

the Court to temporarily allow their claim for purposes of voting on the Debtors' proposed Seventh Amended Plan, as may be amended or modified (the "Plan") and respectfully state the following:

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334. The Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue for the Motion is proper in this district under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicate for the relief requested herein is Rule 3018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

BACKGROUND

A. The Securities Litigation

3. Prior to September 26, 2008 (the "Petition Date"), two putative securities class actions were filed in, and one putative class action was removed to, the District Court. On October 23, 2009, the actions were consolidated and Chicago PABF was appointed a lead plaintiff by Judge Marsha J. Pechman (U.S.D.J.). On December 31, 2009, Chicago PABF filed a consolidated complaint (the "CAC") asserting violations of certain federal securities laws, including Sections 11, 12(a)(2) and 15 of the Securities Act of 1933, and certain Washington State statutes (RCW §§ 21.20.010(2) and (3) and 21.20.430(1) and (3)), against certain non-Debtors, including related entities of WMI and their officers and directors, in connection with the purchase by the MBS Plaintiffs of certificates issued pursuant to public offerings for securitizations conducted and underwritten by the Debtors and the Related Defendants (defined below) of mortgage-backed securities (the "Certificates"). Because of the automatic stay (11 U.S.C. §§ 362(a)), WMI *was not* named as a defendant in the CAC.

4. A fourth class action was filed by Doral Bank, on October 30, 2009, in the District Court (the "Doral Action"). The Doral Action asserted claims for violations of the same federal securities and state laws against the same defendants in connection with certificates that

Doral Bank had purchased. The Doral Action was transferred to Judge Pechman as a related case.

5. On March 24, 2010, Judge Pechman consolidated the Doral Action and the consolidated class action into a single action (the “Consolidated Action”) in the District Court, and appointed Chicago PABF and Doral Bank as co-lead plaintiffs. On April 1, 2010, Chicago PABF and Doral Bank filed the Second Amended Consolidated Complaint (the “SACC”). The SACC asserted claims for violations of Sections 11, 12 and 15 of the Securities Act of 1933, and other laws, against defendants WaMu Asset Acceptance Corporation (“WMAAC”) and WaMu Capital Corporation (“WCC”), non-debtor related entities of the Debtors, and certain of the non-debtor entities’ officers and directors (collectively the “Related Defendants”), and also companies that had rated the Certificates purchased pursuant to the two Registration Statements, filed on December 30, 2005 (amended on January 3, 2006) and on March 13, 2007 (amended on April 9, 2007) and various prospectuses that purportedly contained false and misleading statements.

6. The SACC alleged that the Offering Documents for the Certificates contained material misstatements and omissions, including, among others, false statements about the underwriting guidelines and due diligence procedures of the Related Defendants used for the mortgages underlying the Certificates. The Certificates were issued in a series of thirty-six public offerings which took place between January 26, 2006 and June 26, 2007. Pursuant to the Offering Documents, a total of \$47.25 billion of Certificates were sold to the class defined in the SACC.

7. Judge Pechman, in her September 28, 2010 decision denying, in part, the Related Defendants’ motions to dismiss, held that the MBS Plaintiffs had adequately alleged false or misleading statements concerning the underwriting standards described in the Offering Documents but only for the particular public offerings in which they had purchased Certificates. See Boilermakers Nat. Annuity Trust Fund v. WaMu Mortg. Pass Through Certificates, Series AR1, et al., 748 F.Supp.2d 1246 (W.D. Wash. 2010). Thus, Judge Pechman’s order permitted

the Consolidated Action to proceed with the claims asserted under Section 11 of the Securities Act against the Related Defendants on behalf of purchasers of seven Certificate offerings, through which approximately *\$10.8 billion* of securities were sold to investors. See SACC ¶¶2, 6 and 38.

8. In March 2011, the MBS Plaintiffs sought class certification in the District Court. In June 2011, defendants moved for judgment on the pleadings concerning certain of the tranches of mortgage backed securities. On October 21, 2011, the District Court entered an order (the “Class Certification Order”) [Doc. No. 345, Case No. 09-cv-00037 (MJP) (W.D. Wa.)] granting the defendants’ motion for judgment on the pleadings as to the plaintiffs’ lack of standing to pursue claims for securities they did not purchase and granting in part plaintiffs’ motion for class certification with respect to claims arising from the remaining tranches of securities. *See* n.2, *supra*. With respect to the remaining tranches, approximately \$2.44 billion of securities were sold to investors.

B. The Class Claim

9. On March 30, 2009, the MARTA/ATU Retirement Plan filed Claim No. 2689 (the “MARTA/ATU Claim”), asserting a contingent unsecured claim in the amount of \$2,647,143.96, based on the purchase of WaMu Mortgage Pass-Through Trust Certificates purchased between February 16, 2006 and March 18, 2008. On March 31, 2009, the New Orleans Retirement System (“New Orleans”) and MARTA/ATU filed Claim No. 3515, asserting a contingent unsecured class claim in the amount of \$39,837,106,891.00, based on “Violation of Federal Securities Laws.”

10. On January 18, 2010, Chicago PABF filed an amended class proof of unsecured claim [Claim No. 3812] (the “Claim No. 3812”) against the Debtors reflecting the then-current securities claims based upon the alleged violations of federal securities laws as described in the CAC, and WMI’s conduct in connection therewith.

11. On May 18, 2010, the Debtors filed a substantive objection to the Class Claim. [Doc. No. 3801.] Rather than litigating the merits of Claim No. 3812 in the Bankruptcy Court and in view of the *then* perceived risk of subordination under § 510(b) of the Bankruptcy Code, the parties entered into a stipulation (the “Stipulation”), withdrawing Claim No. 3812 without prejudice to re-filing it at a later date. On November 23, 2010, the Court entered the Stipulation and Order approving the Stipulation withdrawing Claim No. 3812 without prejudice. [Doc. No. 6068.] The Stipulation provided that the MBS Plaintiffs could re-file Claim No. 3812 in the event of a recovery to Class 18 under the Plan.³

12. As the conditions set forth in the Stipulation for re-filing Claim No. 3812 have been satisfied (by virtue of the terms of the Debtors’ Seventh Amended Plan, filed on December 12, 2011 [Doc. No. 9178]), on January 11, 2012, the MBS Plaintiffs re-filed Claim No. 3812, amended to reflect the narrower Class certified by the District Court (the “Class Claim” or “Class Proof of Claim”).

13. The Class Claim, in the amount of at least \$273 million, is for damages against WMI, under Sections 11 and 15 of the Securities Act of 1933, 15 U.S.C. §§ 77k, 77o, for damages related to the purchases of mortgage-backed securities by the MBS Plaintiffs and the Class, as specifically set forth in the SACC and as limited by the Class Certification order.⁴

14. Given this Court’s recent decision denying subordination of the Tranquility Claim (the “Tranquility Decision”), and the fact that the Class Claim is indistinguishable from the claim that has been asserted by Tranquility (the “Tranquility Claim”), the Tranquility Decision should be considered binding on the Debtors with respect to the classification of the Class Claim under the doctrine of the Law of the Case. Accordingly, the MBS Plaintiffs have a general unsecured claim against WMI.

³ The Stipulation and Order is not a determination pursuant to a Final Order that the claims of the MBS Plaintiffs are subordinated (see Section 1.153 of the Seventh Amended Plan). No such order exists.

⁴ The MBS Plaintiffs reserve their right to amend the Class Claim in the event the Class is modified by the District Court.

C. Proposed Solicitation and Voting Procedures

15. On December 12, 2011, the Debtors filed their *Motion for an Order Pursuant to Sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code and Bankruptcy Rules 2002, 3003, 3017, 3018, 3019, 3020 and 9006 (I) Approving the Proposed Disclosure Statement and the Form and Manner of the Notice of the Proposed Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling a Confirmation Hearing, and (IV) Establishing Notice and Objection Procedures for Confirmation of the Debtors' Seventh Amended Plan* (the "Disclosure Statement Approval Motion"). See Doc. No. 9181. The Disclosure Statement Approval Motion seeks not only the approval of the Disclosure Statement, but approval of solicitation and voting procedures and plan confirmation procedures as well. With respect to voting procedures, the Disclosure Statement Approval Motion proposes a voting and election deadline of February 9, 2012 at 5:00 p.m. (PT). The Disclosure Statement Approval Motion provides that "[i]f any Creditor seeks to challenge the allowance (or disallowance, as the case may be) of its claim for voting purposes, i.e., the Creditor believes it should be entitled to vote or believes it should be entitled to vote in a different Class or amount - the Debtors propose that such Creditor file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes in a different amount (a 'Rule 3018 Motion')." Disclosure Statement Approval Motion, ¶61. In accordance therewith, the MBS Plaintiffs now file this Motion seeking temporary allowance of their claim as a Class 12 General Unsecured Claim in the amount of \$273 million (plus post-petition interest to the extent allowed in this case) for purposes of voting as Class 12 Creditors.

ARGUMENT⁵

A. The Standard for the Temporary Allowance of a Claim for Voting Purposes.

16. Bankruptcy Rule 3018 provides that “[n]otwithstanding objection to a claim or interest, the court after notice and a hearing may temporarily allow the claim or interest in an amount which the court deems proper for purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a). The Debtors acknowledge that bankruptcy courts have the discretion to temporarily allow claims that are disputed or contingent for voting purposes. See Disclosure Statement Motion, ¶59 (establishing procedures for filing 3018 motions), see also In re Frascella Ent., Inc., 360 B.R. 435, 458 (Bankr. E.D. Pa. 2007); In re Stone Hedge Props., 191 B.R. 59, 63 (Bankr. M.D. Pa. 1995) (finding that a court can temporarily allow a claim in an amount it deems appropriate for voting purposes only); Fed. R. Bankr. P. 3018(a). Furthermore, notwithstanding an objection to a claim, the Bankruptcy Court may consider evidence it finds appropriate to determine the amount of the claim to be allowed temporarily for voting purposes only. In re First Republicbank Corp., 1990 Bankr. LEXIS 2840, at *25 (Bankr. N.D. Tex. June 19, 1990). The underlying policy for permitting a court to temporarily allow claims includes the efficient administration of the estate and the avoidance of potential abuse of the objection process by plan proponents. See Collier on Bankruptcy ¶ 3018.01 [5] (15th ed. rev. 2009). Litigation of claims can be a lengthy process, thus temporary allowance avoids delays that may result from such litigation. Stone Hedge, 191 B.R. at 63 (finding that “claims litigation is often drawn out, thereby defeating one of the essential purposes of the Code”).

17. Generally, Bankruptcy Rule 3018 is invoked when an objection to a claim is filed. Although an objection to the Class Proof of Claim has not yet been filed, the MBS Plaintiffs anticipate that the Debtors will object to the amount or classification of the Class Proof

⁵ All documents referenced in this Motion are publicly available either on the SEC’s Edgar website (<http://www.sec.gov/edgar.shtml>) or on the Senate Special Investigative Committee website that was established for purposes of investigating the loan originating practices at WMI and its subsidiaries (http://hsgac.senate.gov/public/files/Financial_Crisis/FinancialCrisisReport.pdf). In addition, five days prior to the Feb. 1, 2012 hearing, the MBS Plaintiff will provide the Debtors and the Court with a complete compendium of exhibits.

of Claim and, to the extent such an objection is timely filed, the MBS Plaintiffs submit that the relief requested herein is appropriate. If no such objection is filed, then the MBS Plaintiffs have an Allowed Class 12 General Unsecured Claim (assuming that the Tranquility Decision is not altered).⁶

18. The principles of the Bankruptcy Code, *i.e.*, encouraging creditors to vote and to participate in the reorganization process, are best served by temporary allowance claims. In re Amarex Inc., 61 B.R. 301, 303 (Bankr. W.D. Okla. 1985) (holding that “to allow [holders of disputed claims] to vote on the plans, even though some may be eventually disallowed [or reclassified] for purposes of distribution, is more in keeping with the spirit of chapter 11 which encourages creditor vote and participation in the reorganization process”). Indeed, unless the Class Claim is at least temporarily allowed for voting purposes, the MBS Plaintiffs may be deprived of their rights to participate in distributions under the Plan.

19. In determining whether relief under Bankruptcy Rule 3018(a) is warranted, a bankruptcy court should consider (i) the Debtor’s scheduling of the claim; (ii) the proof of claim; and (iii) the nature of the objection. Stone Hedge, 191 B.R. at 65. To justify temporary allowance of their claims, the MBS Plaintiffs have the burden to demonstrate only “colorable claim[s] capable of temporary evaluation.” Armstrong v. Rushton, 294 B.R. 344, 354 (B.A.P. 10th Cir. 2003), aff’d, 97 Fed. Appx. 285 (10th Cir. 2004).

B. The MBS Plaintiffs Have a Valid Class 12 Claim

20. In the present case, the MBS Plaintiffs have a colorable Class 12 General Unsecured Claim capable of temporary evaluation against the Debtors for \$273 million. This is the case because:

- WMI “controlled” its WMAAC and WCC subsidiaries, along with the Individual Defendants, and therefore qualifies as a “control person” under Section 15 of the Securities Act of 1933.

⁶ Indeed, even if the Tranquility Decision is altered or amended, the MBS Plaintiffs would have a Class 18 Subordinated Claim in the amount of at least \$273 million.

- WMI subsidiaries WMAAC, WCC and the Individual Defendants are liable under Section 11 of the Securities Act of 1933 for making false statements and omitting material information from the Registration Statements and Offering Documents that were provided to the MBS Plaintiffs.
- The MBS Plaintiffs and the Class have suffered \$273 million in damages as a result of the false statements and omissions in the Offering Documents.

1. WMI Acted as a “Control Person” Under Section 15 of the 1933 Act.

21. The first order of business is determining whether the Debtor was a “control person” within the meaning of Section 15 of the Securities Act. Section 15 provides that: “[every] person who ... controls any person liability under Section 11 . . . shall also be joint and severally liable with and to the same extent as such controlled person . . . unless the controlling person had no knowledge of or reasonable ground to believe in the existence of the facts by reason of which the liability of the controlled person is alleged to exist.” 11 U.S.C. § 77o. In the context of Section 15, control means “the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.” *Tranquility Decision*, at 8 (Dec. 20, 2011) (quoting *Rochez Bros. Inc. v. Rhoades*, 527 F.2d 880, 890 (3d Cir. 1975)).

22. Here, there is an overwhelming amount of evidence showing that WMI controlled its subsidiaries, including its WMAAC and WCC subsidiaries (collectively, “WaMu”) as this Court previously recognized in its *Tranquility Decision*. *Id.* at 8. Indeed, all times during the events in question, WMI controlled and directed the activities of its various WaMu subsidiaries in connection with the underwriting of loans and their subsequent securitization.

