

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

COURT

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<i>In re</i>	: Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> ¹	: Case No. 08-12229 (MFW)
Debtors.	: (Jointly Administered)
	: Re: Docket Nos. 8990, 8993, 8995, 9001,
	: 9006, 9008, 9009, 9010, 9012, 9013,
	: 9015, 9016, 9017, 9019, 9021, 9022,
	: 9028, 9029, 9030, 9036, 9047 & 9117
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**OMNIBUS ORDER AWARDING INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES**

Upon consideration of the Interim Fee Application Requests (the “Interim Requests”) of those professionals referenced on Exhibit A attached hereto (the “Applicants”), pursuant to sections 330(a) and 331 of title 11 of the United States Code, §§ 101-1532, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for the interim allowance of certain fee holdbacks, for the period covered by the dates referenced in Exhibit A attached hereto (the “Compensation Period”), filed pursuant to the *Order Granting Motion of the Debtors and Debtors-in-Possession for an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated October 30, 2008 [Docket No. 204] and the *Amended Administrative Order Establishing Procedure for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 14, 2008 [Docket No. 302] (together, the “Administrative”

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.




Order"); and the Court having reviewed the applications of each Applicant for allowance of interim compensation for professional services and for reimbursement of expenses referenced on Exhibit A attached hereto (the "Applications"), and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim Requests and the Applications was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim Requests, it is hereby

ORDERED that the Interim Requests are granted, except as modified herein; and it is further

ORDERED that each of the Applicants is allowed compensation for services rendered during the Compensation Period, and is allowed reimbursement for actual and necessary expenses incurred during the Compensation Period in the amounts set forth on Exhibit A hereto, including any and all holdbacks; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Applicants of 100% of any and all fees and 100% of any and all expenses listed on Exhibit A hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period; provided however, that all fees and expenses paid as authorized herein are subject to final allowance by the Court pursuant to the terms of the Administrative Order.

Dated: December 22, 2011
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

**Washington Mutual, Inc., Case No. 08-12229 (MFW)
For The Period June 1, 2011 Through September 30, 2011**

Professional ¹	Professional's Role in Case	Professional's Retention Date	Total Fees and Expenses Requested	Total Fees and Expenses Approved	Total Outstanding Fees and Expenses	Voluntary Reductions	Total of All Compensation Approved ¹
Richards, Layton & Finger, P.A.	Co-Counsel to Debtors	October 30, 2008 <i>nunc pro tunc</i> to September 26, 2008	\$544,950.00 \$244,562.73	\$348,175.60 \$197,203.62	\$196,774.40 \$47,359.11	\$0.00 \$0.00	\$789,512.73
Weil, Gotshal & Manges LLP	Counsel to Debtors	October 30, 2008 <i>nunc pro tunc</i> to September 26, 2008	\$13,812,923.75 \$585,823.51	\$0.00 \$0.00	\$13,812,923.75 \$585,823.51	\$14,300.00 \$4,200.00	\$14,380,247.26
Davis Wright Tremaine, LLP	Special Counsel	November 14, 2008 <i>nunc pro tunc</i> to September 26, 2008	\$2,070.00 \$0.00	\$547.20 \$0.00	\$1,522.80 \$0.00	\$0.00 \$0.00	\$2,070.00
Akin Gump Strauss Hauer & Feld LLP	Co-Counsel for the Official Committee of Unsecured Creditors	November 25, 2008 <i>nunc pro tunc</i> to October 15, 2008	\$3,709,585.00 \$189,133.91	\$2,967,668.00 \$189,133.91	\$741,917.00 \$0.00	\$41,000.00 ²	\$3,857,718.91
FTI Consulting, Inc.	Financial Advisor to the Official Committee of Unsecured Creditors	December 16, 2008 <i>nunc pro tunc</i> to October 15, 2008	\$1,161,540.75 \$27,305.20	\$929,232.60 \$27,305.20	\$232,308.15 \$0.00	\$4,300.00 \$3,000.00	\$1,181,545.95
Miller & Chevalier Chartered	Special Counsel to Debtors	November 25, 2008 <i>nunc pro tunc</i> to October 8, 2008	\$494,489.00 \$439,192.02	\$201,233.20 \$229,155.28	\$293,255.80 \$210,036.74	\$0.00 \$0.00	\$933,681.02

¹ This chart does not contain information concerning the fees and expenses of certain other retained professionals in these chapter 11 cases including, but not limited to, those professionals retained pursuant to this Court's *Order Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business*.

² Pursuant to an agreement with the United States Trustee, Akin Gump has agreed to reduce its fees and expenses by a total of \$41,000, which reduction is reflected in the total amount of compensation set forth herein.

