

**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)
	:	
	X	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 9, 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 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(15D), 4-8(15W), 4-9(3), 4-9(14), 4-9(15D), 4-9(15W), 4-10, 4-11, 4-12(P), 4-12(R), 4-13(P), 4-13(R), 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(P), 4-21(R), 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.

Letters in Support

U. The letters in support of the Plan, from the Debtors, the Creditors’ Committee, and the Equity Committee, substantially in the forms annexed hereto as Exhibits 6-1, 6-2, and 6-3 ^{as well as the letters voicing opposition to the Plan, b-4, and b-5} respectively, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and are appropriate for these Chapter 11 Cases.

Notice

V. 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.

W. 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.

X. 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 seven (7) 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 18, 2012 at 4:00 p.m. (Eastern Time)**.

7. The deadline for the Debtors to respond to any Rule 3018(a) Motion is **January 25, 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 (i.e.: **February 9, 2012**)³ 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

³ Or, with respect to holders of Dime Warrants in Class 21, February 29, 2012.

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;
 - (d) letters in support of the Plan, from the Debtors, the Creditors' Committee, and the Equity Committee, substantially in the forms annexed hereto as Exhibits 6-1, 6-2, and 6-3;
 - (e) if the recipient is entitled to vote on the Plan in Class 16, a letter voicing opposition to the Plan, substantially in the form annexed hereto as Exhibit 6-4;

- (f) if the recipient is entitled to vote on the Plan in Class 19, a letter voicing opposition to the Plan, substantially in the form annexed hereto as Exhibit 6-5; and
- (g) 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**
- (h) 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**
- (i) 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 annexed 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 annexed 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 annexed 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 annexed 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 annexed 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 annexed 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 forms annexed hereto as Exhibits 4-8(15D) and 4-8(15W), as appropriate, 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 forms annexed hereto as Exhibit 4-9(15D) and 4-9(15W), as appropriate.

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 annexed 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 annexed 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 forms annexed hereto as Exhibits 4-12(P) and 4-12(R), as appropriate, 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 forms annexed hereto as Exhibit 4-13(P) and 4-13(R), as appropriate.

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 annexed 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 annexed 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 annexed 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 **two (2) 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. **Additionally, Voting Nominees shall retain such original, completed, executed Beneficial Ballots for one (1) year after the Voting and Election Deadline, and shall, upon written request from the Debtors, submit such Beneficial Ballots to KCC so as to be received within two (2) Business Days of such written request.**

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 annexed 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 annexed 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 annexed 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 annexed 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(P), 4-21(R), 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 form 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 form 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 9, 2012 at 5:00 p.m. (Pacific Time)**; provided, however, that, in accordance with that certain *Order Regarding Notice Pursuant to Bankruptcy Rule 7023 and Federal Rule of Civil Procedure 23(e)*, dated January 11, 2012 and that certain *Summary Notice of (I) Pendency of Class Action and Proposed Settlement*,

and (II) Settlement Fairness Hearing, dated January 12, 2012, such deadline is February 29, 2012 at 5:00 p.m. (Pacific Time) for holders of Dime Warrants in Class 21 only.

47. With respect to holders of Equity Interests in Classes 19 and 22 only, the Equity Release Election Deadline is set as **February 28, 2012 at 5:00 p.m. (Pacific Time)**, or such later date as agreed to by the Debtors and the Equity Committee or otherwise ordered by the Court; provided, however, that notice of any later date shall be posted with DTC and at www.kccllc.net/wamu.

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 16, 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 7, 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**.

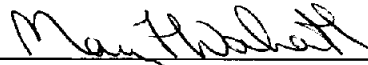
63. The Debtors are authorized to publish the Confirmation Hearing Notice, within fifteen (15) Business Days of entry of this Order, or as soon thereafter as is reasonably practicable, in *The New York Times (National Edition)*, *The Wall Street Journal*, and *The Seattle Times*.

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 13, 2012
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE