

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

	X	
<i>In re</i>	:	<b>Chapter 11</b>
WASHINGTON MUTUAL, INC., <u>et al.</u> , <sup>1</sup>	:	Case No. 08-12229 (MFW)
Debtors.	:	(Jointly Administered)
	:	Re: Docket No. 9279
	X	

**CERTIFICATION OF NO OBJECTION REGARDING MOTION OF DEBTORS FOR AN ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, APPROVING STIPULATION AND AGREEMENT BY AND AMONG THE DEBTORS AND THE G&E GROUP**

The undersigned hereby certifies that, as of the date hereof, there are no outstanding answers, objections or any other responsive pleadings to the *Motion of Debtors for an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving Stipulation and Agreement By and Among the Debtors and the G&E Group* [Docket No. 9279] (the "Motion"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") with the United States Bankruptcy Court for the District of Delaware (the "Court") on December 28, 2011.

The undersigned further certifies that he has reviewed the Court's docket in the above-captioned cases and that no outstanding answer, objection or any other responsive pleading to the Motion appears thereon. Responses to the Motion, if any, were to be filed and served no later than **January 12, 2012 at 4:00 p.m. (EST)**.

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



It is hereby respectfully requested that the proposed order attached to the Motion, a copy of which is attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: January 17, 2012  
Wilmington, Delaware

Respectfully submitted,



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# EXHIBIT A

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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: **Chapter 11**  
*In re* : **Case No. 08-12229 (MFW)**  
: **(Jointly Administered)**  
WASHINGTON MUTUAL, INC., et al.,<sup>1</sup> :  
: **Debtors.** :  
: **Re: Docket No. 9279**  
-----X

**ORDER PURSUANT TO SECTION 105(A) OF THE  
BANKRUPTCY CODE AND RULE 9019 OF THE FEDERAL  
RULES OF BANKRUPTCY PROCEDURE APPROVING STIPULATION  
AND AGREEMENT BY AND AMONG THE DEBTORS AND THE G&E GROUP**

Upon the motion, dated December 28, 2011 (the "Motion"),<sup>2</sup> of Washington Mutual, Inc. ("WMI") and WMI Investment Corp., as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 9019 of the Federal Rules of Bankruptcy Procedure, approving that certain *Stipulation and Agreement Among the Debtors and the Participants in the G&E Group Resolving the Claims Asserted by the G&E Group in Proof of Claim Number 2480*, dated December 28, 2011 (the "Stipulation"), by and among the Debtors, on the one hand, and Thrivent Financial for Lutherans, Aegon USA Investment Management, LLC, Aegon Life Insurance (Taiwan), Transamerica Financial Life Insurance Company, Legal and General Investment Management America, Legal and General

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

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

Investment Management, New York Life Investment Management LLC, The Northwestern Mutual Life Insurance Company, Northwestern Long Term Care Insurance Company, Northwestern Mutual Series Fund, Inc. and its Selected Bond Portfolio, Northwestern Mutual Series Fund, Inc. and its Balanced Portfolio, PPM America, Inc., Prudential Assurance Company Ltd., JNL VA High Yield Bond Fund, Jackson National Life Insurance Company of New York, Jackson National Life Insurance Company, and ING Direct NV, Sucursal en España (the “G&E Group”), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to all parties entitled to receive notice thereof, and no other or further notice being required; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Stipulation, a copy of which is attached hereto as Exhibit 1, and the settlement embodied therein are fair and reasonable as to WMI, and the Parties are authorized to take all steps necessary to consummate the Stipulation; and it is further

ORDERED that, upon the effective date of the Stipulation (the “Effective Date”), the G&E Group shall be granted an Allowed Subordinated Claim, as defined in the

Seventh Amended Plan, in the aggregate amount of Fifteen Million Dollars (\$15,000,000.00) (the “Allowed G&E Group Claim”) on account of the claims asserted by the G&E Group in Claim 2480, and the G&E Group shall receive distributions with respect to the Allowed G&E Group Claim pursuant to the terms and conditions of the Seventh Amended Plan, including, without limitation, on account of their Postpetition Interest Claim, as defined in the Seventh Amended Plan; and it is further

ORDERED that, upon the Effective Date, Kurtzman Carson Consultants, LLC, the Debtors’ court-appointed claims and noticing agent, shall be authorized and directed to take such action as is necessary to reflect the Allowed G&E Group Claim in the official claims register in these Chapter 11 Cases, including, without limitation, assigning a new claim number for the Allowed G&E Group Claim; and it is further

ORDERED that, upon the Effective Date, (i) any and all claims asserted by members of the G&E Group in Claim 2480 shall be deemed withdrawn, with prejudice, and (ii) Claim 2480 shall be deemed amended such that no member of the G&E Group shall be a claimant thereunder; provided, however, that, except as required by the provisions of decretal paragraph 9 of the Stipulation, the foregoing shall not be construed to affect the ability of a member of the G&E Group to receive distributions pursuant to the Seventh Amended Plan or otherwise as a result of being a holder of a Claim against or Equity Interest in WMI; and it is further

ORDERED that, upon the Effective Date, the G&E Group shall be deemed to have withdrawn any objections to the Sixth Amended Plan and the Modified Sixth Amended Plan, and the Debtors shall recognize ING’s right to receive a distribution as a result of the Class 17A release submitted in connection with the Sixth Amended Plan; and it is further

ORDERED that, upon the Effective Date, the G&E Group shall take such actions as may be required to cause the dismissal of the G&E Group Appeal, including, without limitation, the filing of notices or pleadings as are necessary in the Bankruptcy Court or the District Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: January \_\_, 2012  
Wilmington, Delaware

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**  
**Stipulation**



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

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

**STIPULATION AND AGREEMENT AMONG THE  
DEBTORS AND THE PARTICIPANTS IN THE G&E GROUP RESOLVING THE  
CLAIMS ASSERTED BY THE G&E GROUP IN PROOF OF CLAIM NUMBER 2480**

Washington Mutual, Inc. ("WMI") and WMI Investment Corporation ("WMI Investment"), as debtors and debtors in possession (together, the "Debtors"), on the one hand, and Thrivent Financial for Lutherans, Aegon USA Investment Management, LLC, Aegon Life Insurance (Taiwan), Transamerica Financial Life Insurance Company, Legal and General Investment Management America, Legal and General Investment Management, New York Life Investment Management LLC, The Northwestern Mutual Life Insurance Company, Northwestern Long Term Care Insurance Company, Northwestern Mutual Series Fund, Inc. and its Selected Bond Portfolio, Northwestern Mutual Series Fund, Inc. and its Balanced Portfolio, PPM America, Inc., Prudential Assurance Company Ltd., Prudential Annuities Limited, JNL / PPM America High Yield Bond Fund, a series of JNL Series Trust, Jackson National Life Insurance Company of New York, Jackson National Life Insurance Company, and ING Direct NV, Sucursal en España (collectively, the "G&E Group"), on the other hand and represented by Drinker Biddle & Reath LLP ("DBR") and Grant & Eisenhofer P.A. ("Grant & Eisenhofer"), by

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

and through their respective counsel, enter into this stipulation and agreement (the "Stipulation"), and hereby stipulate as follows:

