

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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 :
In re: : **Chapter 11**
 :
WASHINGTON MUTUAL, INC., et al.,¹ : **Case No. 08-12229 (MFW)**
 :
Debtors. : **(Jointly Administered)**
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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 16, 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 9, 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 18, 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 7, 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 pre-judgment 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 13, 2012
 Wilmington, Delaware

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Attorneys for Debtors
 and Debtors in Possession