23. For instance, WMI operated the entire WaMu loan origination and securitization business through its subsidiaries and held WaMu out as a single integrated company under WMI’s acknowledged control, with overlapping officers and directors, as well as consolidated systems and financial reporting. WMI exercised its control and direction of the WaMu subsidiaries through a variety of mechanisms, including the following:

- WMI owned 100% of WaMu Capital and WaMu Bank, which in turn owned 100% of WaMu Bank fsb, WaMu Asset Acceptance, and WaMu Mortgage Securities.
- WMI repeatedly acknowledged in its public filings that the WaMu enterprise conducted its entire business as an integrated entity under the common control of WMI, and reported its financial results on a consolidated basis with the WaMu subsidiaries.
- WMI exercised control and influence over WaMu's workforce through the development and implementation of Codes of Conduct and Ethics for WaMu's employees and senior officers.
- WMI organized its business into four operating segments that were managed and controlled by senior officers of WMI. One of these operating segments, Home Loans, was directly responsible for overseeing WaMu's appraisal process and for coordinating and managing the relationships with third-party appraisers, including LSI and eAppraiseIT.
- WMI centrally managed the WaMu subsidiaries, determined corporate strategy, and coordinated decision-making and communication through its Executive Committee and Board of Directors.
- WMI's Executive Committee, which ran the entire WaMu enterprise, included Kerry Killinger (WMI's Chairman and CEO); Stephen Rotella (WMI's President and Chief Operating Officer); Thomas Casey (WMI's Executive Vice President and Chief Financial Officer); Ronald Cathcart (WMI's Executive Vice President and Chief Risk Officer); David Schneider (WMI's Executive Vice President and President of Home Loans); and David Beck (WMI's Executive Vice President and Chief Investment Officer).
- WMI designed and implemented WaMu's 2005 high risk lending strategy that resulted in significant deficiencies in WaMu's underwriting and appraisal practices.
- WMI controlled and directed WaMu's risk management and compliance with laws and regulations through its Board of Directors' Committees, including the Audit Committee, Enterprise Risk Management Committee and Credit Policy Committee.
- WMI controlled and directed WaMu's underwriting standards and credit risk policies through its Finance Committee and Credit Policy Committee.
- WMI has specifically acknowledged that it operated its securitization business as a single company on an integrated basis with its subsidiaries. And WaMu's former employees have confirmed that WMI was responsible for the underwriting and securitization practices complained of herein.
- WMI exercised direction and control over WaMu's securitization activities through its Market Risk Committee.

a. WMI Owned and Controlled Its WMAAC and WCC Subsidiaries.

24. At all times during the events in question, WMI directly and/or indirectly owned and controlled each of the WaMu entities identified in Exhibit 1, which were responsible for the: (i) underwriting and/or sourcing of mortgage loans from third parties (WaMu Bank and WaMu Bank fsb); (ii) pooling and securitization as MBS for sale to investors (WaMu Asset Acceptance); (iii) the sale of the MBS to investors such as the MBS Plaintiffs ; and (iv) the subsequent provision of administration services (WaMu Mortgage Securities), custodial services (WaMu Bank fsb), and mortgage loan servicing (WaMu Bank) related to the MBS sold to investors such as the MBS Plaintiffs; all for the benefit of WMI and its shareholders.

25. In addition, as outlined in Exhibit 2, WMI operated, managed, and controlled WMI and its subsidiaries as divisions of an integrated loan and MBS production “factory” in which: (i) WMI’s banking subsidiaries directly underwrote mortgage loans to borrowers and/or sourced them from third party mortgage lenders and brokers; (ii) sent the mortgage loans down the “assembly line” to WMI’s capital markets division which pooled and packaged the mortgage loans as MBS in order to sell and remove these “assets” from its banking operations’ books; (iii) sold the resulting MBS ultimately to investors through a series of independent trusts; (iv) utilized the MBS sales proceeds to replenish the banking operations’ working capital base so it could process more loans to be sent down the MBS assembly line; and (v) upstreamed the profits from its banking and capital markets operations, including from the sale of MBS and MBS service-related fees, to WMI for the benefit of WMI and its shareholders.

26. As explained below, WMI, through its Executive Committee and Board of Directors, directly managed and directed WMI’s and its subsidiaries’ banking and MBS securitization activities on a centralized basis and readily admitted that these activities were part of an integrated business under WMI’s control. See also Exhibit 3.

b. WMI Operated Its Business Through Its WaMu Subsidiaries.

27. Moreover, as reported by WMI in its 10-K reports for the years 2005,⁷ 2006,⁸ and 2007,⁹ WMI operated its business through its subsidiaries and readily admitted that WaMu was an integrated business or “Company” under WMI’s control, including with respect to WaMu’s loan underwriting and securitization activities.

28. Moreover, WMI and its subsidiaries at all relevant times: had overlapping directors and management; were run together on the same information, accounting, and risk management systems; and reported their financial statements and results on a consolidated basis as part of WMI’s 10-K reports.¹⁰ In addition, WMI operated, centrally managed, and held out WMI and its subsidiaries as an integrated business or “Company”. For example, WMI stated in its 10-K reports filed with the SEC that WMI and its subsidiaries were collectively one “Company”:

With a history dating back to 1889, Washington Mutual, Inc. (together with its subsidiaries “Washington Mutual” or the “Company”) is a retailer of financial services to consumers and small businesses. Based on its consolidated assets at December 31, 2005, the Company was the seventh largest among all U.S.-based bank and thrift holding companies.

The Company’s earnings are primarily driven by lending to consumers and deposit taking activities that generate noninterest income, including the sale and servicing of loans and providing fee-based services to customers.¹¹

29. WMI placed equal importance in clarifying that it acted as a single integrated entity with its subsidiaries:

When we refer to “the Company”, “we,” “our,” and “us” in this Annual Report on Form 10-K, we mean Washington Mutual, Inc. and its subsidiaries.¹²

⁷ See Washington Mutual, Inc., 10-K, Annual Report Pursuant to Section 13 and 15(D), Filed on 03/15/2006 – Period 12/31/2005, available at <http://www.sec.gov/Archives/edgar/data/J933136/000110465906016786/a06-244110k.htm> (“2005 10-K”).

⁸ See Washington Mutual, Inc., EX-3.1, 10-K Filed on 03/01/2007 – Period:12/31/2006, available at <http://www.sec.gov/Archives/edgar/data/933136/000110465907015590/a07-38511100k.htm> (“2006 10-K”).

⁹ See Washington Mutual, Inc., 10-K, Filed on 02/29/2008 –Period: 12/31/2007, available at <http://www.sec.gov/Archives/fed2ar/data/933136/000104746908002083/a182890z10-k.htm> (“2007 10-K”).

¹⁰ See 2005-2007 10-K reports.

¹¹ 2005 10-K, p. 1. See also 2006-10-K and 2007 10-K, p. 1 (stating substantially the same for 2006 and 2007).

¹² 2006 10-K, p. 18; 2006 10-K, p. 18; 2007 10-K, p. 16.

30. In short, there was no meaningful distinction between WMI and its subsidiaries or “divisions” for management, operating and reporting purposes, all of which were centralized under WMI’s direction and control. Similarly, WMI also publicly emphasized in its 10-K reports that it controlled its banking subsidiaries wherein it stated that, “the Company’s banking subsidiaries are under the common control of Washington Mutual, Inc.”¹³ WMI’s banking subsidiaries were integrally involved in WaMu’s loan underwriting, including appraisal, and securitization activities underlying the basis of the MBS Plaintiffs’ claim.

31. WMI also exercised control and influence over WaMu’s tens of thousands of employees — reported as 60,798 in 2005, 49,824 in 2006, and 49,403 in 2007 — through the maintenance of Codes of Conduct and Ethics.¹⁴ As stated by WMI in its 10-K reports:

The Company has implemented ... a revised Company Code of Conduct applicable to all Company officers, employees and directors The Code of Conduct operates as a tool to help Washington Mutual officers, employees, and directors understand and adhere to the high ethical standards required for employment by, or association with, the Company.¹⁵

32. Similarly, WaMu maintained a Code of Ethics to, “provide fundamental ethical principles to which Company’s senior financial officers are expected to adhere.”¹⁶ In short, WMI managed, influenced, and controlled WaMu’s work force through the establishment of common policies and standards of conduct to which all WaMu, employees were subject in the performance of their duties.

33. Furthermore, consistent with the integrated nature of WaMu’s business, WMI at all relevant times reported WMI’s and its subsidiaries’ financial statements and results on a consolidated basis.¹⁷ In doing so, WMI affirmed and held itself out to the public and to the SEC as one integrated “Company” under WMI’s management and control. WMI also organized the “Company” into four operating segments for management reporting and control purposes:

¹³ 2005 10-K, p. 6; 2006 10-K, p. 7; 2007 10-K, p. 2.

¹⁴ 2005 10-K, p. 2; 2006 10-K, p. 1; 2007 10-K, p. 1.

¹⁵ Id.

¹⁶ Id.

¹⁷ See 2005 — 2007 10-K Reports, Washington Mutual Inc. and Subsidiaries Consolidated financial statements and Notes thereto.

The Company has four operating segments for the purpose of management reporting: the Retail Banking and Financial Services Group, the Home Loan Group (previously called the “Mortgage Banking Group”), the Card Services Group and the Commercial Group.¹⁸

34. These operating segments encompassed activities conducted by WMI’s various subsidiaries. This includes WaMu’s Home Loans Group whose business was intimately connected not only with WaMu’s loan underwriting and banking activities, but also with the pooling and securitization of loans for sale to investors like the MBS Plaintiffs:

[t]he Home Loans Group generates both interest income and noninterest income by acquiring home loans from a variety of sources, pooling and securitizing those loans, selling the resulting mortgage-backed securities to secondary market participants and providing ongoing servicing and bond administration for all securities issued.

2005 10-K, p. 40. See also 2006 10-K, p. 38 (“The principal activities of the Home Loans Group includes ... managing the Company’s capital market operations”, including the purchase and sale of loans “in the form of ... mortgage backed securities), and 2007 10-K, p. 41 (stating substantially the same and that the Home Loans Group’s principal activities include “managing the Company’s capital market operations”).

35. As outlined below, the Home Loans Group was managed by and reported to David Schneider (“Schneider”), WMI’s Executive Vice President. See Exhibit 3. Similarly, WMI’s capital markets operations were managed by and reported to David Beck (“Beck”), WMI’s Executive Vice President and Chief Investment Officer. See Exhibit 3. In short, WMI operated its business through its subsidiaries, including its loan underwriting and MBS securitization activities, all of which were centralized under WMI’s management and control. See Exhibit 3; see also Exhibit 2.

c. WMI Centrally Managed WaMu Through WMI’s Executive Officers.

36. Importantly, WMI centrally managed WMI and its subsidiaries through WMI’s executive officers and Board of Directors. For instance, WMI’s senior management and Board of Directors designed, implemented and/or approved the strategy and policies and procedures for, and oversaw all facets of WMI’s and its subsidiaries’ integrated loan

¹⁸ 2005 10-K, p. 38; 2006 10-K, p. 36; 2007 10-K, p. 40.

underwriting and MBS securitization activities as outlined in Exhibit 3. Moreover, at all relevant times, WMI determined strategy and coordinated management decision making and communication for WaMu through WMI's Executive Committee.

37. WMI's Executive Committee was established by Kerry Killinger ("Killinger"), WMI's Chairman and Chief Executive Officer, and was comprised of its most senior executive officers responsible for managing WaMu's business, operations, and control functions over WMI and its subsidiaries. As WMI stated in its 10-K reports:

Mr. Killinger established the Executive Committee to facilitate and coordinate decision making and communication among the most senior officers of the Company who, as a committee, determine the Company's strategic direction.¹⁹

38. In short, at all relevant times, WMI, through its Executive Committee, centrally managed and established the strategic direction of WMI and its subsidiaries. WMI's Executive Committee was comprised of the following individuals more fully identified below:

- Kerry Killinger — Chairman and Chief Executive Officer;
- Stephen Rotella — President and Chief Operating Officer;
- Thomas Casey — Executive Vice President and Chief Financial Officer;
- Ronald Cathcart — Executive Vice President and Chief Risk Officer;
- David Schneider — Executive Vice President and President of Home Loans;
- David Beck — Executive Vice President and Chief Investment Officer.

i. Kerry Killinger: WMI's Chairman and CEO

39. At all relevant times, Killinger served as Chairman and Chief Executive Officer of WMI, and was a member of its Executive Committee. He was also a member of WMI's Board of Directors, and was the Chief Executive Officer of WaMu Capital.²⁰ On July 15, 2008, a class of WMI shareholders filed a class action complaint ("Shareholder Complaint") against WMI's directors and officers ("Management") in the District Court, for violations of the

¹⁹ 2005 10-K, p. 12. 2006 10-K, p. 11. 2007 10-K, p. 7.

²⁰ Hoovers, WaMu Capital Corp. — People's List, available at <http://subscriber.hoovers.com/HLcompany360/people.html?companyID-139608009>.

securities laws based on alleged misrepresentations and omissions by WMI's Management in its 10-K and 10-Q reports and at investor forums, including from 2005-2007, regarding WaMu's loan underwriting, appraisal, and risk management practices and standards ("Shareholder Action"). On October 27, 2009, the District Court denied Management's motion to dismiss, and held that Killinger was a control person of WMI including for purposes of Section 15 of the Securities Act of 1933 — a claim Killinger did not dispute.²¹

40. The heads of WMI's and its subsidiaries' day-to-day operations and risk management and control functions reported to Killinger. This included: (i) Stephen Rotella ("Rotella"), WMI's President and Chief Operating Officer who oversaw WaMu's daily operations including those of its bank subsidiaries; (ii) Enterprise Risk Management, which encompassed the credit risk management function, internal auditing, regulatory relations and compliance; (iii) Finance, which included treasury functions and strategic planning; (iv) Legal; and (v) Human Resources.²² See Exhibit 3.

41. Thus WMI, through Killinger, directed and controlled WaMu's entire strategy and operations including WaMu's appraisal and securitization practices described herein.

42. WMI's control over WaMu's underwriting and appraisal practices is also evidenced by the fact that when the NYAG's allegations came to light, Killinger and Stephen Frank, a member of WMI's Board of Directors, managed WaMu's response. As stated in internal communications by OTS personnel:

I just talked with kerry killinger [sic]. The outside law firm doing the investigation is and will report directly to kerry and he will make everything available to the audit committee. Kerry is actively engaged as is steve frank,

²¹ In re Washington Mutual, Inc., 694 F.Supp.2d 1192, 1226 (W.D. Wash. 2009) (incorporating prior finding in In re Washington Mutual, Inc., 259 F.R.D. 490, 509 (W.D. Wash. 2009)).

²² See Melissa Allison, "WaMu's No. 2 faulted by some for wrong priorities," Seattle Times, Nov. 4, 2008, available at http://seattletimes.nwsourc.com/html/business/technology/2008347265_wamu04.html. See also Written Statements of Kerry J. Killinger and Stephen Rotella submitted to the United States Permanent Subcommittee on Investigations, April 13, 2010, available at http://fhsgac.senate.gov/public/index.cfm?FuseAction=Hearings.Hearing&Hearin_ID=dl_6e2709-2e60-4ble-9255-37a40aefdc13 ("Written Statements of WaMu Executives Submitted to Senate Committee").

audit committee chair. Outside law firm expects final report in mid January. I am much more comfortable now.²³

ii. Stephen Rotella: WMI's President and COO

43. At all relevant times, Rotella served as WMI's President and Chief Operating Officer, and was a member of its Executive Committee. In this position, Rotella was responsible inter alia for overseeing WaMu's Retail Banking and Home Loans lines of business, which were integral components of WaMu's loan origination and securitization activities.²⁴ See Exhibit 3. Rotella stated in his written statement submitted to the Senate Committee that he reported directly to Killinger. His initial responsibility was to implement and execute WaMu's strategy and improve the bank's day-to-day operations. In addition, the heads of WaMu's four business lines - Retail Banking, Commercial Lending, Home Loans, and Credit Cards - and other units such as Technology and Marketing, reported directly to Rotella, and he was ultimately responsible for these businesses and units and their 40,000 employees.²⁵

44. WMI hired Rotella to oversee WaMu's daily operations.²⁶ Rotella oversaw functions like risk management, legal, and technology issues. Shortly after Rotella was hired, he froze internal initiatives to improve WaMu's underwriting, appraisal and credit risk practices. According to interviews of former WaMu executives, Rotella: (i) was more interested in sales than caution; (ii) was more involved than most top bank executives when mortgage sales staff complained that applications were declined; (iii) pressured credit officers to reverse their decisions denying loan applications, creating a culture of fear; and (iv) hassled WaMu's internal reviewers whose job was to make sure WaMu followed its own policies on lending.²⁷

²³ Email dated November 29, 2007, by Darrel Dochow to Scott Polakof regarding Wamu appraisal review, released as Exhibit 40 of the Exhibits for the United States Senate Permanent Subcommittee on Homeland Security and Governmental Affairs, re: Wall Street and the Financial Crisis: The Role of Bank regulators, April 16, 2010 (the "April 16, 2010 Hearings") available at <http://www.hs2ac.senate.gov/public/files/FinancialCrisis/O41610Exhibits.ixlf>.