Professional ¹	Professional's Role in Case	Professional's Retention Date	Total Fees and Expenses Requested	Total Fees and Expenses Approved	Total Outstanding Fees and Expenses	Voluntary Reductions	Total of All Compensation Approved ¹
Simpson Thacher & Bartlett LLP	Special Counsel to Debtors	November 14, 2008	\$29,710.80	\$0.00	\$29,710.80	\$0.00	\$30,743.56
		<i>nunc pro tunc</i> to September 27, 2008	\$1,032.76	\$0.00	\$1,032.76	\$0.00	
Perkins Coie LLP	Special Counsel to Debtors	November 25, 2008	\$392,372.00	\$61,575.20	\$330,796.80	\$0.00	\$410,724.55
		<i>nunc pro tunc</i> to September 26, 2008	\$18,352.55	\$3,078.04	\$15,274.51	\$0.00	
Gibson, Dunn & Crutcher LLP	Special Tax Counsel to Debtors	November 17, 2008	\$240,403.50	\$170,785.20	\$69,618.30	\$0.00	\$242,368.03
		<i>nunc pro tunc</i> to September 26, 2008	\$1,964.53	\$1,867.64	\$96.89	\$0.00	
Quinn Emanuel Urquhart & Sullivan, LLP	Special Litigation and Conflicts Counsel to Debtors	<i>Nunc pro tunc</i> to September 26, 2008	\$68,104.50	\$0.00	\$68,104.50	\$0.00	\$76,537.99
			\$8,433.49	\$0.00	\$8,433.49	\$0.00	
Elliott Greenleaf	Special Litigation and Conflicts Counsel to the Debtors	May 19, 2009	\$45,444.00	\$28,931.60	\$16,512.40	\$0.00	\$55,531.05
		<i>Nunc pro tunc</i> to September 26, 2008	\$10,087.05	\$6,305.07	\$3,781.98	\$0.00	
Susman Godfrey L.L.P.	Co-Counsel to the Official Committee of Equity Security Holders	May 7, 2010	\$845,195.50	\$676,156.40	\$169,039.10	\$0.00	\$955,919.53
		Effective as of April 16, 2010	\$110,724.03	\$110,724.03	\$0.00	\$0.00	
Ashby & Geddes, P.A.	Delaware Counsel to the Official Committee of Equity Security Holders	April 8, 2010	\$615,195.50	\$492,156.40	\$123,039.10	\$620.00	\$673,205.29
		Effective as of March 4, 2010	\$58,879.79	\$58,879.79	\$0.00	\$250.00	

Professional ¹	Professional's Role in Case	Professional's Retention Date	Total Fees and Expenses Requested	Total Fees and Expenses Approved	Total Outstanding Fees and Expenses	Voluntary Reductions	Total of All Compensation Approved ¹
Peter J. Solomon Company	Financial Advisor and Consulting Expert to the Official Committee of Equity Security Holders	April 6, 2010 Effective as of February 12, 2010	\$700,000.00 \$3,514.77	\$560,000.00 \$3,514.77	\$140,000.00 \$0.00	\$0.00 \$0.00	\$703,514.77
The Official Committee of Equity Security Holders for Reimbursement of Committee Member	The Official Committee of Equity Security Holders for Reimbursement of Committee Member		\$0.00 \$13,035.73	\$0.00 \$13,035.73	\$0.00 \$0.00	\$0.00 \$0.00	\$13,035.73
Blackstone Advisory Partners L.P.	Financial Advisor to Debtors	May 5, 2010 <i>Nunc pro tunc</i> to April 9, 2010	\$225,000.00 \$247,055.39	\$120,000.00 \$51,163.02	\$105,000.0 \$195,892.37	\$0.00 \$0.00	\$472,055.39
Ernst & Young LLP	Accounting, Tax and Reporting Service Provider to Debtors	March 28, 2011 <i>Nunc pro tunc</i> to January 20, 2011	\$120,968.40 \$0.00	\$96,774.72 \$0.00	\$24,193.68 \$0.00	\$0.00 \$0.00	\$120,968.40
Sullivan Hazeltime Allinson LLC	Delaware Special Conflicts Counsel for the Official Committee of Equity Security Holders	March 28, 2011 <i>Nunc pro tunc</i>	\$53,231.25 \$7,069.13	\$42,585.00 \$7,069.13	\$10,646.25 \$0.00	\$0.00 \$0.00	\$60,300.38

Professional ¹	Professional's Role in Case	Professional's Retention Date	Total Fees and Expenses Requested	Total Fees and Expenses Approved	Total Outstanding Fees and Expenses	Voluntary Reductions	Total of All Compensation Approved ¹
Schwabe, Williamson & Wyatt, P.C.	Securities Counsel to the Official Committee of Equity Security Holders	July 11, 2011 effective as of June 1, 2011	\$113,284.00 \$203.69	\$90,627.20 \$203.69	\$22,656.80 \$0.00	\$0.00 \$0.00	\$113,487.69
BDO USA, LLP	Tax Auditor to the Official Committee of Equity Security Holders	June 6, 2011 effective as of April 18, 2011	\$60,645.00 \$2,282.74	\$48,516.00 \$2,282.74	\$12,129.00 \$0.00	\$0.00 \$0.00	\$62,927.74
Frank Partnoy	Securities Litigation Consultant to the Official Committee of Equity Security Holders	September 23, 2011 effective as of June 29, 2011	\$79,000.00 \$0.00	\$63,200.00 \$0.00	\$15,800.00 \$0.00	\$0.00 \$0.00	\$79,000.00
Klee, Tuchin, Bogdanoff & Stern LLP	Special Litigation Counsel to WMI	July 27, 2011 <i>nunc pro tunc</i> to June 24, 2011	\$481,629.50 \$2,234.80	\$307,761.84 \$1,800.06	\$173,867.66 \$434.74	\$0.00 \$0.00	\$483,864.30
TOTAL							\$25,698,960.27