper Hamilton LLP**, Hercules Plaza Ste 5100, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David B. Stratton, Esq.), as co-counsel to the Creditors' Committee, **(ix) Susman Godfrey, L.L.P.**, 1201 Third Avenue, Suite 3800, Seattle, Washington 98101 (Attn: Edgar G. Sargent, Esq.), as counsel to the Equity Committee, **(x) Ashby & Geddes, P.A.**, 500 Delaware Avenue, 8th Floor, P.O. Box 1150, Wilmington, Delaware 19899 (Attn: William P. Bowden, Esq.), as co-counsel to the Equity Committee, **(xi) Sullivan & Cromwell LLP**, 125 Broad Street, New York, New York, 10004 (Attn: Robert A. Sacks, Esq.), as counsel to JPMorgan Chase, **(xii) Landis Rath & Cobb LLP**, 919 Market Street, Suite 1800, P.O. Box 2087, Wilmington, Delaware 19899 (Attn: Adam G. Landis, Esq.), as co-counsel to JPMorgan Chase, **(xiii) DLA Piper US LLP**, 1251 Avenue of the Americas, New York, New York 10020 (Attn: Thomas Califano), as counsel to the FDIC, and **(xiv) Young Conaway Stargatt & Taylor, LLP**, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801 (Attn: M. Blake Cleary, Esq.), as co-counsel to the FDIC.

IF AN OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE HEARING.

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan and/or make an election thereunder will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

5. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

DATED: December 12, 2011
Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

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767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit 3

Notice of the Confirmation Hearing

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
:
:
:
:
:
-----X

**NOTICE OF (I) APPROVAL OF DISCLOSURE
STATEMENT; (II) HEARING ON CONFIRMATION OF THE
PLAN; (III) ESTABLISHMENT OF A VOTING AND ELECTION RECORD
DATE AND DEADLINE; (IV) PROCEDURES AND DEADLINE FOR VOTING
ON AND MAKING ELECTIONS WITH RESPECT TO THE PLAN; (V) PROCEDURES FOR
OBJECTING TO CONFIRMATION OF THE PLAN; AND (VI) CERTAIN OTHER INFORMATION**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:
Washington Mutual, Inc. (Case No. 08-12229 (MFW)) and
WMI Investment Corp. (Case No. 08-12228 (MFW)).

PLEASE TAKE NOTICE that:

1. **Approval of Disclosure Statement.** On January 11, 2012, the United States Bankruptcy Court for the District of Delaware (the “Court”) held a hearing at which it approved the *Disclosure Statement for the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 12, 2011 (as amended, the “Disclosure Statement”),² of Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), and thereafter entered an order (the “Order”) with respect thereto. The Order authorizes the Debtors to solicit votes and elections with respect to the *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated as of December 12, 2011 (as it has and may be further amended, the “Plan”).
2. **Confirmation Hearing.** A hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will commence at **9:30 a.m. (Eastern Time) on February __, 2012**, before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”). The Confirmation Hearing may be adjourned or continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.

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 1201 Third Avenue, Suite 3000, Seattle, Washington 98101.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or, if not defined in the Disclosure Statement, in the Plan.

3. **Record Date for Voting and Election Purposes.** Holders of JPMC Rabbi Trust/Policy Claims (Class 5), Other Benefit Plan Claims (Class 6), WMB Vendor Claims (Class 8), Visa Claims (Class 9), Bond Claims (Class 10), WMI Vendor Claims (Class 11), General Unsecured Claims (Class 12), Late-Filed Claims (Class 12A), Convenience Claims (Class 13), and Subordinated Claims (Class 18) who hold claims against the Debtors as of January 6, 2012 (the “General Record Date”) are entitled to vote on the Plan. Holders of Senior Notes Claims (Class 2), Senior Subordinated Notes Claims (Class 3), CCB-1 Guarantees Claims (Class 14), CCB-2 Guarantees Claims (Class 15), PIERS Claims (Class 16), Preferred Equity Interests (Class 19), and Common Equity Interests (Class 22) who hold claims against or interests in the Debtors as of the Voting and Election Deadline (as defined herein) are entitled to vote on the Plan.