²⁴ 2005 10-K, p. 12; 2006 10-K, p. 12; 2007 10-K, p. 8.

²⁵ Statement of Stephen J. Rotella to the Senate Committee.

²⁶ Melissa Allison, "WaMu's No. 2 faulted by some for wrong priorities," Seattle Times, Nov. 4, 2008 (interviewing former WaMu executives), available at http://i.seattletimes.nwsourc.com/html/business/technology/2008347265_wamu04.html.

²⁷ Id.

45. In short, after Rotella joined WMI, WaMu's internal initiatives to overhaul its underwriting standards, including by adding controls, were "abandoned" and "[t]he part that was supposed to reverse risk was reversed,"²⁸ meaning that underwriting risk controls were not implemented. Rotella's central role in the management of WMI's and its subsidiaries' underwriting and appraisal practices — including the use of third-party appraisal outsourcing is also confirmed by OTS regulators, who state in internal communications that Rotella:

runs the business units, was the champion of cost cutting and the use of third party appraisal outsourcing, and continues to downplay the various business units' failing (compliance, bsa, flood and now maybe appraisal) by diverting blame to others (risk management and now counsel). (Emphasis added).²⁹

iv. Thomas Casey: WMI's Executive VP and CFO

46. At all relevant times, Thomas Casey ("Casey") served as WMI's Executive Vice President and Chief Financial Officer, and was a member of its Executive Committee. In this position, Casey oversaw all aspects of Washington Mutual's corporate finance, strategic planning and investor relations functions.³⁰ See Exhibit 3.

47. On October 27, 2009, the District Court in the WMI Shareholder Action denied Management's motion to dismiss the Shareholder Complaint, and held that Casey was a control person of WMI including for purposes of Section 15 of the Securities Act of 1933 — a claim Casey did not dispute.³¹

v. Ronald Cathcart: WMI Executive VP and Chief Risk Officer.

48. At all relevant times starting in or about December 2005, Cathcart was Executive Vice President and Chief Enterprise Risk Officer of WMI, and served as a member of its Executive Committee. In this position, Cathcart was responsible for overseeing the credit, market, and operational and compliance risk functions of WaMu.³² See Exhibit 3. In addition,

²⁸ Id.

²⁹ See Email dated Nov. 29, 2007, from Darrell Dochow to Scott Polakoff regarding WaMu's appraisal review in the wake of the NYAG's Complaint, released as Exhibit 40 of the Exhibits for the April 16, 2010 Hearings.

³⁰ 2005 10-K Report, p. 11; 2006 10-K, p. 11; 2007 10-K, p. 7.

³¹ In re Washington Mutual Inc., 694 F.Supp.2d at 1216-19, 1226 (incorporating prior finding in In re Washington Mutual Inc., 259 F.R.D. at 509).

³² 2005 10-K, p. 11; 2006 10-K, p. 12; 2007 10-K, p. 8.

the chief risk officers of each of WaMu's business units reported to both Cathcart and the heads of their respective business units.³³ As stated by WMI in its 10-K reports, the:

Company's Chief Enterprise Risk Officer is responsible for enterprise-wide risk management. The Company's Enterprise Risk Management function oversees the identification, measurement, monitoring, control and reporting of credit, market and operational risks.³⁴

49. Cathcart stated in his written statement submitted to the Senate Committee regarding WaMu: (i) he provided numerous reports to senior management and to WMI's Board of Directors outlining control weaknesses at WaMu; (ii) Internal Audit produced a number of reports to WMI's Board of Directors with ratings of "Requires Improvement"; and (iii) the Credit Review group, which was charged with reviewing compliance with credit policies, produced metrics which demonstrated deficiencies in WaMu's adherence to its credit policies.³⁵ According to Cathcart, WMI's efforts to improve operations "were not sufficiently effective."³⁶

50. This view was shared by Cathcart's predecessor from 1999 to 2005, James Vanesek, who stated in his written submission to the Senate Committee that WaMu had a continual problem with adherence to policy, particularly in the mortgage area where WaMu line managers not only authorized but encouraged policy exceptions.³⁷

vi. David Schneider: WMI Executive VP and President of WHL

51. At all relevant times, Schneider served as WMI's Vice President and President of Home Loans, and was a member of WMI's Executive Committee. See Exhibit 3. In this position, Schneider was responsible inter alia for overseeing all aspects of WaMu's Home

³³ Written Statement of Kerry J. Killinger submitted to the Senate Committee. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Killinger's Written Statement.

³⁴ 2005 10-K, p. 49; 2006 10-K, p. 46; 2007 10-K, p. 50.

³⁵ Statement of Ronald J. Cathcart, Former Chief Enterprise Risk Officer of Washington Mutual Bank. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Cathcart's Written Statement.

³⁶ Id.

³⁷ Statement of James G. Vanesek, Former Chief Credit Officer/Chief Risk Officer 1999-2005, Washington Mutual Bank, p.3. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Vanesek's Written Statement.

Loans business which was an integral component of WaMu's loan origination and securitization activities.³⁸

52. According to Schneider's written statement submitted to the Senate Committee: (i) as President of Home Loans he had responsibility for WaMu's prime mortgage business which included the origination of mortgages through loan officers and mortgage brokers, or whole loan purchases from third parties; (ii) Home Loans included WaMu's business of servicing prime residential mortgage loans and a variety of functions supporting WaMu's business including a capital markets group; (iii) he was a member of WMI's Asset and Liability Committee ("ALCO") which comprised senior bank executives and managers. This Committee made decisions on which loans to hold for investment and which loans to sell to investors; (iv) securitizations of non-agency loans that came through Home Loans were also conducted by Home Loans' capital markets group. These securitizations involved the activities of WaMu Capital, WaMu Asset Acceptance, and WaMu Mutual Mortgage Securities; and (v) WaMu sold its MBS to inter alia institutional investors such as hedge funds.³⁹ In addition, Schneider's Home Loans group was responsible for managing and coordinating the relationships with LSI and eAppraiseIT described herein.

vii. David Beck: WMI's Executive VP and CIO

53. At all relevant times, David Beck ("Beck") served as Executive Vice President, Chief Investment Officer of WMI, and was a Director and President of WaMu Asset Acceptance. See Exhibit 3. According to Beck's written statement submitted to the Senate Committee, he was head of WaMu's capital markets activities, including those of WaMu Asset Acceptance, and he was responsible for overseeing the WaMu entities that purchased and held loans that were to be sold into the secondary market. These activities included: (i) purchasing loans from WaMu and from other mortgage originators; (ii) holding the loans until they were

³⁸ 2005 10-K, p. 12; 2006 10-K, p. 12; 2007 10-K, p. 8

³⁹ Statement of David Schneider, p.1, 4-5. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Schneider's Written Statement.

sold into the secondary market; and (iii) from 2004 through mid-2007 acting as an underwriter of WaMu's securitization deals through WaMu Capital.⁴⁰

54. In addition, Beck admitted under oath before the Senate Committee that WMI's senior management was responsible for monitoring fraud in the securitization process. Beck further admitted under oath that WMI's senior management, including he and Schneider, were directly involved in the decisions to securitize and sell Option ARM mortgages with significant known (but undisclosed) delinquencies and related underwriting problems. Beck also signed the Registration Statements filed by WaMu Capital with the SEC. Based on the Senate Committee's April 13, 2010 Report, from 2000-2006, WaMu sold or securitized at least \$115 billion of Option ARM loans and billions more of hybrid Statement of David Beck. See Written Statements of WaMu Executives to the Senate Committee adjustable rate mortgages, Alt A, home equity and other types of loans. By 2006, during Beck's tenure as head of WaMu's capital markets activities, WaMu became the second largest Option ARM originator in the country.⁴¹ Such loans comprise the majority of loans underlying the MBS purchased by the MBS Plaintiffs.

d. WMI Designed and Directed WaMu's Business Strategy.

55. In addition, at all relevant times, WMI established and directed WMI's and its subsidiaries' business strategy. For instance, in or about early 2005, WMI adopted a new high-risk strategy ("High Risk Lending Strategy") for WaMu. This High Risk Lending Strategy was approved by WMI's Board of Directors. WMI's High Risk Lending Strategy was designed to achieve rapid growth, shift WaMu's lending activities to more high-risk high-margin loan products, and make WaMu a national leader in consumer lending.

⁴⁰ Statement of David Beck. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Beck's Written Statement.

⁴¹ Memorandum from Senators Carl Levin and Tom Coburn to Members of the Permanent Subcommittee on Investigations Committee on Homeland Security and Governmental Affairs, regarding Wall Street and the Financial Crisis: The Role of High Risk Loans, April 13, 2010 (the "April 13, 2010 Report"), p.4, released as Exhibit 1a for the United States Senate Permanent Subcommittee on Investigations, Committee on Homeland Security and Governmental Affairs Hearings of April 13, 2010 (the "April 13, 2010 Hearings"), available at <http://www.hsac.senate.gov/public/index.cfm?FuseAction=HeannsHearine&HeanngID=dl6e2709-2e60-4ble-9255-37a40aefdc13>.

56. WMI hired Rotella to oversee WaMu's daily operations so that Killinger could focus on WMI's High Risk Lending Strategy.⁴² In practice, WMI's High Risk Lending Strategy overtaxed WaMu's already weak loan underwriting, control, and risk management systems, and resulted in the loosening — and in some instances the complete abandonment — of WaMu's loan underwriting and appraisal standards as described herein.

e. WMI Controlled WaMu's Risk Management and Compliance.

57. WMI also controlled WaMu through its Audit Committee, Enterprise Risk Management Committee, and Credit Policy Committee. WMI, through the Audit Committee, established directed and controlled enterprise-wide risk management policies and procedures and the oversight thereof for WMI and its subsidiaries. As stated by WMI in its 10-K reports:

The Internal Audit function, which reports to the Audit Committee of the Board of Directors, provides independent assessment of the Company's compliance with risk management controls, policies and procedures.

The Audit Committee of the Board of Directors oversees the Company's monitoring and controlling of significant risk exposures, including the Company's guidelines and policies governing risk assessment and risk management ... Risk oversight is also provided by management committees whose membership includes representation from the Company's lines of business and the Enterprise Risk Management function. These committees include the Enterprise Risk Management Committee, the Credit Policy Committee, the Market Risk Committee, and the Asset and Liability Committee.

Enterprise Risk Management works with the lines of business to establish appropriate policies, standards and limits designed to maintain risk exposures within the Company's risk tolerance. Significant risk management policies approved by the relevant management committees are also reviewed and approved by the Audit and Finance Committees. Enterprise Risk Management also provides objective oversight of risk elements inherent in the Company's business activities and practices and oversees compliance with laws and regulations. (Emphasis added).⁴³

58. WMI, through the Audit Committee, also directed and controlled policy for managing WMI's and its subsidiaries' operational risk, which it defined as "the risk of loss

⁴² See Melissa Allison, "WaMu's No. 2 faulted by some for wrong priorities," Seattle Times, Nov. 4, 2008, available at http://www.seattletimes.nwsourc.com/html/business/technology/2008347265_wamu04.html.

⁴³ 2005 10-K, p. 49; 2006 10-K, p. 46 and 2007 10-K, p. 50 (stating substantially the same).

resulting from human fallibility, inadequate or failed internal processes and systems, or from external events including loss related to legal risk. Operational risk can occur in any activity, function, or unit of the Company.” (Emphasis added).⁴⁴

59. As stated by WMI in its 10-K reports, WMI, through its Audit Committee, managed the Operational risk issues across the entire company, including its subsidiaries:

The Operational Risk Management Policy, approved by the Audit Committee of the Board of Directors, establishes the Company’s operational risk framework and defines the roles and responsibilities for the management of operational risk. The operational risk framework consists of a methodology for identifying, measuring, monitoring and controlling operational risk combined with a governance process that complements the Company’s organizational structure and risk management philosophy. The Operational Risk Management Committee ensures consistent communication and oversight of significant operational risk issues across the Company and ensures sufficient resources are allocated to maintain business-specific operational risk controls, policies and practices consistent with and in support of the operational risk framework and corporate standards.

The Operational Risk Management function, part of Enterprise Risk Management, is responsible for maintaining the framework and works with the lines of business and corporate support functions to ensure consistent and effective policies, practices, controls and monitoring tools for assessing and managing operational risk across the Company. The objective of the framework is to provide an integrated risk management approach that emphasizes proactive management of operational risk using measures, tools and techniques that are risk-focused and consistently applied company-wide. (Emphasis added).⁴⁵

f. WMI Controlled and Directed WaMu’s Underwriting Policies.

60. WMI also controlled WMI’s and its subsidiaries’ underwriting standards and credit risk policies and procedures, including through the Board of Directors’ Finance Committee and Credit Policy Committee. These Committees established, directed and controlled enterprise-wide risk management policies and procedures and the oversight thereof for WMI and its subsidiaries. And these Committees had company-wide responsibility for, among other things, credit and underwriting standards for home loans. As stated by WMI in its 10-K reports:

⁴⁴ 2005 10-K, p. 71; 2006 10-K, p. 70; 2007 10-K, p. 79.

⁴⁵ 2005 10-K, p. 71; 2006 10-K, p. 70-71; 2007 10-K, p. 79 (stating substantially the same).

Credit risk is the risk of loss arising from adverse changes in a borrower's or counterparty's ability to meet its financial obligations under agreed-upon terms and exists primarily in lending and derivative portfolios. The degree of credit risk will vary based on many factors including the size of the asset or transaction, the credit characteristics of the borrower, the contractual terms of the agreement and the availability and quality of the collateral.

The Finance Committee of the Board of Directors, by means of a broad set of policies and principles contained in the Company's Credit Policy, exercises oversight over the framework for the Company's credit risk management activities. The Credit Policy Committee, chaired by the Chief Credit Officer and comprised of senior management, evaluates and approves credit standards (including key features of residential loans) and is responsible for oversight of the credit risk management function.

The Credit Policy Committee's primary responsibilities include ensuring the adequacy of the Company's credit risk management infrastructure, overseeing credit risk management strategies and methodologies, monitoring conditions in real estate and other markets having an impact on lending activities, and evaluating and monitoring overall credit risk. The Chief Credit Officer's primary responsibilities include overseeing the work of the Credit Policy Committee, monitoring the credit quality of the Company's loan portfolio, determining the reasonableness of the Company's allowance for loan and lease losses, reviewing and approving large credit exposures, setting underwriting criteria for credit-related products and programs, and delegating credit approval authority. (Emphasis added).⁴⁶

61. In short, WMI and its Board of Directors, through these committees, directly established and controlled its subsidiaries' loan origination, underwriting and credit risk policies and procedures, and monitored their performance and compliance therewith. As stated by WMI in its 10-K reports:

Trends in loan performance and risk attributes such as loan-to-value ratios, credit scores, negative amortization, minimum payment adjustments, degree of minimum payment utilization, and geographic concentrations are monitored and analyzed as part of the Company's credit risk process.⁴⁷

Company actively manages the credit risk inherent in its Option ARM portfolio primarily by ensuring compliance with its underwriting standards, monitoring loan performance and conducting risk modeling procedures. (Emphasis added).⁴⁸

⁴⁶ 2005 10-K, p. 50; 2006 10-K, p. 46-47 and 2007 10-K, p. 51 (stating substantially the same).

⁴⁷ 2005 10-K, p. 55.

⁴⁸ 2005 10-K, p. 56; 2006 10-K, p. 54.

62. MBS based on option ARM loans securitized by WaMu comprise a significant portion of the MBS purchased by the MBS Plaintiffs. In short, WMI centrally established and oversaw WMI's and its subsidiaries' risk management guidelines for its loan underwriting and servicing activities.

g. WMI Operated the Securities Business as an Integrated Business.

63. As with WaMu's overall business, WMI operated its securitization business on an integrated basis as a "Company" with its subsidiaries under WaMu's Inc.'s direction and control. As Debtor's counsel stated at the Court's hearing in responding to the same control person argument asserted by another creditor:

So sure, I mean the bank did create a network. The bank created subsidiaries. It created subsidiaries with the specific purpose of serving as an underwriter in connection with mortgage-backed securities. There's no doubt that it did those things and those things are alleged ... Sure it happened. No doubt that the subsidiaries were created. They were authorized. They were done. And they, in fact, issued these securities.⁴⁹

64. Similarly, WMI confirmed in its 10-K reports that WMI and its subsidiaries engaged as a "Company" in the securitization and sale of loans to investors such as the MBS Plaintiffs:

The Company transforms loans into securities through a process known as securitization. When the Company securitizes loans, the loans are sold to a qualifying special-purpose entity ("QPSE"), typically a trust. The QSPE, in turn, issues securities, commonly referred to as asset-backed securities, which are secured by future cash flows on the sold loans. The QPSE sells the securities to investors, which entitle the investors to receive specified cash flows during the term of the security. The QSPE uses the proceeds from the sale of these securities to pay the Company for the loans sold to the QSPE.

When the Company sells or securitizes loans, it generally retains the right to service the loans and may retain senior, subordinated, residual, and other interests, all of which are considered retained interests in the sold or securitized assets. Retained interests may provide credit enhancement to the investors and, absent

⁴⁹ Oct. 22, 2010 Hearing Tr. at pp. 67-68, in. 20-25, 1-3, 5-8.

the violation of representations and warranties, generally represent the Company's maximum risk exposure associated with these transactions.⁵⁰ (Emphasis added).

65. Consistent with the foregoing, WMI also reported that:

Washington Mutual securitizes, sells, and services interests in residential home loans. When the Company sells or securitizes loans, it generally retains the right to service the loans and may retain senior, subordinated, residual, or other interests, all of which are considered retained interests in the securitized assets.⁵¹

66. As noted above, WMI Home Loans Group was also integrally involved in WaMu's securitization activities. For example, WMI stated in its 2005 10-K report that:

In addition to selling loans to secondary market participants, the Home Loans Group generates both interest and noninterest income by acquiring home loans from a variety of sources, pooling and securitizing those loans, selling the resulting mortgage-backed securities to secondary market participants and providing ongoing servicing and bond administration for all securities issued.⁵²

67. As stated above, the Home Loans Group was operated under the direct supervision and control of WMI's President and Chief Operating Officer Rotella and its Executive Vice President Schneider. Schneider was also a member of WMI's Asset and Liability Committee, a subcommittee of WMI's Audit Committee. At all relevant times, WMI, through ALCO, determined which loans WaMu would securitize and sell from its banking operations to investors like the MBS Plaintiffs. As Schneider testified to the Senate Committee:

Decisions on which loans to hold for investment and which to sell were made by bank executives and senior managers through the [ALCO] of which I was a member.⁵³

68. At all relevant times, WaMu's securitization activities represented a profitable business activity for WMI. Furthermore, as with all other aspects of its business, WMI reported the results of its securitization activities on a consolidated basis with its subsidiaries. For example, WMI states in its 2005 10-K report that:

⁵⁰ 2005 10-K, p. 46-47; see also 2006 10-K, p. 45 (stating substantially the same and that retained interests in mortgage loan securitizations, excluding servicing rights, were \$1.9 billion at year end 2006); 2007 10-K, p. 48 (stating substantially the same and that retained interests in mortgage loan securitizations, excluding servicing rights, were \$1.71 billion at year-end 2007).

⁵¹ 2005 10-K, p. 105; 2006 10-K, p. 95 (stating substantially the same).

⁵² 2005 10-K, p. 169.

⁵³ Statement of David Schneider to the Senate Committee, p. 4. See Written Statements of WaMu Executives to the Senate Committee at fn. 16 for link to Schneider's Written Statement.

During 2005 the Company sold loans and retained servicing responsibilities as well as senior and subordinated interests from securitization transactions. The Company receives servicing fees equal to a percentage of the outstanding principal balance of mortgage loans being serviced ... The Company also receives the right to cash flows remaining after the investors in the securitization trusts have received their contractual payments. The allocated carrying values of mortgage loans securitized and sold during the years ended December 31, 2005 ... were \$130.81 billion which included loans sold with recourse of \$680 million ... during the same periods.

The Company realized pretax gains of \$949 million on mortgage loan securitizations for 2005 ...⁵⁴

h. WMI Exercised Control over WaMu's Securitization Activities.

69. WMI also exercised control over WaMu's securitization activities inter alia through WaMu's Market Risk Committee ("MRC"), a subcommittee of WaMu's Inc.'s Audit Committee, which monitored, controlled, and oversaw risk management aspects and issues with respect to WMI's and its subsidiaries' securitization activities. The MRC operated as a joint committee of WMI, WaMu Bank, WaMu Bank fsb, and the Asset Liability Committee of WaMu Bank fsb.⁵⁵ The MRC's members included Casey (WMI's Executive Vice President and Chief Financial Officer) and Beck (WMI's Executive Vice President and Chief Investment Officer). The Senate Committee, as part of its investigation of WaMu, has released minutes of several MRC meetings. These documents confirm WMI's active participation, oversight, knowledge and control of WaMu's securitization activities, including by WMI, WaMu Bank, and WaMu Bank fsb.

70. For example, pursuant to the MRC minutes, WaMu's MRC met on December 12, 2006.⁵⁶ MRC members present for the meeting included Casey and Beck.

⁵⁴ 2005 10-K Report, p. 120-21. See also 2006 10-K, p. 107 (stating substantially the same and that: in 2006 the allocated carrying value of mortgage loans securitized and sold were \$110.08 billion; allocated carrying values included loans sold with recourse of \$959 million in 2006, and \$2.02 billion in 2005; and in 2006 the Company realized pretax gains of \$1 billion on mortgage loan securitizations); 2007 10-K, p. 132 (stating substantially the same and that the Company realized pretax gains of \$484 million on mortgage loan securitizations during 2007).

⁵⁵ See e.g., MRC Minutes of the December 12, 2006 Meeting, March 9, 2007 Meeting, and July 11, 2008, released as Exhibits 28, 43, and 44 of the April 13, 2010 Hearings.

⁵⁶ Minutes of MRC Mtg, Dec. 12, 2006.

71. At the December 12, 2006, meeting, the MRC directly addressed delinquencies for securitized loans that had not been underwritten in accordance with WaMu's underwriting standards, were delinquent when they were securitized and sold, or were otherwise plagued with defects. In a report by MRC staff member Lehman, who on information and belief reported to Beck and was a Director of WaMu Capital, the MRC minutes state:

Mr. Lehman then alerted the Committee to an analysis in-process whose preliminary results show an abnormally high number of delinquencies in a number of 2006 Conduit Program securitizations. Mr. Lehman noted that delinquency behavior was flagged in October for further review and analysis when recent securitization deals appeared to have more severe delinquency behavior than experienced in past deals. The primary factors contributing to increased delinquency appear to be caused by process issues including the sale and securitization of delinquent loans, loans not underwritten to standards, lower credit quality loans and seller servicers reporting false delinquent payment status. A discussion ensued on next steps. Mr. Lehman will provide another status update at the next MRC meeting.

72. WaMu's MRC also met on March 9, 2007. The minutes from this meeting state:

The MRC of Washington Mutual, Inc. ("WMI" or the "Company"), Washington Mutual Bank (fka Washington Mutual Bank, FA) ("WMB"), and Washington Mutual Bank fsb ("WMBfsb") and the Asset Liability Committee ("ALCO") of WMBfsb met concurrently on Friday, March 9, 2007.

Cathcart participated in this meeting.

73. At this meeting the MRC reviewed the status of four "mortgage-backed securitizations totaling \$6.4 billion" for WaMu's Prime Alt A (Bank and Conduit) securitization activities. Among other items, MRC staff member Lehman:

informed the Committee of incidents of non-compliance with Regulation AB requirements related to delayed reconciliations, erroneous repurchase of seventeen loans and miscellaneous investor distribution errors. A discussion ensued on remediation efforts.

74. In addition, WMI through the MRC actively participated in the development of policies and procedures for WaMu's capital markets activities and its subsidiaries involved therein, as reflected by the report of MRC member Novak who:

reported that the Conflicts of Interest Policy for [WaMu Capital], [WaMu Mortgage Securities] and Capital Markets ... are moving forward. She has reviewed a draft of the Policy with Mr. Cathcart.

75. The MRC minutes state that Cathcart required progress on completion of the Conflicts Policy for WaMu Capital, WaMu Mortgage Securities, and WaMu's capital markets in order to protect WMI from potential liability. Specifically, the MRC minutes state that:

Mr. Cathcart noted that without a clearly defined policy on information sharing the Company is vulnerable to potential mishandling of information. He requested Ms. Novak return to MRC with a set deliverable date for completion of the Information Sharing Policy.

76. The "Company" is defined in the minutes as WMI. In short, WMI actively managed and controlled its capital markets subsidiaries and their activities, including their policies and procedures in light of WMI's exposure to potential liability due to their activities.⁵⁷

i. Former Employees Confirm that WMI Controlled Wamu.

77. Former WaMu employees further confirmed that WMI controlled the WaMu subsidiaries. For instance, a former Regional Manager in WaMu's Appraisal Department from 1999 until September 2006 (before leaving for eAppraiseIT) has indicated that:

WaMu's senior management was aware of WaMu's dubious practices and in many cases directed them, and many of the same undisclosed problems escalated in degree, if not kind, once WaMu outsourced its appraisals.⁵⁸

78. Similarly, a WMI Senior Operations Excellence professional, who from July 2006 to December 2006 reported directly to Cathcart in WaMu's Enterprise Risk Management Group,⁵⁹ stated the following:

- a. Killinger was intimately involved in analyzing WaMu's loan performance and was well-informed about numerous other facts concerning WaMu's business risks and risk management;

⁵⁷ In addition to the foregoing, the Senate Committee also released partial minutes for WaMu's MRC meeting of WaMu mc, WaMu Bank, and WaMu Bank fsb for July 11, 2008, also confirming WMI's management and control of its bank subsidiaries. Messrs. Casey and Beck also attended this meeting.

⁵⁸ Shareholder Complaint, ¶ 115.

⁵⁹ Shareholder Complaint, ¶ 80.

- b. From July until September 2006, this employee was “100% devoted” to assisting Killinger, Cathcart, and other WaMu senior executives in preparing for WMI’s 2006 Investor Day, during which period this employee regularly attended meetings among Killinger, Rotella, Cathcart, and Schneider discussing information they knew about the company’s financial health, risk exposure, and to what degree to present information about those topics to investors;
- c. Killinger attended a monthly Enterprise Risk or “Executive Risk” Committee meeting chaired by Cathcart, for which this employee served as secretary, and which was attended by Casey, Rotella, Schneider and each business unit’s President, Chief Financial Officer, and Chief Risk Officer. These meetings were a forum where all aspects of risk across the bank were discussed, including credit, market and operational risk. Because the Enterprise Risk Committee was “formally sanctioned” by WMI’s Board of Directors, meetings typically were held in WMI’s main boardroom;
- d. At these monthly meetings Killinger, Rotella, Casey, Cathcart and Schneider engaged in detailed discussions regarding WaMu’s risk exposure, specifically focused on the allocation of risk to each WaMu business unit’s product lines. In preparation for the meetings, the business units would have previously provided to other executive committees of the Board their financial forecasts or projections, and during the meetings of the Executive Risk Committee these forecasts were reviewed in detail for the purpose of allocating risk across the company. Examples of this intensive review included the Executive Risk Committee’s acknowledgement of particularly high risk in its loan portfolio relating to specific geographic regions, and discussion of minimum FICO scores for WaMu’s particular loan products;
- e. From July to September 2006, to further prepare for the 2006 Investor Day, Killinger, Rotella, Casey, Cathcart, and Schneider also regularly held more informal meetings, during which time they discussed default rates within WaMu’s loan portfolios, and in particular its Option ARM and subprime loans, and detailed information regarding levels of delinquencies concerning WaMu’s specific loan product types. Killinger, Cathcart, Rotella and Casey’s objective for their public statements was to mitigate perceived problems with WaMu’s loans by highlighting the fact that subprime lending represented a relatively small percentage of WaMu’s overall loan portfolio and bank assets. As a result, these executive officers decided to focus their discussion on the weakening state of the housing market because they saw what was coming;
- f. Killinger, Cathcart, Casey, Rotella and Schneider were all knowledgeable about and involved in establishing and approving the Company’s lending policies and guidelines, and Schneider would not have been able to adjust the Company’s lending practices as they related to risk without the knowledge and consent of the others.⁶⁰

⁶⁰ Shareholder Complaint, ¶¶ 80-87.

79. Similarly, a Senior Vice President of WaMu's Enterprise Risk Management Group from August 2001 until he resigned in September 2006, stated that: (i) The group had overall responsibility for establishing risk management policies, corporate governance and reporting frameworks; (ii) WaMu began to cause its risk management policies and practices to deteriorate in late 2005; (iii) Under Cathcart, the role of WaMu's risk management segment was supposed to be advisory only, meaning that warnings from Risk Management were very much ignored under Cathcart's leadership; (iii) Risk reports were distributed weekly to Casey, Rotella and Cathcart. These reports specifically quantified that the Company was exceeding certain risk parameters as dictated by WaMu's risk guidelines, but senior management simply chose to ignore those clear and direct warnings.⁶¹

80. Likewise, an Assistant Vice President from January 2006 until January 2008, in the Risk Analytics Group which conducted credit risk analyses on the various portfolios managed by the separate WaMu business units including Home Loans, stated that her group compiled a monthly written report called the Credit Risk Review that was distributed to all of the business groups, and to Schneider and Cathcart. The Group also compiled an abridged version of these reports specifically for the Board of Directors including Killinger.⁶²

81. In sum, WMI exercised actual and direct power and control over WaMu's securitization activities. This included WMI's design and approval of the MBS securitization strategy employed by WaMu for the origination, securitization and sale of WaMu mortgage loans as MBS through WAMU and WMALT Trusts to investors such as the MBS Plaintiffs, as well as the loan underwriting and appraisal standards and practices utilized by WaMu as described herein.

82. WMI also exercised actual power and control over WaMu, including over WaMu Capital, its captive underwriter/broker-dealer subsidiary, including the direct and/or indirect power to direct or cause the direction of the management and policies of WaMu Capital

⁶¹ Shareholder Complaint ¶¶ 65, 441

⁶² Shareholder Complaint, ¶¶ 88, 90-91.

including by, but not limited to: (i) WMI's 100% ownership of WaMu Capital, a wholly-owned subsidiary; (ii) WMI's placement of its executive officers on WaMu Capital's Board of Directors, including Beck who among other posts was at all relevant times an Executive Vice President, Chief Investment Officer of WMI and a Director and the President of (Principal Executive Officer) of WaMu Asset Acceptance. Beck also signed the Registration Statements filed by WaMu Capital with the SEC; (iii) WMI's ownership and control of WaMu Bank, which participated with and materially assisted WaMu Capital in the structuring, offer and sale of the WAMU and WMALT Trust Certificates for the ultimate benefit and profit of WMI, and which also maintained a number of common executive officers and directors with WaMu Capital; and (iv) WMI's ownership and control of WaMu Asset Acceptance, WaMu Mortgage Securities, and WaMu Bank fsb, which participated with and materially assisted WaMu Capital and WaMu Bank in the structuring, offer and sale of the Certificates for the benefit and profit of WMI.

83. Moreover, WMI authorized and designed WaMu's strategy to finance WaMu's operations and earn profits from the sale of the Certificates, including by: (i) causing WaMu Bank to improperly maximize loan origination volume including by loosening its underwriting standards to the point of abandonment, and by engaging in improper appraisal practices and by pressuring appraisers such as eAppraiseIT and LSI to improperly inflate home appraisals of properties securing the mortgages in violation of USPAP standards; (ii) transferring the mortgage loans and their non-disclosed risks from WaMu's books to investors such as the MBS Plaintiffs by pooling the mortgage loans for sale as MBS knowing that investors would rely on the accuracy of the underwriting and appraisal standards utilized by WaMu in originating the mortgage loans; (iii) causing WaMu Asset Acceptance, which served as the issuer of the Certificates, to file, and/or provide, in conjunction with other WaMu entities, materially false and misleading Offering Documents to the market and to investors such as the MBS Plaintiffs, including regarding the underwriting and appraisal standards utilized by WaMu in originating the underlying mortgage loans, and the actual loan-to-value ratios and risks associated with these loans placed in the WAMU and WMALT Trusts; (iv) distributing the Certificates to the market

through WaMu Capital, WMI's wholly-owned broker-dealer which served as a captive underwriter for the sale and distribution of the Certificates, generating significant underwriting fees in the process; and (v) generating fees for WaMu by such entities as WaMu Bank, WaMu Bank fsb, and WaMu Mortgage Securities which served as loan servicer, administrative agent, and/or custodian for the mortgage loans after they were placed in the WAMU and WMALT Trusts and the Certificates sold to investors such as the MBS Plaintiffs. Accordingly, and based on the foregoing, WMI qualifies as a "control person" within the meaning of Section 15 of the Securities Act.

2. The WaMu Defendants Are Liable Under Section 11 of the 1933 Act.

84. There also is sufficient evidence to show that WMAAC, WCC and Individual Defendants Rolland Jurgens, Richard Careaga, Diane Novak, and David Beck (collectively, the "Defendants") are primarily liable for violating Section 11 of the 1933 Act. Indeed, these Defendants made material misrepresentations and omissions regarding the criteria WaMu claimed it used when originating and securitizing mortgage loans.

85. The securities at issue in this case are the Certificates issued to purchasers for various investment grade and junior tranches, and collateralized by common loan pools described in supplemental prospectuses. Investors who purchased the Certificates received a monthly payment linked to the payments made on the underlying mortgage loans.⁶³ However, if the mortgage loans were made improperly, borrowers defaulted on their payments and the collateral was insufficient to cover the unpaid loan balances, then investors holding the Certificates would not get paid all they were owed, and the value of their Certificates would decline.⁶⁴

⁶³ These monthly payments were generally part principal and part interest, much like the payment made on a mortgage. The monthly payments are thus generally referred to as "pay downs," as they reduce the principal amount of the Certificate as well as provide an income payment from the interest.

⁶⁴ Payments, and thus losses, were allocated to the different tranches in the securitizations on a "water fall" basis meaning that losses were first absorbed by the most junior and lower rated Certificates before affecting the higher investment grade tranches. There was a secondary market for the purchase and sale of the various investment grade and junior tranche Certificates. Prices for Certificates for the various tranches were occasionally published in subscription sources such as Bloomberg and Thomson Reuters.

86. The underwriting criteria and loan standards that WaMu purported to use when originating and selecting the mortgage loans for securitization were of critical importance to investors when assessing whether to purchase and what price to pay for the Certificates. Thus, the offering documents for the Certificates contained specific representations and warranties about the underwriting criteria that WaMu supposedly used, as well as the details of the loans that had been pooled for securitization. Defendants in the supplemental prospectuses for the Public Offerings represented: (ii) All of the mortgage loans were originated in accordance with WaMu's underwriting guidelines, and these guidelines evaluated the prospective borrower's credit standing, repayment ability and the value and adequacy of the mortgage collateral; (iii) The loan underwriter had evaluated the borrowers' "housing-to-income" ratio and "debt-to-income" ratio before originating or purchasing the loan for the securitization; (iv) The adequacy of the mortgaged property as collateral was determined by appraisals made in accordance with pre-established appraisal guidelines; (v) "Low documentation" loans were only available "to borrowers with certain loan-to-value ratios, loan amounts and credit scores" and WaMu had confirmed that the borrower's stated income [was] reasonable for the borrower's occupation and assets"; (vi) The credit ratios for qualifying "Option ARM" loans were determined using the more vigorous "fully indexed" rather than "teaser" monthly payment rates;⁶⁵ (vii) "Exceptions" to the loan underwriting standards were only made on a "case-by-case" basis and only if "compensating factors [were] present," and senior underwriters were involved in the approval process; (viii) If the loan underwriter made an "exception" to WaMu's underwriting standards, and approved a loan even though certain underwriting criteria were not met, the basis for granting the exception was documented; (ix) None of the mortgage loans were currently delinquent, and none had been delinquent more than once in the preceding 12 months and none

⁶⁵ Optional payment adjustable rate mortgages ("Option ARM") allow borrowers to choose to pay less than the fully-amortized mortgage loan payment, such that the borrower in a given month had the option to pay the fully indexed payment, including a typical principle payment, or instead only pay a portion of that payment such as the accrued interest and no principle.

of the delinquencies had lasted more than 30 days; and (viii) Defendants did not use adverse selection procedures in choosing the loans to be included in the securitizations.

87. However, contrary to these representations, it has now emerged from documents produced to the U.S. Senate Committee on Homeland Security and Governmental Affairs' Permanent Subcommittee on Investigations (the "Senate Subcommittee") that, beginning no later than 2005, the WaMu Defendants had wholly jettisoned WaMu's underwriting standards, including disregarding fraudulent practices known to WaMu, in favor of pursuing huge numbers of "high margin" loans that were knowingly suspect loans made without regard to a borrower's ability to pay or the adequacy of the underlying collateral. These loans were cheaply and quickly originated by WaMu's own home loan centers or its network of correspondent lenders in huge volumes,⁶⁶ and then sold, in large part, through securitizations generating lucrative fees. By securitizing the loans into Certificates, and then selling the Certificates to investors, WaMu was able to pass on to unwitting investors, such as the MBS Plaintiffs, the huge credit risks embedded in WaMu's poorly underwritten loans. WaMu's systemic and wholesale disregard of its underwriting standards was implemented by paying WaMu salespeople incentive compensation, and commissions to third-party brokers, based on mortgage loan "volume" without regard to the quality of the loans or whether they satisfied WaMu's credit criteria. Indeed, even WaMu's credit risk officers were incentivized to support "growth" over collectability of the underlying loans.

88. These improper origination practices – which were wholly unknown to the investors in the Certificates until it was far too late – led to the housing bubble which inevitably burst, sending the entire U.S. economy into a deep recession. When housing prices collapsed and a financial crisis borne of WaMu's and other banks' reckless loan underwriting practices occurred, the conveyor belt of liquidity that WaMu relied upon through constant securitizations froze, and WaMu itself also was caught with high credit losses for mortgage loans remaining in

⁶⁶ According to a report of the Inspector General, WaMu from 2005 to 2007 originated more than \$618 billion mortgage loans.

its own portfolio.⁶⁷ In September 2008 WaMu Bank was seized by the FDIC and its assets sold to J.P. Morgan Chase, while WMI filed a Chapter 11 bankruptcy petition.

89. Following the financial meltdown and its seizure by the FDIC, WaMu became the subject of a number of investigations and audits, and particularly an investigative case study by the Senate Subcommittee. Pursuant to this investigation, WaMu produced millions of documents, including many that were highly incriminating. Here are some of the highlights:

- The minutes from a December 2006 meeting of the Bank’s Market Risk Committee discussing the “*abnormally high number of delinquencies in a number of the 2006 ... securitizations,*” and concluding that “[t]he primary factors contributing to increased delinquency appear to be caused by process issues including *the sale and securitization of delinquent loans, loans not underwritten to standards, lower credit quality loans and seller services reporting false delinquent payment status.*”
- An email that Rotella sent to Killinger in August 2007 laying out the problems with Washington Mutual Bank’s home lending business and concluding that it was “*the worst managed business I had seen in my career.*”
- A report that the Head of Corporate Fraud prepared for the Chief Legal Officer and General Auditor in April 2008 identifying “*patterns of fraudulent loan practices*” “*fraudulent loan documents*” and loan underwriters that were attempting to systematically “*game the system.*”
- A report prepared by the Corporate Credit Group for the Bank’s senior executives in September 2008 concluding that “[t]he controls that are intended to prevent the sale of loans that have been confirmed by Risk Mitigation to contain misrepresentations or fraud are not currently effective There is evidence that this control weakness has existed for some time.”

90. The evidence in the contemporaneously prepared documents – along with the executives’ own testimony and after-the-fact reports – leaves no doubt that WaMu systematically disregarded its own underwriting standards, and bundled substandard, delinquent and fraudulent loans into the Certificates at issue in this case. Indeed, this deliberate misconduct is far more than Plaintiffs need to prove to establish liability on their claims under Section 11 of the Securities Act of 1933 – the key claims at issue in the case – because scienter is not an

⁶⁷ This is the basis on which the securities fraud class action on behalf of the purchasers of WaMu’s own shares was brought.

element of the claim, and Defendants are held strictly liable for false statements and material omissions in the offering documents. See, e.g., In re Metropolitan Sec. Litig., No. CV-04-25-FVS, 2010 WL 300402, at *1 (E.D. Wash. Jan. 20, 2010) (explaining that liability under Section 11 is “virtually absolute, even for innocent misstatements”) (quotation omitted).

a. The False Statements and Omissions in the Offering Documents.

1. The Loans in the Offerings at Issue.

91. The Certificates at issue in this lawsuit were sold to investors in the following six offerings: (1) the Series 2006-AR7 offering; (2) the Series 2006-AR12 offering; (3) the Series 2006-AR16 offering; (4) the Series 2006-AR17 offering; (5); the Series 2006-AR18 offering; and (6) the Series 2007-HY1 offering. All of these Certificates were issued pursuant to a Registration Statement dated December 30, 2005 (SEC File No. 333-134461), thereafter amended on January 6, 2006 on pre-effective Registration Statement Form S-3/A. Each of the Certificates also had its own set of offering documents, including a prospectus supplement describing, *inter alia*, the underwriting criteria supposedly used in originating and securitizing the mortgage loans and “representations and warranties” applicable to the Certificates for all the tranches in the offering. Included in the prospectus supplements were illustrations setting forth the characteristics of the particular mortgage loans in the securitized pools for each Offering.

92. Virtually all of the mortgage loans in the six Public Offerings in this case were originated in 2006. Most of the loans backing the Certificates were “Option Arms” issued with “reduced” documentation loan packages. Borrowers were segmented in bands by their FICO scores, and anywhere from 80-95% of the borrowers had reasonably high FICO scores above 660. The loan-to-value ratios were also segmented by band and, according to the data provided, all the loans were 80% or less of the current values of the collateral. The Prospectus Supplements also purported to include the “Debt-to-Income” for the borrowers. This data purported to show a portfolio of loans to highly credit-worthy borrowers with significant income and collateral coverage to assure repayment.

93. The extraordinarily poor performance of the mortgage loans underlying WaMu's Public Offerings provides strong evidence that the quality of these mortgage loans was far worse than was portrayed in the prospectuses pursuant to which these Certificates were offered. Information now publicly available indicates that delinquency and default rates began to skyrocket by mid-2007. Thus, *e.g.*, by February 2009, delinquency and default rates rose to an average of approximately 36% of the mortgage loan collateral. By April 2010 *over 48%* of mortgage collateral was in some form of delinquency or default.

2. The Representations About the Loans in the Collateral Pool.

94. The criteria that WaMu purportedly considered in approving mortgage loans included:

- FICO credit score,
- Borrower income,
- Borrower assets,
- Borrower employment,
- Loan documentation type,
- The value and adequacy of the mortgaged property as collateral,
- Loan-to-value ratio,
- Total monthly debt payments-to-income ratio,
- Borrower occupancy, and
- The number and degree of any late mortgage or rent payments within the proceeding 12-month period.

95. According to the prospectus supplement, the source of mortgage loans underlying the Public Offering (the "Origination Channels") included loans made by WaMu Bank or select third parties within WaMu's "correspondent" lender channel whose loan application packages complied with WaMu's mortgage loan underwriting standards:

The Sponsor's Origination Channels

All of the mortgage loans owned by the Trust have been either originated by the sponsor or purchased by the sponsor from approved mortgage loan correspondent lenders.

* * *

Some of the sponsor's correspondent lenders have delegated underwriting approval. Those correspondent lenders are authorized to underwrite mortgage loans with specified characteristics up to specified loan amounts, and must refer all other mortgage loans to the sponsor for underwriting. *In the case of mortgage loans underwritten by a correspondence lender, the correspondent lender will represent to the sponsor that the mortgage loans have been underwritten in accordance with the sponsor's underwriting guidelines. Correspondent lenders without delegated underwriting approval submit loan application packages to the sponsor for underwriting and fund each loan only upon approval by the sponsor.*

(Emphasis added).

96. In the description of the underwriting process in the Supplemental Prospectus, WaMu stated:

UNDERWRITING OF THE MORTGAGE LOANS

General

All of the mortgage loans owned by the Trust have been originated in accordance with the underwriting guidelines of the sponsor as described in this section. Mortgage loans may have been underwritten directly by the sponsor or by correspondent lenders with delegated underwriting approval.

The sponsor's underwriting guidelines generally are intended to evaluate the prospective borrower's credit standing and repayment ability and the value and adequacy of the mortgaged property as collateral. Some mortgage loans are manually underwritten, in which case an underwriter reviews a loan application and supporting documentation, if required, and a credit report of the borrower, and based on that review determines whether to originate a loan in the amount and with the terms stated in the loan application. Some mortgage loans are underwritten through the sponsor's automated underwriting system, described below.

Prospective borrowers are required to complete a standard loan application in which they provide financial information regarding such factors as their assets, liabilities and related monthly payments, income, employment history and credit history. Each borrower also provides an authorization to access a credit report that summarizes the borrower's credit history. In the case of some mortgage

loans originated under the sponsor's streamline documentation programs (described below), the prospective borrower is not required to provide certain financial information, including information about income and assets.

* * *

Evaluation of the Borrower's Repayment Ability

In evaluating a prospective borrower's ability to repay a mortgage loan, *the loan underwriter considers the ratio of the borrower's mortgage payments, real property taxes and other monthly housing expenses to the borrower's gross income* (referred to as the "housing-to-income ratio" or "front end ratio"), and the ratio of the borrower's total monthly debt (including non-housing expenses) to the borrower's gross income (referred to as the "debt-to-income ratio" or "back end ratio"). The maximum acceptable ratios may vary depending on other loan factors, such as loan amount and loan purpose, loan-to-value ratio, credit score and the availability of other liquid assets. *Exceptions to the ratio guidelines may be made when compensating factors are present.*

For purposes of calculating the "front end" and "back end" ratios for certain Option ARM Loans, the borrower's monthly mortgage debt is determined based on the fully indexed rate and a predetermined factor as set by the sponsor's credit department from time to time (which rate may be greater than the rate in effect for the mortgage loan during the initial fixed-rate period).

* * *

Evaluation of the Adequacy of the Collateral

The adequacy of the mortgaged property as collateral generally is determined by an appraisal made in accordance with pre-established appraisal guidelines.

* * *

Documentation Program

Each mortgage loan has been underwritten under one of three documentation guidelines for verification of the borrower's stated income and assets. Under the sponsor's full/alternative documentation program, the prospective borrower's stated income is verified through receipt of the borrower's most recent pay stub and most recent W-2 form or, in the case of self-employed borrowers or borrowers with more than 25% of their income from commissions, two years of personal (and, if applicable, business) tax returns. For self-employed borrowers, profit and loss statements may also be required. Under the full/alternative documentation program, the borrower's stated assets are verified through receipt of the borrower's two most recent bank or brokerage statements. In addition, the

borrower's employment may be verified with the employer by telephone or by other independent means.

The sponsor's low documentation program places increased reliance on the value and adequacy of the mortgage property as collateral, the borrower's credit standing and (in some cases) the borrower's assets. It is available to borrowers with certain loan-to-value ratios, loan amounts and credit scores. Under this program, the income as stated in the borrower's loan application is not verified, although the borrower's employment may be verified by telephone. The borrower's stated income must be reasonable for the borrower's occupation and assets (as determined in the underwriter's discretion). Assets may be verified for higher risk transactions and when exceptions are approved, such as when specific loan-to-value ratios or loan amount limits are exceeded.

The sponsor has several "streamline" documentation programs under which the prospective borrower's income and assets either are not required to be obtained or are obtained but not verified. Eligibility criteria vary but may include minimum credit scores, maximum loan amounts, maximum debt-to-income ratios and specified payment histories on an existing mortgage loan (generally, a history of timely mortgage payments for the past twelve months, or for the duration of the mortgage loan if less than twelve months old) or on other debt. Purchase loans as well as refinance loans may be eligible under the streamline documentation programs. For some mortgage loans that qualify under these programs, the borrower's income and assets are not required to be obtained. For some other mortgage loans that qualify under these programs, the borrower's income and assets are obtained but not verified, the borrower's employment is verified with the employer by telephone, and the borrower's stated income must be reasonable for the borrower's occupation and assets (as determined in the underwriter's discretion).

A credit report for the borrower generally is required for all mortgage loans underwritten under the sponsor's full/alternative and low documentation programs, and for all but a small percentage of mortgage loans underwritten under the sponsor's streamline documentation program.

Exceptions to Program Parameters

Exceptions to the sponsor's loan program parameters may be made on a case-by-case basis if compensating factors are present. In those cases, the basis for the exception is documented, and in some cases the approval of a senior underwriter is required. Compensating factors may include, but are not limited to, low loan-to-value ratio, low debt-to-income ratio, good credit standing, the availability of other liquid assets, stable employment and time in residence at the prospective borrower's current address.

Quality Control Review

The sponsor's credit risk oversight department conducts quality control reviews of statistical samplings of previously originated mortgage loans on a regular basis.

The Supplemental Prospectuses also contained the following “Representations and Warranties”:

Representations and Warranties Regarding the Mortgage Loans

Under the mortgage loan sale agreement pursuant to which the sponsor will sell the mortgage loans to the depositor, the sponsor will make representations and warranties in respect of the mortgage loans, which representations and warranties the depositor will assign to the Trust pursuant to the pooling agreement. Among those representations and warranties are the following:

* * *

All payments due on each mortgage loan have been made and no mortgage loan was delinquent (i.e., was more than 30 days past due) more than once in the preceding 12 months and any such delinquency lasted for no more than 30 days;

* * *

The sponsor used no adverse selection procedures in selecting the mortgage loans from among the outstanding adjustable rate conventional mortgage loans owned by it which were available for sale and as to which the representation and warranties in the mortgage loan sale agreement could be made;

97. These statements about WaMu’s underwriting – while admittedly hinting at higher risk loans, less than complete loan underwriting files and underwriting “exceptions” – did not begin to capture the wholesale disregard of WaMu’s loan underwriting guidelines and were, as a result, highly misleading. Thus, e.g., though the Supplemental Prospectus discloses that underwriting “exceptions” may be made on a “case-by-case” basis, when “compensating factors” existed, in fact, WaMu’s underwriting standards were routinely dispensed with without regard to other layered credit risks.

98. Unbeknownst to investors, WaMu’s “low documentation” program was riddled with fraud. Among other things, there is ample internal evidence showing that WaMu

brokers actually identified as generating fraudulent loans were nonetheless left in place for years, and even in those few instances where WaMu bothered to test the loans' underwriting and found them to be fraudulent, the loans were still included in later securitizations because there were no internal controls to omit them from the securitization pools. Similarly, delinquent loans were, contrary to WaMu's "representations and warranties," included in the securitization pools and, in fact, WaMu's CEO and Board specifically selected WaMu's riskiest loans to transfer out of its own loan portfolio and into the securitizations where investors would bear the credit risks.

b. WaMu Regularly Disregarded Loan Underwriting Standards and Originated Substandard and Fraudulent Home Loans That Were Sold to Investors.

1. WaMu Disregarded Its Own Loan Underwriting Standards.

99. Evidence already compiled and developed by the Senate Subcommittee demonstrates that the MBS Plaintiffs will have little trouble showing that the WaMu Defendants routinely flouted WaMu's own underwriting standards and condoned fraud, when originating or purchasing from third-party brokers and banks substandard and fraudulent home loans. The compiled evidence also shows that Defendants engaged in this knowingly "risky" conduct to profit by securitizing and selling these loans to investors.

100. As the U.S. Treasury Department's Inspector General concluded – which only recently was made public – WaMu failed, "because its management pursued a high-risk business strategy without adequately underwriting its loans or controlling risks." In describing WaMu's "Inadequate Controls," the Inspector General explained that from 2003 to 2007, 48-70 percent of WaMu's loan production was generated by a network of brokers, and that by 2007 WaMu had only 14 WaMu employees overseeing more than 34,000 third-party brokers; moreover, "[f]rom 2005 through 2007, while OTS [the Office of Thrift Supervision] was issuing multiple repeat findings pertaining to single family residential loan underwriting, WaMu originated almost \$618 billion in single family residential loans." Both the Senate Subcommittee and Inspector General were particularly critical of WaMu's routine practice of originating "stated income" loans, which WaMu publicly referred to as "reduced-doc" loans, and which permitted

“borrowers to simply write-in their income on the loan application without providing documentation.” 73% of its Option Arms -- the loans most often included in the securitizations - - were “stated income” loans.

101. While, in his written testimony submitted to the Senate Subcommittee, WaMu’s CEO, Killinger, attempted to attribute WaMu’s problems to an extreme and unanticipated collapse of the housing market in California where WaMu’s loans were concentrated,⁶⁸ Vanasek, WaMu’s chief risk officer through 2005, observed in his written testimony that WaMu’s demise was the result of its own reckless credit risk policies. (“Some may characterize the events that took place as a ‘perfect storm,’ but I would describe it as an inevitable consequence of consistently adding risk to the portfolio in a period of inflated housing price appreciation.”). During his questioning, Vanasek also admitted that, in 2005, he knew about the fraudulent underwriting occurring in several WaMu offices, which he attributed to WaMu’s incentive compensation system which “rewarded growth rather than quality.” Vanasek further testified that although he had recommended to the Board that firm action be taken, the identified brokers engaging in the fraudulent activity had not been removed because they were “the highest producers.” Cathcart, Vanasek’s successor, agreed that the Board knew about the problems with fraud in the origination process. Investors who bought the Certificates, however, were kept completely in the dark.

102. Rotella, who joined WaMu in 2005, after 18 years at J.P. Morgan Chase, observed that WaMu’s home loans business was the “worst managed business I had seen in my career.” Schneider, who was hired as WaMu’s head of home loans in 2005, testified that WaMu’s Board had decided on its high-risk strategy before he joined the Company and that WaMu’s “Asset and Liability Committee” (on which Defendant Novak sat) made the decisions on which loans to transfer into the securitizations, based upon the “loans’ risk-return profile.”

⁶⁸ In a March 2005 e-mail to Vanasek, Killinger himself had observed the high risks associated with reducing underwriting standards while in a housing “bubble.” (“I suspect the toughest thing for us will be to navigate through a period of high home prices, increased competitive conditions for reduced underwriting standards, and our need to grow the balance sheet. I have never seen such a high risk housing market . . . [t]his typically signifies a bubble.”)

Defendant Beck, who ran WaMu's capital markets program, testified that he knew there were fraudulent loans being originated and that, if he could do anything differently, he would have securitized fully documented loans because, the "underlying documentation was an important aspect of the performance of the loans."

103. WaMu's contemporaneously prepared, internal documents confirm that the Defendants knew that WaMu's loan officers and third-party brokers were systematically disregarding the Bank's loan underwriting standards and were originating fraudulent and substandard loans. These documents include:

- An **August 31, 2005** chain of emails exchanged between executives in WaMu's Risk Mitigation Group discussing Risk Mitigation's review of WaMu's prime lending business, and identifying:

"Systemic Problems of Loan Fraud" – "I would like to point out a few things we have done to determine the magnitude and how to control the issues at hand ... We identified that there was a systemic problem with high incidents of loan fraud."

- An **October 24, 2005** chain of emails exchanged between executives in WaMu's Risk Mitigation Group discussing WaMu's policy of granting borrowers "exceptions" to WaMu's loan underwriting requirements:

"Underwriting Quality Control Is a Joke" – "It's all exceptions – underwriting quality control in that area is a joke."

- A **November 17, 2005** report prepared for Vanasek, that identified numerous problems within WaMu's retail lending business, including:

- **"A Sustained History of Confirmed Fraud"** – There was "a sustained history of confirmed fraud findings over the past three years from the Emerging Markets and Retail Broker Program areas."
- **"Employees Circumventing Bank Policy"** "An extensive level of loan fraud exists in the Emerging Market [Community Fulfillment Centers], virtually all of it stemming from employees in these areas circumventing bank policy surrounding loan verification and review."
- **An Overwhelming Amount of "Suspect Activity"** – "42% of the loans reviewed contained suspect activity or fraud, virtually all of it attributable to some sort of employee malfeasance or failure to execute company

policy. In terms of employee activity enabling this perpetration of fraud, the following categories of activity appeared most frequently: inconsistent application of credit policy, errors or negligence, process design flaws, intentional circumvention of established processes, and overriding automated decisioning recommendations.”

104. In a January 2007 e-mail, Ron Cathcart, then WaMu’s Chief Risk Officer, congratulated a division risk officer for “partnering” with the Home Loans leadership in adopting a new business strategy which (1) shifted to “higher margin products (Alt-A, subprime and home equity)”; (2) took on “more credit risk”; and (3) “aggressively attack[ed] the cost structure.” Among the group’s purported notable “accomplishments” was a net increase from 52 to 67% in “auto approval” of mortgage loans, the out-sourcing of residential appraisals, “invigorat[ing]” its credit risk “appetite” with the expansion of credit guidelines among borrowers with 620 to 680 FICO scores.

105. E-mails, investigative memoranda and audit reports prepared in late 2007 and 2008 confirmed the much lower underwriting standards and higher levels of fraud in the WaMu loans originated during the relevant period:

- An **August 23, 2007** email from Rotella to Killinger discussed WaMu’s loan origination businesses, concluding that: “I said the other day that HLs [WaMu Home Loans] was the worst managed business I had seen in my career.”
- A **February 20, 2008** email from Ron Cathcart, who served as WaMu’s Chief Risk Officer from 2006-2008, to WaMu President Steven Rotella, WaMu CEO Kerry Killinger, and John McMurray, who replaced Cathcart as Chief Risk Officer in 2008, explained that:

“Suspect Origination Data” – “Credit cost forecasts have been so unreliable” because of “poor underwriting quality which in some cases causes our origination data to be suspect particularly with respect to DTI [Debt to Income].”

- An **April 4, 2008** memorandum prepared by WaMu’s Head of Corporate Fraud Investigations and WaMu’s Deputy General Auditor for WaMu’s Chief Legal Officer, General Counsel and General Auditor identified:
 - **“Fraudulent Loan Practices”** – “HL [Home Loans] Risk Mitigation generated alerts that identified patterns of fraudulent loan practices and provided remediation recommendations that were not acted upon by HL

Senior Management. Employee interviews conducted during this investigation consistently described an environment where production volume rather than quality and corporate stewardship were the incented focus.”

- **“Fraudulent Loan Documents”** – WaMu’s “loan origination process did not identify potential applicant misrepresentations and fraudulent loan documents HL [Home Loans] Risk Mitigation’s 2005 and 2007 reviews found high levels of misrepresentation and suspected loan fraud for [WaMu’s top producing office] (62% of the 2007 sampled loans).”
- **Improper Compensation Incentives** – WaMu’s “Loan Producers were compensated for volume of loans closed and Loan Processors were compensated for speed of loan closing rather than a more balanced scorecard of timeliness and loan quality. Systems and processes used to originate loan production were designed primarily to support incentive compensation programs ... rather than measuring individual performance.”
- **“Minimal” Internal Controls** – “Currently [the] control environment, by design, has minimal barriers to segregate the sales staff and the fulfillment staff. Any control design that allows loan consultants to participate in any aspect of the income, employment or asset verification process has an inherent risk that the sales employee will take actions that benefit their own income while at the same time increasing risk for WaMu. A design weakness here is that the loan consultants are allowed to communicate minimal loan requirements and obtain various verification documents from the borrower that is needed to prove income, employment and assets.”
- **“Gaming of the System”** – “Since the loan consultant is ... more intimately familiar with our documentation requirements and approval criteria, the temptation to advise the borrower on means and methods to game the system may occur. Our compensation and reward structure is heavily tilted for these employees toward production of closed loans.

A design recommendation in this area would entail changes to the process that exclude the loan consultant from participation in the income, employment and asset validation process. An additional recommendation is to capture for each loan processed, who originates, processes and underwrites the loan. This would provide more consistent monitoring and identification of issues (including presence of fraud) that may require additional training or investigative attention.”

- A **September 8, 2008** report entitled “Risk Mitigation and Mortgage Fraud” prepared by WaMu’s Corporate Credit Group for WaMu’s most senior

executives, including WaMu President Steven Rotella, President of Home Loans David Schneider, WaMu General Auditor Randy Melby and others, concluded that–

“Controls for Fraud Not Currently Effective” – “The controls that are intended to prevent the sale of loans that have been confirmed by Risk Mitigation to contain misrepresentations or fraud are not currently effective.”

106. Plaintiffs also should have no trouble proving that, after originating fraudulent and substandard loans, the WaMu Defendants pooled these loans into securities and then sold them to third-party investors, including Plaintiffs. Thusly, *e.g.*, minutes of a December 12, 2006 meeting of the Market Risk Committee⁶⁹ reported:

“An analysis in process whose preliminary results show an abnormally high number of delinquencies in a number of the 2006 Conduit Program securitizations . . . delinquency behavior was flagged in October for further review and analysis when recent securitization deals appeared to have more severe delinquency behavior than experienced in past deals. The primary factors contributing to increased delinquency appear to be caused by process issues including the sale and securitization of delinquent loans, loans not underwritten to standards, lower credit quality loans and seller servicers reporting false delinquent payment status.”

107. Other internal WaMu documents showing that the WaMu Defendants set out to sell fraudulent and substandard loans to investors include:

- A **June 1, 2005** email from Vanasek to Rotella, Killinger and others discussing the “key objectives” of WaMu’s loan securitization program –

“Systematically Remove Higher Risk Loans” – “[Key objective is] [s]ystematically remove some of the higher risk/under priced elements of the portfolio either through disposition of the loans or finding a way to wrap the loans with a Fannie or Freddie guarantee. This applies equally to prime and sub-prime assets.”