## RECITALS

### Background

- A. Prior to September 25, 2008, WMI was a savings and loan holding company that owned Washington Mutual Bank ("WMB") and such bank's subsidiaries, including Washington Mutual Bank fsb ("WMBfsb").
- B. In 2005, WMB established a program providing for the issuance of up to \$22 billion in debt financing, pursuant to which WMB issued Senior Global Notes (the "WMB Senior Notes") and Subordinated Global Notes (the "WMB Subordinated Notes" and, together with the WMB Senior Notes, the "WMB Notes").
- C. On September 25, 2008, the Office of Thrift Supervision, by order number 2008-36, closed WMB, appointed Federal Deposit Insurance Corporation ("FDIC") as receiver for WMB (the "FDIC Receiver") and advised that the FDIC Receiver was immediately taking possession of WMB's assets.
- D. On or about September 25, 2008, the FDIC, in its corporate capacity and as receiver of WMB, and JPMorgan Chase Bank, N.A. ("JPMC") entered into that certain *Purchase and Assumption Agreement, Whole Bank*, dated as of September 25, 2008.
- E. On September 26, 2008 (the "Commencement Date"), each of the Debtors commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

F. 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. On October 3, 2008, the Bankruptcy Court entered an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only as Chapter 11 Case No. 08-12229 (MFW).

**Bar Date/Proofs of Claim**

G. By order, dated January 30, 2009 (the “Bar Date Order”), the Bankruptcy Court established March 31, 2009 (the “Bar Date”) as the deadline for filing proofs of claim against the Debtors in these chapter 11 cases. Pursuant to the Bar Date Order, each creditor, subject to certain limited exceptions, was required to file a proof of claim on or before the Bar Date.

H. On or about March 27, 2009, a proof of claim, Claim No. 2480 (including all attachments thereto, “Claim 2480”), was filed by Bracewell & Giuliani LLP, on behalf of an informal group, including each of the members of the G&E Group, of holders of WMB Senior Notes and/or WMB Subordinated Notes (the “WMB Noteholder Group”),<sup>2</sup> claiming to be “the legal or beneficial holders of, or have control or discretionary investment authority with respect to, approximately \$1.9 billion in aggregate principal amount outstanding” of WMB Senior Notes and WMB Subordinated Notes. Pursuant to Claim 2480, the WMB Noteholder Group asserted both (i) derivative claims on behalf of WMB (the “Derivative Claims”), and (ii) direct claims by the participants in the WMB Noteholder Group against WMI for alleged misrepresentations by WMI.

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<sup>2</sup> The members of the WMB Noteholder Group are set forth on Exhibit “A” hereto.

I. On or about March 31, 2009, Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”) filed two proofs of claim, Claim Nos. 3071 and 3114 (including all attachments thereto, respectively, “Claim 3071” and “Claim 3114”), against WMI and WMI Investment, respectively, on behalf of certain holders of WMB Senior Notes claiming to be the holders, in the aggregate, of “approximately \$1.6 billion in principal amount outstanding” of WMB Senior Notes (the “Bank Bondholders”).<sup>3</sup> On or about June 1, 2009, WilmerHale filed amended proofs of claim, Claim Nos. 3710 and 3711 (respectively, “Claim 3710” and “Claim 3711”),<sup>4</sup> against WMI and WMI Investment, respectively, pursuant to which the Bank Bondholders sought, among other things, payment from the Debtors of the full principal balance of the WMB Senior Notes held by the Bank Bondholders, together with all unpaid interest and all other amounts due thereon.

J. On January 22, 2010, the Debtors filed an omnibus objection to certain claims – including, among others, the claims asserted in Claim 3710, Claim 3711 and Claim 2480 – on the grounds that, *inter alia*, the holders of such claims lacked standing to assert such claims against the Debtors and that the asserted claims are otherwise insufficient as a matter of law [D.I. 2205] (as corrected [D.I. 2326], the “Twentieth Omnibus Objection”). The Creditors’ Committee subsequently filed a joinder to the Debtors’ objection [D.I. 2278]. On March 5, 2010, the holders of certain WMB Notes filed responses to the Debtors’ objections [D.I. 2466, 2469 & 2470]. The Debtors filed their reply brief on March 26, 2010 [D.I. 2620].

K. On April 6, 2010, the Bankruptcy Court conducted an initial hearing to consider the Twentieth Omnibus Objection. At such hearing, the Bankruptcy Court declined to dismiss the WMB Noteholder Group or the Bank Bondholders’ Claims based on standing and,

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<sup>3</sup> The Bank Bondholders are set forth on Exhibit “B” hereto.

<sup>4</sup> Claim 3710 and Claim 3711 respectively amended and replaced Claim 3114 and Claim 3071.

on April 21, 2010, entered an order memorializing such decision [D.I. 3549]. Thereafter, the Debtors and the Bank Bondholders engaged in negotiations in an attempt to resolve certain issues related to the Twentieth Omnibus Objection.

L. On April 6, 2010, during an omnibus hearing before the Bankruptcy Court, Grant & Eisenhofer represented that, while the members of the G&E Group continued to be represented by Bracewell & Giuliani LLP for some purposes, DBR and Grant & Eisenhofer represented the G&E Group solely with respect to its members' respective misrepresentation claims, including, without limitation, claims associated with theories of "alter ego" and "piercing the corporate veil." Hr'g Tr. 4/6/2010 at 96:17-24. WilmerHale also stated that DBR and Grant & Eisenhofer were present at the hearing to appear on behalf of their clients (the G&E Group) with respect to the misrepresentation claims. *Id.* at 59:8-12.

M. On or about May 17, 2010, DBR and Grant & Eisenhofer each filed statements pursuant to Bankruptcy Rule 2019, setting forth their representation of certain members of the WMB Noteholder Group (*i.e.*, the G&E Group) solely with respect to such noteholders' misrepresentation claims [D.I. 3753 & 3754].<sup>5</sup>

N. On October 17, 2010, the Debtors filed the *Debtors' Fifty-Fifth Omnibus (Substantive) Objection to Claims* [D.I. 5616] (the "Fifty-Fifth Omnibus Objection"), in which the Debtors objected to all claims asserted by the holders of WMB Subordinated Notes, including such holders' misrepresentation claims. Thereafter, multiple parties, including the G&E Group, filed responses to the Fifty-Fifth Omnibus Objection, to which the Debtors filed an omnibus reply [D.I. 6339].

O. On January 6, 2011, the Bankruptcy Court conducted a hearing on the Fifty-Fifth Omnibus Objection and held that, in accordance with section 510 of the Bankruptcy

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<sup>5</sup> Copies of the verified statements are attached hereto as Exhibits "C" and "D".

Code, the misrepresentation claims asserted by the G&E Group, to the extent ultimately allowed, are subordinated to all general unsecured claims. Hr'g Tr. 1/6/2011 at 85:24 - 86:4.

**The Adversary Proceeding**

P. On October 21, 2010, the Debtors commenced an adversary proceeding against certain holders of WMB Senior Notes, styled *Washington Mutual, Inc. v. All Claimants Named in Proofs of Claim Nos. 552, 1025, 1556, 2024, 2298, 2307, 2319, 2398, 2421, 2480, 2549, 3246, 3249, 3251, 3252, 3254, 3256, 3257, 3258, 3710, and 3777*, Adv. Pro. No. 10-53420 (MFW), in which the Debtors sought a declaratory judgment that any misrepresentation claims arising from such holders' WMB Senior Notes be subordinated pursuant to section 510(b) of the Bankruptcy Code.

**The Plan Process**

Q. On October 6, 2010, the Debtors filed their *Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* (as modified, the "Sixth Amended Plan") and a related disclosure statement (the "Original Disclosure Statement"). Annexed as Exhibit F to the Original Disclosure Statement is a copy of that certain *Plan Support Agreement*, dated October 6, 2010 (the "Plan Support Agreement"), by and among the Debtors and certain holders of WMB Senior Notes that are signatories thereto.

R. Pursuant to the Plan Support Agreement and the Sixth Amended Plan, all holders of WMB Senior Notes were entitled to elect whether to grant the non-Debtor releases set forth in the Sixth Amended Plan, including, without limitation, a release of the Debtors from (i) all direct and derivative claims arising from or related to such holder's WMB Senior Notes, and (ii) any misrepresentation claims or other similar claims for damages arising from the purchase or sale of such holders' WMB Senior Notes, including, without limitation, any claim on

account of WMB Senior Notes or WMB Subordinated Notes determined to be subordinated in accordance with section 510(b) of the Bankruptcy Code. To the extent that a holder of a WMB Senior Notes claim made such an election, such holder's claim would be deemed allowed against the Debtors as an Allowed WMB Senior Notes Claim (as defined in the Sixth Amended Plan) in an amount equal to the aggregate face value and interest accrued as of the Commencement Date with respect to all WMB Senior Notes held by such holder as of October 25, 2010, and such holder would receive its pro rata share of an amount equal to \$335 million.

S. On or about November 10, 2010, ING Direct NV, Sucursal en España ("ING") submitted a ballot with respect to the Sixth Amended Plan on which ING elected to grant the releases described therein in order to receive a distribution with respect to its WMB Senior Notes. ING subsequently expressed, however, that the scope of such releases did not encompass ING's misrepresentation claims arising from its WMB Senior Notes.

T. On November 19, 2010, the G&E Group interposed an objection to confirmation of the Sixth Amended Plan [D.I. 6004], in which the G&E Group asserted, among other things, that, pursuant to section 726(a) of the Bankruptcy Code and the January Opinion, non-subordinated unsecured creditors and holders of late-filed claims should not receive postpetition interest before holders of Allowed Class 18 Subordinated Claims (as defined in the Sixth Amended Plan) receive full payment.

U. From December 1, 2010 through December 7, 2010, the Bankruptcy Court held a hearing to consider confirmation of the Sixth Amended Plan.

V. On January 7, 2011, the Bankruptcy Court entered an opinion [D.I. 6528] (the "January Opinion") and a corresponding order [D.I. 6529] identifying certain modifications

to the Sixth Amended Plan that would be required before the Bankruptcy Court would confirm the Sixth Amended Plan. In the January Opinion, the Bankruptcy Court stated:

While the WMB Noteholders have a claim against WMB based on their debt securities, their claim against the Debtors is for misrepresentation in the purchase of those claims. Therefore, their claim against the Debtors is a general unsecured claim. Under section 510(b) their claim must be subordinated to all unsecured claims.

January Opinion, at 105.

W. The Debtors modified the Sixth Amended Plan consistent with the January Opinion and with the Bankruptcy Court's statements on the record at a status conference held on January 20, 2011, and, on February 8, 2011, the Debtors filed their *Modified Sixth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* (the "Modified Sixth Amended Plan") and a related disclosure statement.

X. On May 13, 2011, the G&E Group interposed an objection to confirmation of the Modified Sixth Amended Plan [D.I. 7483], in which the G&E Group asserted, among other things, that that the Modified Sixth Amended Plan provided disparate treatment by requiring the holders of WMB Senior Notes to waive their misrepresentation claims, notwithstanding the express terms of the election made by holders of WMB Senior Notes, the Modified Sixth Amended Plan and the Plan Support Agreement.

Y. From July 13, 2011 through July 21, 2011, the Bankruptcy Court held a hearing to consider confirmation of the Modified Sixth Amended Plan. The Bankruptcy Court heard closing arguments with respect to confirmation of the Modified Sixth Amended Plan on August 24, 2011.

Z. On September 13, 2011, the Bankruptcy Court entered an opinion [D.I. 8612] (the "September Opinion") and a corresponding order [D.I. 8613], (i) finding that the



Bankruptcy Court has jurisdiction to approve the Global Settlement Agreement (as defined in the Modified Sixth Amended Plan) 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. The Bankruptcy Court also referred certain matters to mediation (the "Mediation"), including the resolution of any remaining impediments to confirmation of the Modified Sixth Amended Plan.

AA. On September 27, 2011, the G&E Group filed a notice of appeal from the September Opinion, which appeal is pending before the United States District Court of Delaware (the "District Court"), No. 11-1028 (GMS) (D. Del.) (the "G&E Group Appeal"), asserting the Bankruptcy Court's rulings that (i) claims based on debt securities which have been subordinated pursuant to section 510(b) of the Bankruptcy Code are subordinated to claims for unmatured post-petition interest, and (ii) under sections 510 and 726 of the Bankruptcy Code, subordinated general unsecured claims are subordinated to claims for unmatured post-petition interest on allowed general unsecured claims are incorrect.

BB. On October 10, 2011, the Bankruptcy Court appointed U.S. Bankruptcy Judge Raymond T. Lyons as mediator (the "Mediator"). As a result of the Mediation, discussions among the Debtors, the Creditors' Committee, the Equity Committee, and certain other creditor constituencies, including the G&E Group, culminated in an understanding, supported by each of the foregoing parties, regarding certain modifications to be made to the

Modified Sixth Amended Plan to achieve a global resolution with respect to plan-related issues (the "Understanding").

CC. On December 12, 2011, the Debtors filed their *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code* (as may be further amended, the "Seventh Amended Plan") and a related disclosure statement (the "Disclosure Statement"). The Seventh Amended Plan incorporates the modifications agreed to as part of the Understanding, and provides, among other things, for the establishment of a trust advisory board (the "TAB") which will have oversight responsibility for all functions of the liquidating trust to be created upon confirmation of the Seventh Amended Plan for the benefit of certain creditors, including holders of Allowed Subordinated Claims.

DD. The Debtors and the G&E Group (together, the "Parties") have concluded that, because of, among other things, the complexity, uncertainty, inherent delay and substantial expense of litigating the issues associated with the G&E Group Appeal and the release of ING's claims with respect to its WMB Senior Notes, the length of time necessary to resolve each of the issues in connection therewith, and the concomitant disruption to the Debtors' efforts to generate distributions for the benefit of the Debtors' creditors, it is in their respective best interests to resolve their disputes and related matters on the terms set forth in this Stipulation and as embodied in the Seventh Amended Plan.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED BY THE PARTIES AS FOLLOWS:

**AGREEMENT**

1. This Stipulation shall become effective and binding (the "Effective Date") upon entry of an order by the Bankruptcy Court approving the Stipulation.

2. Upon the Effective Date, the G&E Group shall be granted an Allowed Subordinated Claim, as defined in the Seventh Amended Plan, in the aggregate amount of Fifteen Million Dollars (\$15,000,000.00) (the "Allowed G&E Group Claim") on account of the claims asserted by the G&E Group in Claim 2480, and the G&E Group shall receive distributions with respect to the Allowed G&E Group Claim pursuant to the terms and conditions of the Seventh Amended Plan, including, without limitation, on account of their Postpetition Interest Claim, as defined in the Seventh Amended Plan.

3. Upon the Effective Date, Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, shall be authorized and directed to take such action as is necessary to reflect the Allowed G&E Group Claim in the official claims register in these chapter 11 cases, including, without limitation, assigning a new claim number for the Allowed G&E Group Claim.

4. Upon the Effective Date, (i) any and all claims asserted by members of the G&E Group in Claim 2480 shall be deemed withdrawn, with prejudice, and (ii) Claim 2480 shall be deemed amended such that no member of the G&E Group shall be a claimant thereunder; provided, however, that, except as required by the provisions of decretal paragraph 9 hereof, the foregoing is not intended, nor shall it be construed, to affect the ability of a member of the G&E Group to receive distributions pursuant to the Seventh Amended Plan or otherwise as a result of being a holder of a Claim against or Equity Interest in WMI.

5. Upon the Effective Date, the G&E Group shall be deemed to have withdrawn any objections to the Sixth Amended Plan and the Modified Sixth Amended Plan, and the Debtors shall recognize ING's right to receive a distribution as a result of the Class 17A release submitted in connection with the Sixth Amended Plan.

6. Except as provided in decretal paragraph 5 hereof, any and all payments or distributions to be made in respect of the Allowed G&E Group Claim shall be made to Grant & Eisenhofer P.A., as counsel of record for the G&E Group.

7. Upon the Effective Date, and upon presentation by the G&E Group of a detailed report setting forth the reasonable fees and expenses incurred by the G&E Group, the Debtors shall pay such fees and expenses in amount not greater than Five Hundred Thousand Dollars (\$500,000.00).

8. The Debtors shall use their reasonable best efforts to have a representative of the G&E Group appointed by the Equity Committee as a member of the TAB.

9. From and after the date hereof, each member of the G&E Group, on behalf of themselves, their administrators, predecessors, successors and assigns shall (i) support, and take any and all actions reasonably requested by the Debtors to support (A) approval of the Disclosure Statement, (B) confirmation of the Seventh Amended Plan, or any other chapter 11 plan proposed by the Debtors, in accordance with section 1129 of the Bankruptcy Code; (ii) not vote for or support any chapter 11 plan not proposed or supported by the Debtors, JPMC, the Creditors' Committee and the FDIC; and (iii) otherwise take no action to impede or preclude the administration of the Debtors' chapter 11 cases, the approval of any disclosure statement offered by the Debtors, the entry of a confirmation order confirming, or the consummation, implementation and administration of, the Seventh Amended Plan or any other chapter 11 plan proposed by the Debtors; provided, however, that nothing contained in this Stipulation is, nor shall be deemed to be, a solicitation of acceptances of the Seventh Amended Plan.

10. Upon the Effective Date, the G&E Group shall take such actions as may be required to cause the dismissal of the G&E Group Appeal, including, without limitation, the filing of notices or pleadings as are necessary in the Bankruptcy Court or the District Court.

11. This Stipulation shall be binding upon the and inure to the benefit of the Debtors, their chapter 11 estates, the G&E Group, and their respective successors and assigns, including, without limitation, any liquidating trustee, or any other successor in interest to the Debtors or their chapter 11 estates.


12. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto.

13. Each person who executes this Stipulation represents that he or she is duly authorized to execute this Stipulation on behalf of the respective Parties hereto for the purpose of binding such Party to the terms of this Stipulation, and that each such Party has full knowledge and has consented to this Stipulation.

14. This Stipulation may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Bankruptcy Court, after notice to each of the Parties hereto. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

15. The Bankruptcy Court shall have sole and exclusive jurisdiction to hear disputes arising out of or related to this Stipulation.

Dated: Wilmington, Delaware  
December 23, 2011

By: 

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*Attorneys for the G&E Group*

15. The Bankruptcy Court shall have sole and exclusive jurisdiction to hear disputes arising out of or related to this Stipulation.

Dated: Wilmington, Delaware  
December 23, 2011

By:

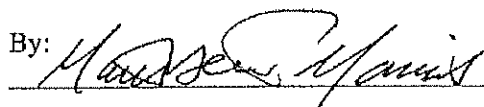
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*Attorneys for the G&E Group*

**EXHIBIT "A"**



WMB Noteholder Group

1. Barclays Capital
2. CVI GVF (Lux) Master S.a.r.l.
3. Cedar Hill Capital Partners Offshore, Ltd.
4. Cedar Hill Capital Partners Onshore, LP
5. Cerberus Series Four Holdings, L.L.C.
6. Cerberus International, Ltd.
7. Cerberus Partners, L.P.
8. CFIP Master Fund, Ltd.
9. Chimney Rock Value Fund, L.P.
10. Citigroup Global Markets Inc.
11. Credit Suisse Securities (USA) LLC
12. Davidson Kempner Distressed Opportunities International Ltd.
13. Davidson Kempner International, Ltd.
14. Davidson Kempner Institutional Partners, L.P.
15. Davidson Kempner Partners
16. M. H. Davidson & Co.
17. Davidson Kempner Distressed Opportunities Fund LP
18. Finitech Advisory, Inc. on behalf of FIMEX International, Ltd.
19. Goldman Sachs & Co.
20. Gruss Global Investors Master Fund (Enhanced), Ltd.
21. Gruss Global Investors Master Fund, Ltd.
22. Gryphon Hidden Values VIII Limited
23. Halcyon MAC19 Ltd
24. Halcyon Trading Limited
25. Halcyon Master Fund L.P.
26. Gryphon Hidden Values VIII L.P.
27. Institutional Benchmark Master Fund Limited, Acting in Respect of Izar Event Driven Multi-Strategy Series
28. Mashreq Bank PSC
29. Massachusetts Mutual Life Insurance Company
30. Metropolitan Life Insurance Company
31. Fernwood Associates LLC
32. Fernwood Restructurings, Ltd.
33. Fernwood Foundation Fund LLC
34. King Street Capital, L.P.
35. King Street Capital, Ltd.
36. The Northern Trust Company, as Lending Agent on behalf of various participating Lenders in the European Core Collateral Section