Notwithstanding the foregoing, record holders, as of the General Record Date or the Voting and Election Deadline, as applicable, are only entitled to vote if they are:

- a) record holders of claims listed on the Debtors’ schedules of liabilities, to the extent that such claims (i) are listed in an amount greater than zero and are not identified as contingent, unliquidated or disputed, and (ii) have not been superseded by a filed proof of claim; or
 - b) record holders of claims, to the extent that such claims (i) are the subject of timely filed proofs of claim, (ii) have not been disallowed, expunged, disqualified or suspended prior to the General Record Date or the Voting and Election Deadline, as applicable, and (iii) are not the subject of a pending claim objection or request for estimation as of the General Record Date, unless a Rule 3018(a) Motion (as defined below) has been filed.
4. **Voting and Election Deadline.** All votes to accept or reject and all elections with respect to the Plan must be actually received by the Debtors’ voting and tabulation agent, Kurtzman Carson Consultants LLC, at the applicable address set forth below, by no later than 5:00 p.m. (Pacific Time) on **February 2, 2012** (the “Voting and Election Deadline”). Any failure to follow the instructions included with your Ballot or Election Form, as the case may be, may disqualify your Ballot, your vote, and/or your elections.

Master Ballots:

Washington Mutual Ballot Processing
c/o Kurtzman Carson Consultants
599 Lexington Avenue, 39th Floor
New York, New York 10022

All Other Ballots:

Washington Mutual Ballot Processing
c/o Kurtzman Carson Consultants
2335 Alaska Avenue
El Segundo, California 90245

5. **Parties in Interest Not Entitled to Vote.** Holders of unimpaired claims in Classes 1,4, and 7 are deemed to accept the Plan and not entitled to vote, and, thus, will not receive a Ballot. Holders of claims in Class 17B are deemed to reject the Plan and not entitled to vote, and, thus, will not receive a Ballot. Further, holders of claims in Class 17A are similarly not entitled to vote and will not receive a Ballot because the ballots the Debtors previously provided to such holders during the prior solicitations with respect to the Sixth Amended Plan remain in effect. Finally, holders of Dime

Warrants in Class 21 are not entitled to vote and will not receive a Ballot because such claims are currently disputed.

If you have timely filed a proof of claim and disagree with either (a) the Debtors’ objection to your claim and believe that you should be entitled to vote on the Plan or (b) the Debtors’ classification or request for estimation of your claim and believe that you should be entitled to vote on the Plan in a different amount or class, then you must serve on the parties identified in paragraph 6 below and file with the Court a motion (a “Rule 3018(a) Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the 10th day after service of notice of an objection or request for estimation, if any, as to your claim, but in no event later than January 16, 2012. As to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court. Creditors may contact Kurtzman Carson Consultants LLC at (888) 830-4644 to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

6. ***Objections to Confirmation.*** The deadline to object or respond to confirmation of the Plan is **February 1, 2012 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”).

Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefore.

Registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing with the Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 (Attn: Chambers of the Hon. Mary F. Walrath).

Any objections or responses must also be served upon the following parties so as to be received by no later than the Objection Deadline:

<p><i>Debtors</i> Washington Mutual, Inc. 1201 Third Avenue, Suite 3000 Seattle, Washington 98101 Attn: Charles Edward Smith, Esq.</p>	<p><i>Office of the U.S. Trustee</i> Office of the U.S. Trustee for the D. Del. 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19899-0035 Attn: Jane Leamy, Esq.</p>
<p><i>Counsel to the Debtors</i> Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Brian S. Rosen, Esq.</p>	<p><i>Co-Counsel to the Debtors</i> Richards Layton & Finger P.A. One Rodney Square 920 North King Street Wilmington, Delaware 19899 Attn: Mark D. Collins, Esq.</p>

<p><i>Special Litigation and Conflicts Counsel to the Debtors</i></p> <p>Quinn Emanuel Urquhart & Sullivan, LLP 55 Madison Avenue, 22nd Floor New York, New York 10010 Attn: Peter Calamari, Esq.</p>	<p><i>Conflicts Co-Counsel to the Debtors</i></p> <p>Elliott Greenleaf 1105 Market Street, Suite 1700 Wilmington, Delaware 19801 Attn: Neil R. Lapinski, Esq.</p>
<p><i>Counsel to the Equity Committee</i></p> <p>Susman Godfrey LLP 1201 Third Ave., Suite 3800 Seattle, Washington 98101 Attn: Edgar G. Sargent, Esq.</p>	<p><i>Co-Counsel to the Equity Committee</i></p> <p>Ashby & Geddes, P.A. 500 Delaware Avenue, 8th Floor P.O. Box 1150 Wilmington, Delaware 19899 Attn: William P. Bowden, Esq.</p>
<p><i>Counsel to the Creditors' Committee</i></p> <p>Akin Gump Stauss Hauer & Feld LLP One Bryant Park New York, New York 10036 Attn: Fred S. Hodara, Esq.</p>	<p><i>Co-Counsel to the Creditors' Committee</i></p> <p>Pepper Hamilton LLP Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington, Delaware 19801 Attn: David B. Stratton, Esq.</p>
<p><i>Counsel to JPMorgan Chase</i></p> <p>Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 Attn: Robert A. Sacks, Esq.</p>	<p><i>Co-Counsel to JPMorgan Chase</i></p> <p>Landis Rath & Cobb LLP 919 Market Street, Suite 1800 P.O. Box 2087 Wilmington, Delaware 19899 Attn: Adam G. Landis, Esq.</p>
<p><i>Counsel to the FDIC</i></p> <p>DLA Piper LLP (US) 1251 Avenue of the Americas New York, New York 10020 Attn: Thomas R. Califano, Esq.</p>	<p><i>Co-Counsel to the FDIC</i></p> <p>Young Conaway Stargatt & Taylor, LLP The Brandywine Building 1000 West Street, 17th Floor Wilmington, Delaware 19801 Attn: M. Blake Cleary, Esq.</p>

**IF ANY OBJECTION TO CONFIRMATION
OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED
HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING
TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING.**

7. ***Parties That Will Not Be Entitled to Vote or Receive Any Distribution.*** Any holder of a Claim that is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at \$0, or in an unknown amount, or as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim, shall not be treated as a creditor with respect to such Claim for purposes of receiving distributions under the Plan. PLEASE NOTE THAT, NOTWITHSTANDING YOUR FAILURE TO FILE A PROOF OF CLAIM OR BE SCHEDULED, YOUR RIGHTS MAY NEVERTHELESS BE IMPAIRED BY THE PLAN.

8. ***Additional Information.*** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors' voting agent, Kurtzman Carson Consultants LLC at **(888) 830-4644**. Interested parties may also examine the Disclosure Statement and the Plan free of charge at www.kccllc.net/wamu. In addition, the Disclosure Statement and the Plan are on file with the Court and may be examined by accessing the Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Court's website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

9. ***Executory Contracts.***

- a) ***Cure of Defaults for Assumed Executory Contracts and Unexpired Leases:*** Except to the extent that different treatment has been agreed to by the non-debtor party or parties to any executory contract or unexpired lease to be assumed or assumed and assigned pursuant to Section 34.1 of the Plan, the Debtors will within at least (20) days prior to the Confirmation Hearing, file with the Bankruptcy Court and serve by first class mail on each non-debtor party to such executory contracts or unexpired leases to be assumed pursuant to Section 34.1 of the Plan, a notice, which shall include the cure amount as to each executory contract or unexpired lease to be assumed or assumed and assigned. **If you are a party to such executory contracts or unexpired leases to be assumed or assumed and assigned by the Debtors, you must file and serve any objection to the assumption or the cure amounts listed by the Debtors within twenty (20) days of the date of service of such notice.** If there are any objections filed, the Bankruptcy Court shall hold a hearing on a date to be set by the Bankruptcy Court. Notwithstanding Section 34.1 of the Plan, the Debtors retain their rights to reject any of their executory contracts or unexpired leases that are subject to a dispute concerning the amounts necessary to cure any defaults as of the Effective Date.
- b) ***Bar Date for Filing Proofs of Claim Relating to Executory Contracts and Unexpired Leases Rejected Pursuant to the Plan:*** Proofs of Claim for damages, if any, arising out of the rejection of an executory contract or unexpired lease pursuant to the Plan, if not already evidenced by a filed proof of Claim, must be filed with the Bankruptcy Court and served upon the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Brian S. Rosen, Esq.), or the Liquidating Trustee, no later than thirty (30) days after the later of (a) the date of entry of an order approving the rejection of such executory contract or unexpired lease, or (b) the date of entry of the Confirmation Order. **All such proofs of Claim not filed within such time will be forever barred from assertion against the Debtors, or their properties or agents, successors, or assigns, including, without limitation, the Reorganized Debtors and the Liquidating Trust.**