- A **February 20, 2007** email from Cheryl Feltgen, the Chief Risk Officer for WaMu Home Loans, to Beck, who served as WaMu’s Chief Investment Officer, stating–

Using Securitizations to “Reduce Risk and Delinquencies” – “My team and I look forward to receiving the loan level detail on the pools of Option ARMs we are considering for sale. I thought it might be helpful insight to see the information ... about the components of the portfolio that have

⁶⁹ Defendants Beck, Novak and Lehmann attended this meeting in person or by phone.

been the largest contributors to delinquency in recent times. I know this is mostly an exercise about gain on sale, but we might also be able to accomplish the other purpose of reducing risk and delinquency at the same time.”

- A **September 8, 2008** report entitled “2008 Home Loans - Risk Mitigation and Mortgage Fraud - 2008 Targeted Review,” prepared by WaMu’s Corporate Credit Group for WaMu’s most senior executives concluding that—

“No Process to Prevent Suspicious Loans From Being Sold” – “There is not a systematic process to prevent a loan in the Risk Mitigation Inventory and/or confirmed to contain suspicious activity from being sold to an investor ... There is evidence that this control weakness has existed for some time.”

C. The MBS Plaintiffs Have a \$273 Million Class 12 Claim.

108. The MBS Plaintiffs will also be able to establish that they have a \$273 million Class 12 claim. Indeed, the methodology for calculating damages for a violation of Section 15 of the 1933 Act is straightforward and is specifically set forth in the 1933 Act, which provides that a plaintiff in a Section 15 case is entitled to recover “the difference between the amount paid for the security . . . and (1) the value thereof as of the time such suit was brought [here, August 4, 2008], or (2) the price at which such security shall have been disposed of in the market before suit, or (3) the price at which such security shall have been disposed of after suit but before judgment if such damages shall be less than the damages representing the difference between the amount paid for the security . . . and the value thereof as of the time such suit was brought.”

109. The MBS Plaintiffs have retained a damages expert, Dr. Scott Hakala, who used historical data to calculate the difference in price between the amount that MBS Plaintiffs and members of the Class paid for the WaMu Pass-Through Certificates, and the value of the WaMu-Pass through Certificates at the time that the suit was brought. The MBS Plaintiffs have attached Dr. Hakala’s affidavit explaining his damages methodology to this Motion as Exhibit 4, and Dr. Hakala is prepared to appear and give testimony on his damages methodology and calculations at the February 1, 2012 hearing.

NOTICE

110. Notice of this Motion has been provided to all parties on the Certificate of Service filed or to be filed herein. The MBS Plaintiffs submit that such notice constitutes good and sufficient notice of this Motion and all proceedings to be held thereon, and that no other or further notice need be given.

NO PRIOR REQUEST

111. No previous motion for the relief requested herein has been made to this or any other Court.

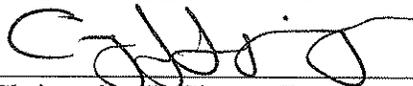
CONCLUSION

For the reasons stated above, the MBS Plaintiffs respectfully request that the Court enter an Order, substantially in the form annexed hereto as Exhibit 5, (i) temporarily allowing the class Proof of Claim as a Class 12 General Unsecured Claim in the amount of \$273 million, for voting purposes only, and (ii) granting such other and further relief as the Court deems just and proper.

Dated: January 18, 2012

CROSS & SIMON LLC

By: _____


Christopher P. Simon (Bar No. 3967)
Craig J. Springer (Bar No. 5529)
913 North Market St., 11th Floor
Wilmington, Delaware 19899-1380
302.777.4200 (Telephone)
302.777.4224 (Facsimile)
csimon@crosslaw.com
cspringer@crosslaw.com

and

LOWENSTEIN SANDLER PC

John K. Sherwood, Esq.
Ira M. Levee, Esq.
65 Livingston Avenue
Roseland, New Jersey 07068
973.597.2500 (Telephone)
973.597.2400 (Facsimile)

Bankruptcy Counsel to the MBS Plaintiffs

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WASHINGTON MUTUAL, INC, *et als.*,

Debtors.

Chapter 11

Case No. 08-12229 (MFW)

(Jointly Administered)

Hearing Date: February 1, 2012 @ 10:30 a.m. (ET)

Objection Deadline: January 25, 2012 at 4:00 p.m. (ET)

**NOTICE OF MBS PLAINTIFFS' MOTION FOR AN
ORDER TEMPORARILY ALLOWING CLAIM FOR
VOTING PURPOSES PURSUANT TO FED. R. BANKR. P. 3018(a)**

The MBS Plaintiffs,¹ have filed the attached Motion for an Order to Temporarily Allow Claim for Voting Purposes (the "Motion").

If you object to the relief requested in the Motion, you are required to file a response (the "Response"), on or before **January 25, 2012 at 4:00 p.m. (the "Objection Deadline")**.

At the same time you must serve a copy of the Response upon:

Christopher P. Simon, Esq.
Craig J. Springer, Esq.
CROSS & SIMON, LLC
913 N. Market St., 11th Floor
P.O. Box 1380
Wilmington, DE 19899-1380
(302) 777-4200 (Telephone)
(302) 777-4224 (Facsimile)

John K. Sherwood, Esq.
Ira M. Levee, Esq.
LOWENSTEIN SANDLER PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
(973) 597-2400 (Facsimile)

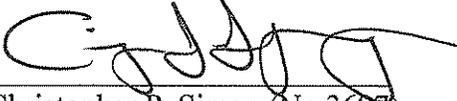
A HEARING ON THE MOTION WILL BE HELD ON **FEBRUARY 1, 2012 AT 10:30 A.M.**, ONLY IF OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OF HEARING.

¹ Capitalized terms shall have the meanings ascribed to them in the Motion, unless defined otherwise herein.

Dated: January 18, 2012

CROSS & SIMON, LLC

By: 
Christopher P. Simon (No. 3697)
Craig J. Springer (Bar No. 5529)
913 N. Market St., 11th Floor
P.O. Box 1380
Wilmington, Delaware 19899-1380
(302) 777-4200 (Telephone)
(302) 777-4224 (Facsimile)
csimon@crosslaw.com
cspringer@crosslaw.com

-and-

LOWENSTEIN SANDLER PC
John K. Sherwood
Ira M. Levee, Esq.
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
(973) 597-2400 (Facsimile)

*Bankruptcy Counsel to the Class
Representatives and the Class*

EXHIBIT 1

Exhibit 1

Diagram 1

Washington Mutual Ownership Structure

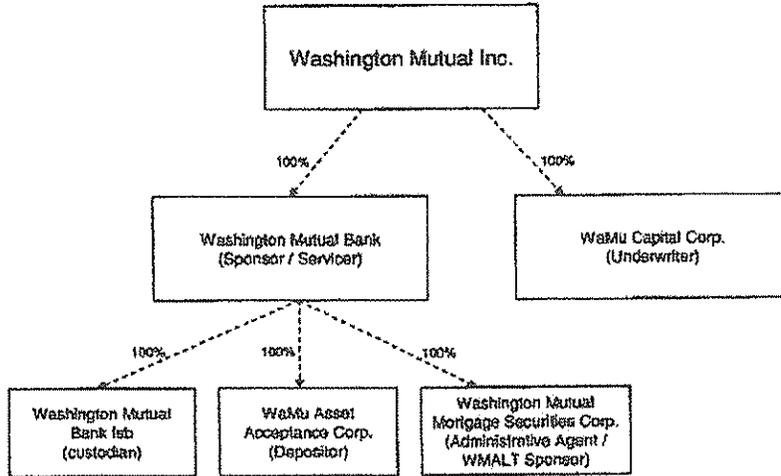


EXHIBIT 2

Diagram 2: Loan and MBS Securitization Production Process

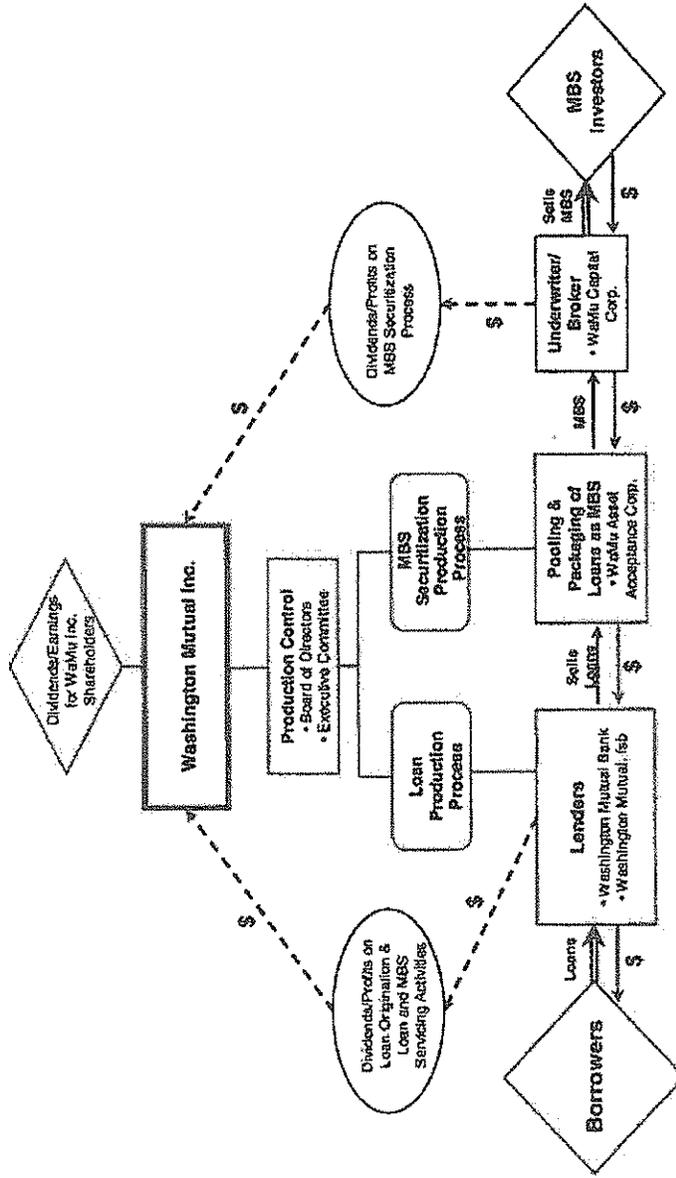


EXHIBIT 3

Diagram 3: WaMu Inc.'s Management Control and Reporting Structure 2005 - 2008

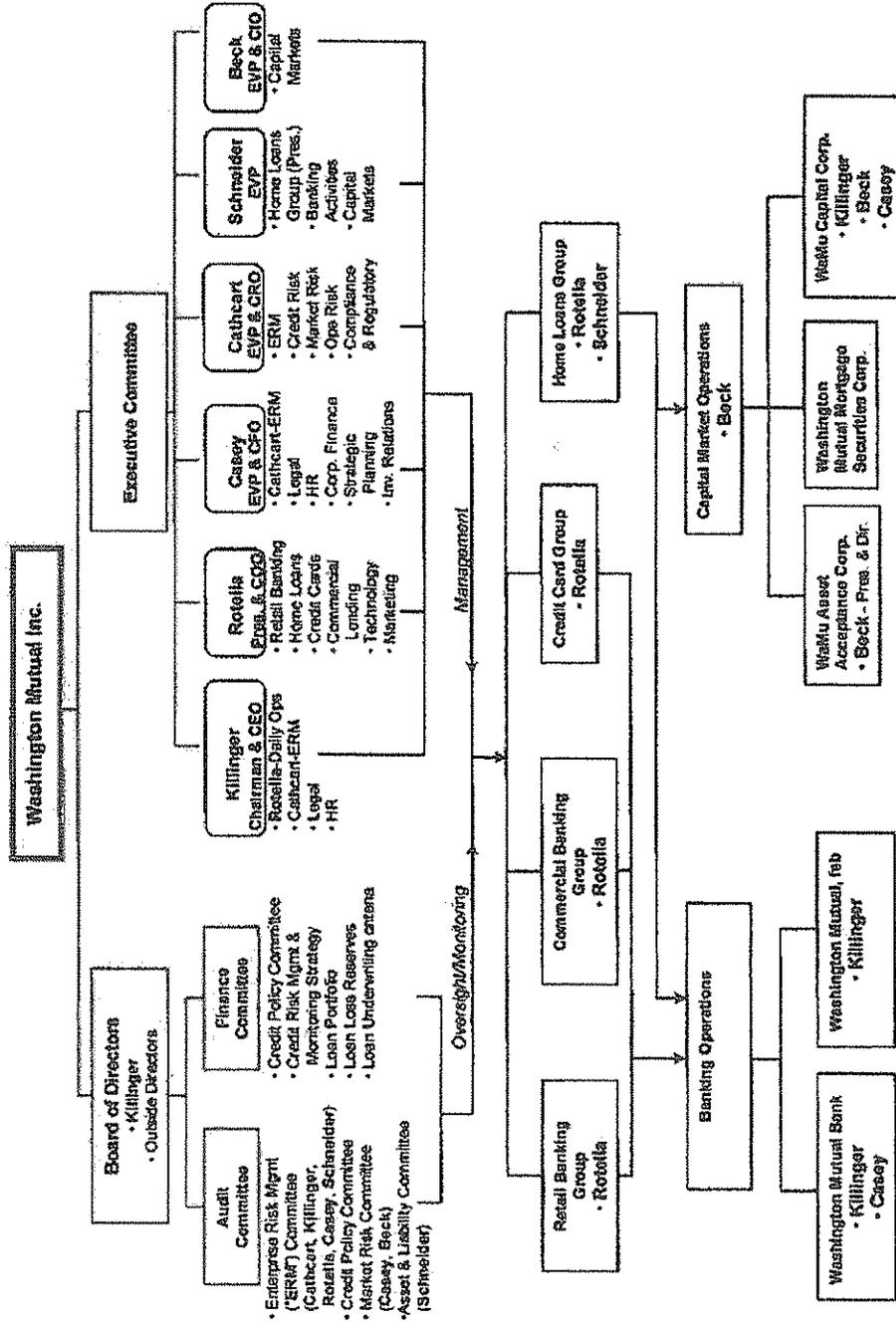


EXHIBIT 4

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

BOILERMAKERS NATIONAL ANNUITY TRUST FUND, on behalf of itself and all others similarly situated	§	
	§	
Plaintiff,	§	Case No. C09-00037 MJP
	§	
v.	§	
	§	
WAMU MORTGAGE PASS THROUGH CERTIFICATES, SERIES AR1, et al.,	§	
	§	
Defendants	§	

**DECLARATION OF SCOTT D. HAKALA, PH.D., CFA
REGARDING PRESUMPTIVE DAMAGES**

I. Summary of Opinions

1. This declaration is a revised version of a declaration dated March 11, 2011 originally filed in support of plaintiff's motion for class certification in *BOILERMAKERS NATIONAL ANNUITY TRUST FUND, on Behalf of Itself and All Others Similarly Situated, vs. WAMU MORTGAGE PASS-THROUGH CERTIFICATES, SERIES AR1, et al.*; (Master Case No.: C09-0037 (MJP)); In the United States District Court For the Western District of Washington. I testified in deposition testimony May 12, 2011, to the original declaration. In Exhibit B-summary I have prepared a schedule of the presumptive losses realized by plaintiffs for the certificates in the certified class in *BOILERMAKERS NATIONAL ANNUITY TRUST FUND, on Behalf of Itself and All Others Similarly Situated, vs. WAMU MORTGAGE PASS-THROUGH CERTIFICATES,*

SERIES ARI, et al.; (Master Case No.: C09-0037 (MJP)); In the United States District Court For the Western District of Washington. The securities prices in Exhibit B-Summary are derived primarily from FT Interactive matrix prices. Where FT Interactive did not have price quotes, price information was obtained from matrix prices from Thomson Financial and from observed actual sale prices reported subsequent to August 4, 2008. In my opinion, given the facts cited in the Complaint, changes in market interest rates over time, subsequent losses realized as shown in Exhibits B-1 through B-6, that the presumptive damages in Exhibit B-Summary are not subject to affirmative defenses and represent a conservative estimate of damages in the amount of \$273.2 million to the certified class of tranches.