37. The Northern Trust Company, as Lending Agent on behalf of Los Angeles City Employees' Retirement System
38. The Northern Trust Company, as Lending Agent on behalf of The Nestle Group
39. Sunrise Partners Limited Partnership
40. Paulson & Co. Inc.
41. The Royal Bank of Scotland PLC
42. Principal Life Insurance Company
43. Cooperative Centrale Raiffeisen-Boerenleenbank B.A.
44. RCG PB, Ltd.
45. Stone Lion Portfolio L.P.
46. Castlerigg Master Investments Ltd.
47. Greenwich Capital Markets Inc. (RBS)
48. Taconic Capital Advisors L.P. on behalf of Taconic Capital Partners L.P.
49. Taconic Capital Advisors L.P. on behalf of Taconic Capital Partners 1.5 L.P.
50. Taconic Capital Advisors L.P. on behalf of Taconic Master Fund L.P.
51. Taconic Capital Advisors L.P. on behalf of Taconic Master Fund 1.5 L.P.
52. Taconic Capital Advisors L.P. on behalf of Taconic Opportunity Fund L.P.
53. Taconic Capital Advisors L.P. on behalf of Taconic Opportunity Master Fund L.P.
54. Taconic Capital Advisors L.P. on behalf of Taconic Market Dislocation Fund II L.P.
55. Taconic Capital Advisors L.P. on behalf of Taconic Market Dislocation Master Fund II L.P.
56. VR Global Partners, L.P.
57. VR Liquidity Crisis Recovery Fund, L.P.
58. AEGON USA Investment Management, LLC on behalf of AEGON Life Insurance (Taiwan) Inc.
59. ING Direct NV, Sucursal en España
60. Transamerica Financial Life Insurance Company
61. Legal and General Investment Management America
62. New York Life Insurance Company
63. The Northwestern Mutual Life Insurance Company
64. Northwestern Long Term Care Insurance Company
65. Northwestern Mutual Series Fund, Inc. for its Northwestern Mutual Series Fund Select Bond Portfolio
66. Northwestern Mutual Series Fund, Inc. for its Northwestern Mutual Series Fund Balanced Portfolio
67. Prudential Assurance Company, Ltd.
68. JNL VA High Yield Bond Fund
69. Jackson National Life Insurance Company of New York
70. Jackson National Life Insurance Company
71. Thrivent Financial for Lutherans

**Exhibit "B"**

### Bank Bondholders

1. Altma Fund Sicav P.L.C. In Respect Of Russell Sub-Fund
2. Anchorage Capital Master Offshore, Ltd.
3. Bank of Scotland plc
4. Cetus Capital, LLC
5. Corporate Debt Opportunities Fund, Ltd.
6. Fir Tree Capital Opportunity Master Fund, L.P.
7. Fir Tree Mortgage Opportunity Master Fund, L.P.
8. Fir Tree Value Master Fund, L.P.
9. HFR ED Select Fund IV Master Trust
10. Juggernaut Fund, L.P.
11. Lyxor/York Fund Limited
12. Marathon Credit Opportunity Master Fund, Ltd.
13. Marathon Credit Master Fund, Ltd.
14. Marathon Special Opportunity Master Fund, Ltd.
15. Permal York Ltd.
16. Quintessence Fund L.P.
17. QVT Fund LP
18. Silver Point Capital Fund, LP
19. Silver Point Capital Offshore Fund, Ltd.
20. The Governor and Company of the Bank of Ireland
21. The Värde Fund, L.P.
22. The Värde Fund VI-A, L.P.
23. The Värde Fund VII-B, L.P.
24. The Värde Fund VIII, L.P.
25. The Värde Fund IX, L.P.
26. The Värde Fund IX-A, L.P.
27. Värde Investment Partners (Offshore), Ltd.
28. Värde Investment Partners, L.P.
29. Windmill Master Fund LP
30. York Capital Management, L.P.
31. York Credit Opportunities Fund, L.P.
32. York Credit Opportunities Master Fund, L.P.
33. York Investment Master Fund, L.P.
34. York Select, L.P.
35. York Select Master Fund, L.P.

**Exhibit "C"**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> ,	)	Case No. 08-12229 (MFW)
Debtors.	)	Jointly Administered

**VERIFIED STATEMENT OF DRINKER BIDDLE & REATH LLP PURSUANT TO  
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

1. Drinker Biddle & Reath LLP (“DBR”), in connection with its representation of certain unaffiliated holders of notes issued by Washington Mutual Bank, (“WMB”) (the “WMB Noteholders”), hereby submits this statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “2019 Statement”).

2. DBR as co-counsel with Grant & Eisenhofer P.A., currently represents in the above captioned Chapter 11 certain WMB Noteholders in connection with the Debtors’ Corrected Twentieth (20<sup>th</sup>) Omnibus (Substantive) Objection to Claims (Docket No. 2326) related solely to the Debtors’ objection with regard to the portion of their Proof of Claim (Claim No. 2480) set forth in pages 9 – 10 of the Proof of Claim. The WMB Noteholders represented by DBR are identified on Exhibit A hereto.

3. The WMB Noteholders hold interests in, or advise funds that hold interest in, Senior and/or Subordinated Notes issued by WMB (the “WMB Notes”).

4. The WMB Noteholders have informed DBR, through co-counsel, that they are the beneficial owners of, or the holders or managers of, or advise funds they hold or manage various accounts with investment authority, contractual authority, or voting authority who hold or have purchased WMB Notes. The WMB Noteholders have informed DBR, through co-counsel, that



Exhibit B attached hereto is a list of the WMB Notes acquired by the respective WMB Noteholders from and after September 25, 2007 (one year prior to the WMI petition date) and the respective WMB Noteholders' current holdings.

5. Although the individual WMB Noteholders have hired DBR to represent their interests with respect to the Claim Objection as set forth above, each of the WMB Noteholders makes its own decisions as to how it wishes to proceed and does not act for, or purport to represent or speak on behalf of, any other WMB Noteholders or any other holder of WMB Notes.

6. DBR does not own any claims against or equity interests in the Debtors.

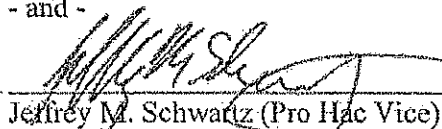
7. DBR reserves the right to revise, to supplement, and to amend this Verified Statement as need be.

The undersigned declares under penalty of privacy that the foregoing is true and correct based upon information provided by the WMB Noteholders through co-counsel.

Dated: May 17, 2010  
Chicago, IL

DRINKER BIDDLE & REATH LLP  
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jeffrey.schwartz@dbr.com

**Exhibit A**  
**WMB Noteholders**

<p>Thrivent Financial for Lutherans 625 Fourth Avenue S. Minneapolis, MN 55415-1665</p>
<p>AEGON USA Investment Management, LLC AEGON Life Insurance (Taiwan) Transamerica Financial Life Insurance Company 4333 Edgewood Road NE Cedar Rapids, IA 52499</p>
<p>Legal &amp; General Investment Management America Legal &amp; General Investment Management 8755 West Higgins Road – Suite 600 Chicago, IL 60631</p>
<p>New York Life Investment Management LLC 51 Madison Avenue, 10<sup>th</sup> Floor New York, NY 10010</p>
<p>The Northwestern Mutual Life Insurance Company Northwestern Long Term Care Insurance Company Northwestern Mutual Series Fund, Inc. and its Select Bond Portfolio Northwestern Mutual Series Fund, Inc. and its Balanced Portfolio 720 East Wisconsin Avenue, Room 550 Milwaukee, WI 53202</p>
<p>PPM America, Inc. Prudential Assurance Company Ltd. JNL VA High Yield Bond Fund Jackson National Life Insurance Company of New York Jackson National Life Insurance Company 225 West Wacker Drive, Suite 1200 Chicago, IL 60606</p>
<p>ING Direct NV Sucursal en España Severo Ochoa 2, Parque Empresarial Madrid-Las Rozas, Madrid Spain</p>



## Exhibit B

### PPM

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<i>Transactions</i>					
07/02/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,110	80.174
10/22/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,175	0.500
09/23/08	93933VBC1	WASHINGTON MUTUAL BK	Buy	5,000	35.000
09/24/08	93933VBC1	WASHINGTON MUTUAL BK	Buy	3,000	34.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	750	77.000
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	950	77.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	750	77.250
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	1,000	77.000
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	1,700	77.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	1,000	77.250
09/26/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	950	16.000
09/26/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	1,700	16.000
09/25/08	93933WAA4	WASHINGTON MUTUAL BANK	Buy	1,500	31.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	7,800	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	150	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	300	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	1,750	30.000
06/25/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	2,750	78.390
07/02/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	276	75.529
07/09/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	294	69.986
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	6,617	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	1,633	62.625
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	2,949	61.375
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	61.375
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	751	61.375
10/07/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	1,940	1.000
10/07/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	2,750	1.000
10/10/07	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	89.206
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	200	66.500
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	66.500
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	66.500
01/14/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	65.500
01/14/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	600	65.500
01/22/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	800	66.500
01/22/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	1,000	66.500
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	240	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	700	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	13,600	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	7,347	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Add Long	400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,600	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	100.000

## Exhibit B

### PPM

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	400	93.500
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	7,600	93.500
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	2,000	93.500
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	84.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,800	82.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	100	82.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,100	82.000
11/13/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	4,500	80.750
11/13/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	80.750
11/14/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	2,000	83.000
11/14/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	83.000
12/05/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,800	80.750
12/05/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,200	80.750
12/12/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	4,000	83.500
12/12/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	83.500
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	100	84.000
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	300	84.000
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	100	84.000
02/14/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	900	83.500
03/07/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	140	73.000
04/25/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	400	87.000
05/15/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	89.000
07/02/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	38	77.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	1,613	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	787	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	336	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	164	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	14,720	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	7,180	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	3,831	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	1,869	13.000
10/27/08	93933VAS7	WASHINGTON MUTUAL BK NV	Sell	1,175	0.500

#### Holdings

<i>Cusip</i>	<i>Current</i>
93936TAA8	33,285
93933VBC1	9,800
93933WAC0	41,552
93933VAS7	0
93933WAA4	1,500
93933WAB2	10,000

**Exhibit B**  
**ING Spain**  
**Transactions / Holdings in Washington Mutual Bank Debt**  
**Transactions after September 25, 2007 / Current Holdings**

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
03/29/10	93933VAY4	WASHINGTON MUTUAL BK NV	Sell	13,700	46.880
04/29/10	93933VAY4	WASHINGTON MUTUAL BK NV	Sell	3,931	49.630
04/29/10	XS026770840	WASHINGTON BANK FLOAT	Sell	7,300	?

**Holdings**

<b>Cusip</b>	<b>Current</b>
93933VAY4	32,369
93933VBE7	50,000
XS026770840	42,700

**Exhibit B**  
**Legal & General**  
**Transactions / Holdings in Washington Mutual Bank Debt**  
**Transactions after September 25, 2007 / Current Holdings**

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
11/13/07	93933VBC1	WASH MUT BANK NV	Buy	6,000	83.003
11/14/07	93933VBC1	WASH MUT BANK NV	Buy	1,500	83.117
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	1,465	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	535	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	3,000	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	1,000	87.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	1,000	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	965	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	3,000	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	1,500	84.000
11/13/07	93933WAA4	WASH MUT BANK FA	Buy	6,500	93.462
05/30/08	93933WAA4	WASH MUT BANK FA	Buy	1,700	93.875
12/03/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	83.750
12/03/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	83.750
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	3,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
01/22/08	93933WAC0	WASH MUT BANK NV	Buy	5,000	84.000
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	3,800	73.500
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	500	73.500
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	700	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	1,200	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	350	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	500	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	250	73.500
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	600	87.000
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	900	87.000
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	800	87.000
04/21/08	93933WAC0	WASH MUT BANK NV	Buy	2,000	86.000
04/25/08	93933WAC0	WASH MUT BANK NV	Buy	6,000	87.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500

**Holdings**

<b>Cusip</b>	<b>Current</b>
93934WAA4	8,200
93933WAC0	13,400

## Exhibit B

### NY Life

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	250	95.452
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	500	95.452
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	500	95.452
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	500	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	500	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	6,450	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	175	90.000
02/08/08	93933VBA5	WASH MUT BANK NV	Buy	200	94.189
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	500	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	500	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	6,450	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	375	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	4,500	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	2,000	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	500	0.125
11/01/06	93933VBF4	WASH MUT BANK NV	Buy	10,000	100.000
10/24/08	93933VBF4	WASH MUT BANK NV	Swap Out	10,000	28.000
10/24/08	93933VAZ1	WASH MUT BANK NV	Swap In	10,000	28.375

#### Holdings

<b>Cusip</b>	<b>Current</b>
93933VBA5	11,825
93933VBC1	7,000
93933VBF4	10,000
93933VAS7	18,000
93933WAA4	4,735

## Exhibit B

### Aegon

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
03/19/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,500	80.055
04/11/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	5,000	88.240
06/02/09	93933VAY4	WASH MUT BANK NV	Sell	6,000	23.750
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	99.728
04/11/08	93933VBA5	WASH MUT BANK NV	Sell	125	88.511
04/11/08	93933VBA5	WASH MUT BANK NV	Sell	4,875	88.511
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	3,890	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	2,750	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	5,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	2,000	0.010
01/11/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	5,000	97.788
05/09/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	2,000	93.250
05/09/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	5,000	93.250
11/06/08	93935RAA3	WASH MUTAL PDF FDG III	Sell	20,000	0.005

#### Holdings

<b>Cusip</b>	<b>Current</b>
93933VBA5	20,000
93935RAA3	20,000
93933VAY4	6,000
93933VAS7	32,280
93933WAB2	53,000
93933WAD8	15,000
93933WAA4	9,685

## Exhibit B

### Northwestern Mutual Transactions / Holdings in Washington Mutual Bank Debt Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	1,110	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	250	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	700	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	355	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	130	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	20,705	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	250	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	580	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	365	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	185	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	65	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	10,535	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	520	0.250
08/19/08	93933WAA4	WASHINGTON MUTUAL BK FA	Buy	10,000	72.000
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	300	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	825	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	900	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	265	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	280	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	205	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	225	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	10,405	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	11,595	62.500
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	300	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	1,140	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	360	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	285	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	14,415	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	585	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	185	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	145	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	7,585	0.250

#### Holdings

<i>Cusip</i>	<i>Current</i>
93933VBA5	35,750
93933WAC0	25,000
93933WAA4	10,000

**Exhibit B**  
**Thrivent**  
**Transactions / Holdings in Washington Mutual Bank Debt**  
**Transactions after September 25, 2007 / Current Holdings**

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
01/24/08	93933VAS7	WASHINGTON MUTUAL BK FA	Buy	2,000	91.500
09/01/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	1,000	67.500
09/04/08	93933WAB2	WASHINGTON MUTUAL BK FA	Sell	2,000	59.000
01/24/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	3,000	85.500

**Holdings**

<b>Cusip</b>	<b>Current</b>
93933VBC1	10,000
93933VBA5	4,000
93934WAA4	10,000
93933VAS7	14,000
93933WAC0	14,000
93933WAB2	12,000



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

In re:	)	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> ,	)	Case No. 08-12229 (MFW)
Debtors.	)	Jointly Administered

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on May 17, 2010, he caused a true and correct copy of the *Verified Statement of Drinker Biddle & Reath LLP Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* to be served upon all parties via CM/ECF and by first class mail, postage prepaid upon the parties listed below:

Brian S. Rosen, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153

Fred S. Hodara, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, NY 10036

William P. Bowden, Esq.  
Ashby & Geddes, P.A.  
500 Delaware Avenue, 8<sup>th</sup> Floor  
Wilmington, DE 19801

Dated: May 17, 2010

**DRINKER BIDDLE & REATH LLP**

/s/ David P. Primack  
David D. Primack (DE 4449)  
1100 N. Market Street, Suite 1000  
Wilmington, DE 19801-1254  
Telephone: 302.467.4200  
Facsimile: 302.467.4201

**Exhibit "D"**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

----- X	
	: Chapter 11 Cases
<b>In re :</b>	: :
	: Case No. 08-12229 (MFW)
<b>WASHINGTON MUTUAL, INC., et. al.,</b>	: :
	: Jointly Administered
<b>DEBTORS</b>	: :
	: :
----- X	

**VERIFIED STATEMENT OF GRANT & EISENHOFER P.A. PURSUANT TO  
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

1. Grant & Eisenhofer P.A. ("G&E"), in connection with its representation of certain unaffiliated holders of notes issued by Washington Mutual Bank, ("WMB") (the "WMB Noteholders"), hereby submits this statement in accordance with Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "2019 Statement").

2. G&E, as co-counsel with Drinker Biddle & Reath LLP., currently represents in the above captioned Chapter 11 certain WMB Noteholders in connection with the Debtors' Corrected Twentieth (20<sup>th</sup>) Omnibus (Substantive) Objection to Claims (Docket No. 2326) related solely to the Debtors' objection with regard to the portion of their Proof of Claim (Claim No. 2480) set forth in pages 9-10 of the Proof of Claim. The WMB Noteholders represented by G&E are identified on Exhibit A hereto.

3. The WMB Noteholders hold interests in, or advise funds that hold interest in, Senior and/or Subordinated Notes issued by WMB.

4. The WMB Noteholders have informed G&E that they are the beneficial owners of, or the holders or managers of, or advise funds they hold or manage various accounts with investment authority, contractual authority, or voting authority who hold or have purchased WMB Notes. The WMB Noteholders have informed G&E that Exhibit B attached hereto is a list



of the WMB Notes acquired by the respective WMB Noteholders from and after September 25, 2007 (one year prior to the WMI petition date) and the respective WMB Noteholders' current holdings.

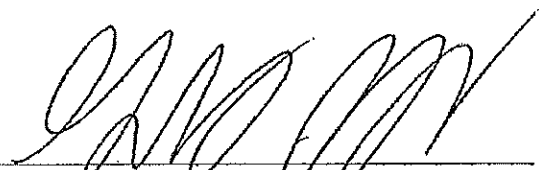
5. Although the individual WMB Noteholders have hired G&E to represent their interests with respect to the Claim Objection as set forth above, each of the WMB Noteholders makes its own decisions as to how it wishes to proceed and does not act for, or purport to represent or speak on behalf of, any other WMB Noteholders or any other holder of WMB Notes.

6. G&E does not own any claims against or equity interests in the Debtors.

7. G&E reserves the right to revise, to supplement, and to amend this Verified Statement as need be.

The undersigned declares under penalty of privacy that the foregoing is true and correct based upon information provided by the WMB Noteholders .

Dated: May 17, 2010  
Wilmington, DE



---

Jay W. Eisenhofer (DE Bar # 2864)  
Geoffrey C. Jarvis (DE Bar # 4064)  
Christine M. Mackintosh (DE Bar # 5585)  
GRANT & EISENHOFER P.A.  
1201 N. Market Street, Suite 2100  
Wilmington, DE 19801  
302.622.7000  
302.622.7100 (facsimile)  
jeisenhofer@gelaw.com  
gjarvis@gelaw.com  
cmackintosh@gelaw.com

**Exhibit A**  
**WMB Noteholders**

Thrivent Financial for Lutherans 625 Fourth Avenue S. Minneapolis, MN 55415-1665
AEGON USA Investment Management, LLC AEGON Life Insurance (Taiwan) Transamerica Financial Life Insurance Company 4333 Edgewood Road NE Cedar Rapids, IA 52499
Legal & General Investment Management America Legal & General Investment Management 8755 West Higgins Road – Suite 600 Chicago, IL 60631
New York Life Investment Management LLC 51 Madison Avenue, 10 <sup>th</sup> Floor New York, NY 10010
The Northwestern Mutual Life Insurance Company Northwestern Long Term Care Insurance Company Northwestern Mutual Series Fund, Inc. and its Select Bond Portfolio Northwestern Mutual Series Fund, Inc. and its Balanced Portfolio 720 East Wisconsin Avenue, Room 550 Milwaukee, WI 53202
PPM America, Inc. Prudential Assurance Company Ltd. JNL VA High Yield Bond Fund Jackson National Life Insurance Company of New York Jackson National Life Insurance Company 225 West Wacker Drive, Suite 1200 Chicago, IL 60606
ING Direct NV Sucursal en España Severo Ochoa 2, Parque Empresarial Madrid-Las Rozas, Madrid Spain

## Exhibit B

### PPM

## Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<i>Transactions</i>					
07/02/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,110	80.174
10/22/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,175	0.500
09/23/08	93933VBC1	WASHINGTON MUTUAL BK	Buy	5,000	35.000
09/24/08	93933VBC1	WASHINGTON MUTUAL BK	Buy	3,000	34.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	750	77.000
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	950	77.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	750	77.250
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	1,000	77.000
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Buy	1,700	77.500
07/25/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	1,000	77.250
09/26/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	950	16.000
09/26/08	93933VBE7	WASHINGTON MUTUAL BK NV	Sell	1,700	16.000
09/25/08	93933WAA4	WASHINGTON MUTUAL BANK	Buy	1,500	31.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	7,800	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	150	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	300	30.000
09/25/08	93933WAB2	WASHINGTON MUTUAL BK NV	Buy	1,750	30.000
06/25/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	2,750	78.390
07/02/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	276	75.529
07/09/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	294	69.986
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	6,617	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	62.625
08/19/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	1,633	62.625
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	2,949	61.375
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	250	61.375
08/21/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	751	61.375
10/07/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	1,940	1.000
10/07/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	2,750	1.000
10/10/07	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	89.206
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	200	66.500
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	66.500
01/11/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	66.500
01/14/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	400	65.500
01/14/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	600	65.500
01/22/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	800	66.500
01/22/08	93935JAA1	WASH MUTUAL PFD FDG II	Sell	1,000	66.500
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	240	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	700	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	13,600	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	7,347	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Add Long	400	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,600	100.000
10/18/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	100.000

## Exhibit B

### PPM

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	400	93.500
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	7,600	93.500
11/02/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	2,000	93.500
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	84.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,800	82.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	100	82.000
11/08/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,100	82.000
11/13/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	4,500	80.750
11/13/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	500	80.750
11/14/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	2,000	83.000
11/14/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	83.000
12/05/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	3,800	80.750
12/05/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,200	80.750
12/12/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	4,000	83.500
12/12/07	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	83.500
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	100	84.000
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	300	84.000
01/11/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	100	84.000
02/14/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	900	83.500
03/07/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	140	73.000
04/25/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	400	87.000
05/15/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	1,000	89.000
07/02/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Buy	38	77.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	1,613	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	787	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	336	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	164	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	14,720	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	7,180	13.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	3,831	11.000
09/23/08	93936TAA8	WASHINGTON MUTUAL PFD IV	Sell	1,869	13.000
10/27/08	93933VAS7	WASHINGTON MUTUAL BK NV	Sell	1,175	0.500

#### Holdings

<i>Cusip</i>	<i>Current</i>
93936TAA8	33,285
93933VBC1	9,800
93933WAC0	41,552
93933VAS7	0
93933WAA4	1,500
93933WAB2	10,000

**Exhibit B**  
**ING Spain**  
**Transactions / Holdings in Washington Mutual Bank Debt**  
**Transactions after September 25, 2007 / Current Holdings**

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
03/29/10	93933VAY4	WASHINGTON MUTUAL BK NV	Sell	13,700	46.880
04/29/10	93933VAY4	WASHINGTON MUTUAL BK NV	Sell	3,931	49.630
04/29/10	XS026770840	WASHINGTON BANK FLOAT	Sell	7,300	?