10. ***Releases and Injunctions.***

The Plan contains releases of certain persons and entities, including, among others, the Debtors, JPMC, the FDIC, AAOC, holders of Allowed Senior Notes Claims, holders of Allowed Senior Subordinated Notes Claims, and holders of Allowed PIERS Claims, all as more specifically set forth in the Plan, together with an injunction which, among other things, states that all Entities who have held, hold or may hold Claims or any other debt or liability that is discharged or Equity Interests or other right of equity interest that is terminated or cancelled pursuant to the Plan or the Global Settlement Agreement, or who have held, hold or may hold Claims or any other debt or liability that is discharged or released pursuant to Section 41.2 thereof, are permanently enjoined, from and after the Effective Date, from (a) commencing or continuing, directly or indirectly, in any manner, any action or other proceeding (including, without limitation, any judicial, arbitral,

administrative or other proceeding) of any kind on any such Claim or other debt or liability that is discharged or Equity Interest that is terminated, cancelled, assumed or transferred pursuant to the Plan against any of the Released Parties or any of their respective assets, property or estates, (b) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order against any of the Released Parties or any of their respective assets, property or estates on account of any Claim or other debt or liability that is discharged or Equity Interest that is terminated, cancelled, assumed or transferred pursuant to the Plan, (c) creating, perfecting, or enforcing any encumbrance of any kind against any of the Released Parties or any of their respective assets, property or estates on account of any Claim or other debt or liability that is discharged or Equity Interest that is terminated, cancelled, assumed or transferred pursuant to the Plan, and (d) except to the extent provided, permitted or preserved by sections 553, 555, 556, 559 or 560 of the Bankruptcy Code or pursuant to the common law right of recoupment, asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from any of the Released Parties or any of their respective assets, property or estates, with respect to any such Claim or other debt or liability that is discharged or Equity Interest that is terminated, cancelled, assumed or transferred pursuant to the Plan, including as follows:

41.6 Releases by Holders of Claims and Equity Interests

(a) Global Third Party Releases. On the Effective Date, for good and valuable consideration, and to the fullest extent permissible under applicable law, each Entity (Creditor or holder of an Equity Interest) that (i) has held, currently holds or may hold a Released Claim or any Released Third Party Causes of Action, (ii) is entitled to receive, directly or indirectly, a distribution or satisfaction of its Claim or Equity Interest pursuant to the Plan, and (iii) elects, by not checking or checking the appropriate box on its Ballot or election form, as the case may be, to grant the releases set forth in this Section 41.6, on their own behalf and on behalf of anyone claiming through them, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge (1) each and all of the Released Parties, from any and all Released Claims and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto and (2) each of (a) the AAOC Releasees, (b) the Senior Notes Claims Releasees, (c) the Senior Subordinated Notes Claims Releasees, (d) the PIERS Claims Releasees and (e) the CCB Releasees from any and all Released Third Party Causes of Action; **provided, however, that each Entity that has elected not to grant the releases set forth in this Section 41.6, including, without limitation, any Entity that fails to execute and deliver a release following notice in accordance with the provisions of Section 31.6(c) hereof, shall not be entitled to, and shall not receive, any payment, distribution or other satisfaction of its claim pursuant to the Plan; and, provided, further,** that, notwithstanding anything contained in this Section 41.6(a) to the contrary, the release set forth in Section 41.6(a)(1) shall not extend to acts of gross negligence or willful misconduct of any Released Parties (other than with respect to the JPMC Entities and their respective Related Persons); and, **provided, further,** that, notwithstanding the foregoing, solely for purposes of this Section 41.6(a), “Released Parties” shall not include Related Persons other than (i) Related Persons of the JPMC Entities and (ii) Related Persons of the FDIC Receiver and FDIC Corporate..

41.7 Injunction Related to Releases: As of the Effective Date, all Entities that hold, have held, or may hold a Released Claim, an Estate Claim, any Released Third Party Causes of Action or an Equity Interest that is released pursuant to Sections 41.5 and 41.6 of the Plan, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims, Estate Claim, Released Third Party Causes of Action or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Sections 41.5 and 41.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Plan or the Confirmation Order.

41.8 Exculpation: The Debtors, the Debtors’ officers and directors serving during the period from the Petition Date up to and including the Effective Date, the Creditors’ Committee and each of its members in their capacity as members of the

Creditors' Committee, the Equity Committee and each of its members in their capacity as members of the Equity Committee, and each of their respective professionals shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors' Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement and the Supplemental Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 41.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct; and, provided, further, that, unless otherwise ordered by the Bankruptcy Court in connection with the Dime Warrant Litigation, the foregoing provisions of this Section 41.8 shall not affect the liability of any member of the Debtors' Board of Directors and officers with respect to actions asserted in the Dime Warrant Litigation and relating to the period from the Petition Date up to and including the Effective Date. Nothing in the foregoing Section 41.8 shall prejudice the right of any of the Debtors, the Debtors' officers and directors serving during the period from the Petition Date up to and including the Effective Date, the Creditors' Committee and each of its members in their capacity as members of the Creditors' Committee, the Equity Committee and each of its members in their capacity as members of the Equity Committee, and each of their respective professionals to assert reliance upon advice of counsel as a defense with respect to their duties and responsibilities under the Plan.

If you do not object to the Plan or if your objections are overruled, you will be bound by the confirmation of the Plan. HOLDERS OF CLAIMS WHO CHOOSE TO NOT GRANT THE RELEASES PROVIDED IN SECTION 41.6 OF THE PLAN, WILL NOT BE ELIGIBLE TO RECEIVE A DISTRIBUTION PURSUANT TO THE PLAN.

DATED: January __, 2012
 Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 North King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701	WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007
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Attorneys for Debtors
 and Debtors in Possession

Exhibit 4-1(5)

Form of Class 5 Ballot

Exhibit 4-1(6)

Form of Class 6 Ballot

Exhibit 4-1(8)

Form of Class 8 Ballot

Exhibit 4-1(9)

Form of Class 9 Ballot

Exhibit 4-1(10)

Form of Class 10 Ballot

Exhibit 4-1(11)

Form of Class 11 Ballot

Exhibit 4-1(13)

Form of Class 13 Ballot

Exhibit 4-2

Form of General Unsecured Claims Ballot

Exhibit 4-3

Form of Class 12A Late-Filed Claims Ballot

Exhibit 4-4

Form of Class 16 PIERS Common Securities Ballot

Exhibit 4-5

Form of Class 18 Subordinated Claims Ballot

Exhibit 4-6

Form of Class 2 Master Ballot

Exhibit 4-7

Form of Class 2 Beneficial Ballot

Exhibit 4-8(3)

Form of Class 3 Master Ballot

Exhibit 4-8(14)

Form of Class 14 Master Ballot

Exhibit 4-8(15)

Form of Class 15 Master Ballot

Exhibit 4-9(3)

Form of Class 3 Beneficial Ballot

Exhibit 4-9(14)

Form of Class 14 Beneficial Ballot

Exhibit 4-9(15)

Form of Class 15 Beneficial Ballot

Exhibit 4-10

Form of Class 16 Master Ballot

Exhibit 4-11

Form of Class 16 Beneficial Ballot

Exhibit 4-12

Form of Class 19 Master Ballot

Exhibit 4-13

Form of Class 19 Beneficial Ballot

Exhibit 4-14

Form of Class 22 Direct Ballot

Exhibit 4-15

Form of Class 22 Master Ballot

Exhibit 4-16

Form of Class 22 Beneficial Ballot

Exhibit 4-17

Form of Class 12 Disputed Claim Election Form

Exhibit 4-17(A)

Form of Class 12A Disputed Claim Election Form

Exhibit 4-18

Form of Class 21 Direct Election Form

Exhibit 4-19

Form of Class 21 Master Election Form

Exhibit 4-20

Form of Class 21 Beneficial Election Form

Exhibit 4-21

Form of Class 19 Master Election Form

Exhibit 4-22

Form of Class 22 Master Election Form

Exhibit 5-1

Notice of Non-Voting Status – Unimpaired Classes 1, 4, and 7

Exhibit 5-2

Notice of Non-Voting Status – Class 17B

Exhibit 5-3

Notice of Non-Voting Status – Class 17A

Exhibit 5-4

**Notice of Non-Voting Status – Class 21
and Disputed Claims in Classes 12 and 12A**

Please contact Kurtzman Carson Consultants at
(888) 830-4644 or KCC_WaMuInfo@kccllc.com
for copies of ballots.