**Holdings**

<i>Cusip</i>	<i>Current</i>
93933VAY4	32,369
93933VBE7	50,000
XS026770840	42,700



## Exhibit B

### Legal & General

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
11/13/07	93933VBC1	WASH MUT BANK NV	Buy	6,000	83.003
11/14/07	93933VBC1	WASH MUT BANK NV	Buy	1,500	83.117
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	1,465	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	535	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	3,000	87.000
01/11/08	93933VBC1	WASH MUT BANK NV	Sell	1,000	87.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	1,000	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	965	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	3,000	84.000
04/07/08	93933VBC1	WASH MUT BANK NV	Sell	1,500	84.000
11/13/07	93933WAA4	WASH MUT BANK FA	Buy	6,500	93.462
05/30/08	93933WAA4	WASH MUT BANK FA	Buy	1,700	93.875
12/03/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	83.750
12/03/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	83.750
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	3,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
12/11/07	93933WAC0	WASH MUT BANK NV	Buy	1,000	85.000
01/22/08	93933WAC0	WASH MUT BANK NV	Buy	5,000	84.000
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	3,800	73.500
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	500	73.500
03/14/08	93933WAC0	WASH MUT BANK NV	Sell	700	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	1,200	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	350	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	500	73.500
03/18/08	93933WAC0	WASH MUT BANK NV	Sell	250	73.500
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	600	87.000
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	900	87.000
04/07/08	93933WAC0	WASH MUT BANK NV	Sell	800	87.000
04/21/08	93933WAC0	WASH MUT BANK NV	Buy	2,000	86.000
04/25/08	93933WAC0	WASH MUT BANK NV	Buy	6,000	87.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
10/18/07	93936TAA8	WASH MUTUAL PFD	Buy	600	100.000
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500
12/11/07	93936TAA8	WASH MUTUAL PFD	Sell	600	82.500

#### Holdings

<i>Cusip</i>	<i>Current</i>
93934WAA4	8,200
93933WAC0	13,400

## Exhibit B

### NY Life

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	250	95.452
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	500	95.452
11/02/07	93933VBA5	WASH MUT BANK NV	Sell	500	95.452
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	500	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	500	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	6,450	90.000
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	175	90.000
02/08/08	93933VBA5	WASH MUT BANK NV	Buy	200	94.189
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	500	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	500	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	6,450	0.125
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	375	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	4,500	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	2,000	0.125
11/19/08	93933VBC1	WASH MUT BANK NV	Sell	500	0.125
11/01/06	93933VBF4	WASH MUT BANK NV	Buy	10,000	100.000
10/24/08	93933VBF4	WASH MUT BANK NV	Swap Out	10,000	28.000
10/24/08	93933VAZ1	WASH MUT BANK NV	Swap In	10,000	28.375

#### Holdings

<b>Cusip</b>	<b>Current</b>
93933VBA5	11,825
93933VBC1	7,000
93933VBF4	10,000
93933VAS7	18,000
93933WAA4	4,735

## Exhibit B

### Aegon

#### Transactions / Holdings in Washington Mutual Bank Debt

Transactions after September 25, 2007 / Current Holdings

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
03/19/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	1,500	80.055
04/11/08	93933VAS7	WASHINGTON MUTUAL BK FA	Sell	5,000	88.240
06/02/09	93933VAY4	WASH MUT BANK NV	Sell	6,000	23.750
12/11/07	93933VBA5	WASH MUT BANK NV	Buy	1,000	99.728
04/11/08	93933VBA5	WASH MUT BANK NV	Sell	125	88.511
04/11/08	93933VBA5	WASH MUT BANK NV	Sell	4,875	88.511
11/19/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	1,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	3,890	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	2,750	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	5,000	0.010
12/31/08	93933VBA5	WASH MUT BANK NV	Sell	2,000	0.010
01/11/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	5,000	97.788
05/09/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	2,000	93.250
05/09/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	5,000	93.250
11/06/08	93935RAA3	WASH MUTAL PDF FDG III	Sell	20,000	0.005

#### Holdings

<b>Cusip</b>	<b>Current</b>
93933VBA5	20,000
93935RAA3	20,000
93933VAY4	6,000
93933VAS7	32,280
93933WAB2	53,000
93933WAD8	15,000
93933WAA4	9,685

## Exhibit B

### Northwestern Mutual Transactions / Holdings in Washington Mutual Bank Debt Transactions after September 25, 2007 / Current Holdings

Trade Date	Cusip	Description	Tran Type	Qty	Price
<i>Transactions</i>					
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	1,110	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	250	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	700	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	355	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	130	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	20,705	0.250
12/10/08	93933VBA5	WASH MUT BANK NV	Sell	250	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	580	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	365	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	185	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	65	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	10,535	0.250
12/17/08	93933VBA5	WASH MUT BANK NV	Sell	520	0.250
08/19/08	93933WAA4	WASHINGTON MUTUAL BK FA	Buy	10,000	72.000
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	300	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	825	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	900	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	265	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	280	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	205	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	225	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	10,405	62.500
08/14/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	11,595	62.500
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	300	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	1,140	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	360	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	285	0.250
12/10/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	14,415	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	585	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	185	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	145	0.250
12/17/08	93933WAC0	WASHINGTON MUTUAL BK FA	Sell	7,585	0.250

#### Holdings

Cusip	Current
93933VBA5	35,750
93933WAC0	25,000
93933WAA4	10,000

**Exhibit B**  
**Thrivent**  
**Transactions / Holdings in Washington Mutual Bank Debt**  
**Transactions after September 25, 2007 / Current Holdings**

<i>Trade Date</i>	<i>Cusip</i>	<i>Description</i>	<i>Tran Type</i>	<i>Qty</i>	<i>Price</i>
<b>Transactions</b>					
01/24/08	93933VAS7	WASHINGTON MUTUAL BK FA	Buy	2,000	91.500
09/01/08	93933WAA4	WASHINGTON MUTUAL BK FA	Sell	1,000	67.500
09/04/08	93933WAB2	WASHINGTON MUTUAL BK FA	Sell	2,000	59.000
01/24/08	93933WAC0	WASHINGTON MUTUAL BK FA	Buy	3,000	85.500

**Holdings**

<b>Cusip</b>	<b>Current</b>
93933VBC1	10,000
93933VBA5	4,000
93934WAA4	10,000
93933VAS7	14,000
93933WAC0	14,000
93933WAB2	12,000