2. As set forth in substantially greater detail later in the declaration, I considered extensive news searches on Factiva and Lexis-Nexis news databases from January 2006 through December 2010, information on credit/securities ratings for the subject certificates issued in this case and the timing of the various downgrades in the ratings of those certificates, the monthly Schedule D reports filed by Washington Mutual with respect to each certificate (providing information on principal and interest payments, principal remaining, accrued losses and other credit information for each pool of mortgages and certificate), and related that information to other reports for selected certificates.

3. After careful review, I found that the greater-than-expected rates of delinquencies and losses revealed potential problems with the mortgage loan pools in this case beginning in March through December 2008 and continuing through 2009. Securities rating downgrades began to indicate such problems between March 2008 and February

2009. However, the connection between the rising delinquencies and the deficient underwritings practices outlining in the Complaint in this case was only revealed slowly over time from August 2008 through April 2010. Anecdotal reports and securities complaints filed between August 4, 2008 and December 2008 began to reveal more fully the extent to which the greater-than expected delinquencies and losses in the mortgage pools observed in the monthly reports were a function in substantial part of deficient underwriting practices that deviated substantially from the representations made in the respective prospectuses and also made by representatives on Washington Mutual over time. Thus, the relevant truth regarding the real risks associated with the subject certificates leaked out over time, primarily between March and December 2008 but continued to be revealed more fully in 2009 and 2010.

4. Additional losses in the values of the certificates continued to occur in 2009 and part of 2010 as the cumulative losses and delinquencies in the mortgage loan pools continued to increase in 2009 and 2010 (as shown in Exhibits C-1 through C-6). Information regarding the extent of the deficiencies in Washington Mutual's underwriting and securitization practices (violating the representations in the six prospectuses at issue in this case) continued to come to light over time, including through a congressional hearing in April 2010 that summarized the results of investigations (began in September 2008) into Washington Mutual's financial failure that partially revealed and further confirmed the true extent of Washington Mutual's deficient underwriting practices and the magnitude of those deficiencies in contributing to investor losses and Washington Mutual's financial failure.

5. In answer to the second question, I found that presumptive losses could be determined using quoted market prices and transactions prices for the subject certificates. (See, for example, Exhibits B-1 to B-6.) Furthermore, using the specific information provided in connection with Washington Mutual's monthly reports and prior representations, as well as referring to certain guideline collateralized mortgage obligations not similarly implicated by such highly deficient underwriting practices, one could determine both that the losses realized by investors in the subject certificates to date could not be explained primarily by economic and market factors and that a substantial portion of those losses could be attributed to the allegations of deficient underwriting practices (in direct violation of the representations in the six prospectuses in this case) and securitization practices (in direct violation of the representations in the six prospectuses in this case). In reaching this opinion, I considered monthly reports for each certificate as to the payment of principal and interest, accrued principal losses, and delinquency, foreclosure, and loss information associated with the applicable pools of mortgages pledged as collateral for the certificates at issue in this case.

II. Background and Qualifications of the Expert

6. I am a managing director of CBIZ Valuation Group, LLC, a national business valuation and consulting firm that operates as a wholly owned subsidiary of Century Business Services, Inc., a publicly traded business services firm (NYSE: CBZ). CBIZ Valuation Group, LLC, is one of the largest business valuation and consulting firms in the United States with offices in Dallas, Chicago, Atlanta and Princeton (New Jersey). CBIZ Valuation Group, LLC employs approximately 80 individuals providing business valuation services to public and private companies.

7. I received a Doctor of Philosophy degree in Economics and a Bachelor's degree in Economics from the University of Minnesota. My academic and dissertation advisor, Edward Prescott, was jointly awarded the Nobel Prize in economics in 2004. I have earned the professional designation of Chartered Financial Analyst, awarded by the CFA Institute. In addition, I have served as a consultant and expert witness on numerous occasions regarding economic issues similar to those in this litigation. I have prepared analyses and/or testified on materiality and damages in a number of cases involving securities litigation. I have evaluated numerous mortgage loans, analyzed and valued collateralized mortgage obligations on numerous occasions, evaluated a number of companies that issue collateralized mortgage obligations and similar mortgage backed securities (including detailed analyses of the issuance of securities and adequacy of provisions for guarantees by Freddie Mac and other private and semi-public providers of mortgage guarantees and insurance), and evaluated companies and funds that invested primarily in mortgage backed securities. A detailed summary of my qualifications, including prior testimony and articles, is provided on the curriculum vitae attached hereto as Exhibit A.

8. Plaintiffs are being charged fees for my services in this engagement based on my hourly billing rate of \$575 per hour. I have received assistance from other staff employed by CBIZ Valuation Group.

III. Information Considered

9. In connection with this assignment I have received and reviewed the following information:

(a) Second Amended Consolidated Complaint for Violations of the Securities Act of 1993 dated April 1, 2010 in this matter.

(b) The Amended Consolidated Class Action Complaint dated June 15, 2009 and Consolidated Class Action Complaint dated August 5, 2008 in the common shareholder class action.

(c) The Order on Defendants' Motion to Dismiss in this matter dated September 28, 2010.

(d) Lead Plaintiff's Motion for Class Certification in the common shares securities litigation, Declaration of James A Harrod in Support of Lead Plaintiff's Motion for Class Certification.

(e) Mortgage Loan Purchase and Sale Agreement among Washington Mutual Bank Washington Mutual Bank fsb and WaMu Asset Acceptance Corp. dated October 25, 2005.

(f) The WaMu Mortgage Pass-Through Certificates Series 2006-AR7 Trust Prospectus Supplement dated June 23, 2006; WaMu Mortgage Pass-Through Certificates, Series 2006-AR12 Trust Prospectus Supplement dated September 22, 2006; WaMu Mortgage Pass-Through Certificates, Series 2006-AR16 Trust Prospectus Supplement dated November 16, 2006; WaMu Pass-Through Certificates, Series 2006-AR17 Trust Prospectus Supplement dated November 17, 2006; WaMu Pass-Through Certificates, Series 2006-AR18 Trust Prospectus Supplement dated December 18, 2006; Washington Mutual Mortgage Pass-Through Certificates, WMALT Series 2007-HY1 Trust Prospectus Supplement dated January 11, 2007 and

the monthly reports filed in connection with each of the Supplemental Prospectuses listed above.

(g) Articles: U.S. House Prices Fall 1.6 Percent in the Third Quarter; Declines in Most Parts of the Country dated November 24, 2010; Federal Housing Finance Agency; Mortgage Defaults by Shane M. Sherlund.

(h) Broker Production providing transactions data for certificates issued in the six offerings in this case from ING Direct, Bank of America, Barclay PLC, Cantor Financial, Charles Schwab, CitiBank, Credit Suisse, Deutsche Bank, Goldman Sachs, ING Direct, Lehman Brothers, Mesirow Financial, Morgan Stanley, National Financial, Pershing LLC, PNC Bank, Raymond James, RBC, State Street and Wells Fargo.

(i) A detailed search for relevant articles regarding WAMU and ARM or option mortgage loans from January 1, 2006, through May 2010, on Bloomberg, L.P. and Dow Jones News Retrieval System/Factiva.

(j) United States Senate Hearings United States Senate – Permanent Subcommittee on Investigations exhibit excerpts and transcripts from April 2010.

(k) Monthly and quarterly housing price indices by state and region published by the U.S. Federal Housing Finance Agency.

(l) Information from Bloomberg L.P. and Thomson Reuters on quoted prices for the certificates in this case and for certain guideline certificates (particularly certain certificates associated with Wells Fargo Mortgage Backed Securities offerings 2006-AR10 through AR19 and a JP Morgan Chase offering 2007-A1).

(m) Information compiled by Bloomberg L.P. on monthly class/certificate payment and accrual of loss schedules (checked against the monthly reports noted in (f) above) for each of the certificates in the proposed class and for certain guideline certificates (particularly Wells Fargo Mortgage Backed Securities offerings 2006-AR10 through AR19 and a JP Morgan Chase offering 2007-A1).

IV. Description of the Offerings

10. This case involves six offerings of collateralized mortgage obligations by Washington Mutual (“WaMu”) affiliates through supplemental prospectuses issued on June 23, 2006 through January 11, 2007. The first five offerings were based on collateral placed in trust primarily composed of single-family option adjustable rate mortgages (ARMs), and the last offering was based on collateral placed in trust primarily composed of single-family adjustable rate mortgages (ARMs) that were hybrids in that they had an extended period when interest-only payments were required from the borrowers.

Discussion of the 2006 Offerings

11. The offerings in 2006 are:

(a) WaMu Pass-Through Certificates, Series 2006-AR7, Prospectus dated June 23, 2006;

(b) WaMu Pass-Through Certificates, Series 2006-AR12, Prospectus dated September 22, 2006;

(c) WaMu Pass-Through Certificates, Series 2006-AR16, Prospectus dated November 16, 2006;

(d) WaMu Pass-Through Certificates, Series 2006-AR17, Prospectus dated November 17, 2006;

(e) WaMu Pass-Through Certificates, Series 2006-AR18, Prospectus dated December 18, 2006;

12. The certificates sold in each offering were separated into tranches that represented specific rights and claims to the receipt of principal and interest payments from the pools of mortgages that they were collateralized by and associated with. Each certificate had a specified level of seniority (or subordination) of the holder's claims to the collateral in the event of defaults and losses of principal in the pool of mortgages it was associated with. The certificates (also referred to as tranches) in each offering were generally identified by the mortgage pool collateralizing the certificate and the level of seniority: Senior; Senior/Mezzanine (some degree of subordination to the Senior certificates collateralized by the same mortgage pool); and Subordinated (certificates that generally absorbed the first principal losses in the mortgage pools in order of their relative priority to each other after the residual classes that were not offered publicly had been exhausted). The subordinated pools were then ordered in terms of seniority to each other with respect to the mortgage pools they applied to in the offering. (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, p. S-6 to S-13, S-64 to S-68, and S-82 to S-92.)

13. All of the Senior and Senior/Mezzanine certificates offered were issued with the highest available credit rating, AAA (by Standard & Poor's or Fitch) or Aaa (by Moody's). The Subordinated certificates included in the offerings and proposed class all received investment grade ratings (no less than BBB for Standard & Poor's or Fitch or Baa3 for Moody's) depending on their order of priority. (See Exhibits B-1 through B-5

to this declaration for the initial securities ratings of the various certificates in the five 2006 offerings.)

14. Each of these offerings represented offerings of securities/certificates backed by collateral from adjustable rate mortgages (ARMs, meaning that the interest rate was not fixed and was adjusted periodically based on an index interest rate) that contained payment options (“pay-option” mortgages) that initially allowed the borrowers to elect to pay in each month only a portion of the interest accrued, only the interest accrued, or interest accrued and a portion of the principal outstanding. After the pay option period had ended or the principal balance reached some maximum threshold (typically between 110% and 125% of the original loan amount), the payment terms were “recast” such that the mortgage required minimum monthly payments of interest and principal sufficient to retire the outstanding principal balance within 40 years. While many loans in the mortgage pools were purportedly fully documented, the majority of the loans made in each offering contained streamlined documentation procedures (“limited documentation”, considered a type of “Alt-A” mortgage) that purportedly included some verification and tests being performed to ensure that the borrower would have a sufficient combination of collateral, liquid assets, and/or income to service the mortgage at the greater assumed minimum payment levels after the pay option period ended and the payment terms were “recast”. (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, pp. S-39 to S-40.)

15. The vast majority of the mortgage loans in the pools representing the collateral for the issued securities were prime loans, meaning that each borrower had a prime credit rating and/or a combination of sufficient income, assets, and collateral to ensure that the

borrower could afford the loan and would be capable of making scheduled payments throughout the life of the mortgage loan, even after the pay-option period had expired. (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, pp. S-38 to S-40.)

16. Summaries of the amounts offered in principal amounts for each offering and the division of the offering into tranches, the initial securities ratings for each tranche and the seniority of each tranche are provided in Exhibit B-1 through B-5. Each of these five offerings contained common representations and features. Based on the represented underwriting procedures, the loans were in good standing (no mortgages with past due payments beyond 30 days) and typically met the criteria for prime loans in terms of the credit scores and credit-worthiness of the borrowers. The adequacy of collateral was represented to be assured through appraisals prepared using “pre-established appraisal guidelines” and with assessments of the borrowers’ ability to service the mortgage loans using both “front end” and “back end” ratios that considered the maximum minimum payments that might be required under the mortgage loan agreements. (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, p. S-39.) Additionally, all purchased loans were required and purportedly tested to ensure that they met WaMu’s represented underwriting criteria and were not “adversely selected”. (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, pp. S-59 to S-60.) Those representations were additionally reasserted on a number of occasions by representatives of WaMu in quarterly earnings conference calls and in reported investor presentations from early 2006 through April 2008 such that investors would have

been assured of the strict underwriting standards for the mortgage loans included in the respective mortgage loan collateral pools.

17. As a result of the represented underwriting criteria for the mortgage loans placed in trust in connection with the certificates of the subject offerings, the Senior certificates were all given the top securities rating of AAA (Standard & Poor's or Fitch) or Aaa (Moody's) and the Subordinated certificates that had greater priority to collateral were all given investment grade ratings (no less than BBB- for Standard & Poor's or Fitch or Baa3 for Moody's). (See, for example, the Series 2006-AR7 Supplemental Prospectus dated June 23, 2006, pp. S-22 and S-121. See, also, Exhibit B-1 through B-5 for a summary of the initial security ratings for the subject offered certificates.).

Discussion of the 2007 Offering

18. The 2007 offering included in the proposed class, WaMu 2007-HY1, was evidenced by a Supplemental Prospectus dated January 11, 2007. The general underwriting representations were consistent (nearly identical) to the underwriting representations with respect to the five offerings in 2006. (See, for example, the Series 2007-HY1 Supplemental Prospectus dated January 11, 2007, pp. S-25 to S-27 and S-45 to S-46.) The mortgage loans representing the collateral for the certificates issued in this offering were, consequently, generally prime rated loans but were often subject to limited documentation (Alt-A). As with the 2006 offerings, the subject loans were adjustable rate mortgages (ARMs) and had an initial period of reduced minimum payments (five years, seven years, or ten years of interest-only payments required with no principal payments required for at least 96% of the loans in each collateral pool) but did not have the reduced payment option where the borrower could pay only a portion of the interest.

(See, for example, the Series 2007-HY1 Supplemental Prospectus dated January 11, 2007, pp. S-20.) After the initial period of reduced minimum payments, the mortgage loans required minimum payments of principal and interest sufficient to retire the outstanding balance within 30 years.

19. As with the 2006 offerings, the certificates in the Series 2007-HY1 offering were divided into tranches that were ranked in priority with respect to specific pools of mortgages and, thus, characterized as Senior, Senior/Mezzanine, and Subordinated. (See, for example, the Series 2007-HY1 Supplemental Prospectus dated January 11, 2007, p. S-6.) Based on the represented underwriting criteria and the prime status of the loans representing the collateral, all of the Senior and Senior/Mezzanine certificates received the highest security rating of AAA (Standard & Poor's or Fitch) or Aaa (Moody's) and the Subordinated certificates that had greater priority to collateral and included in the proposed class were all given investment grade ratings (no less than BBB for Standard & Poor's or Fitch or Baa3 for Moody's). (See, for example, the Series 2007-HY1 Supplemental Prospectus dated January 11, 2007, pp. S-15 and S-99. See, also, Exhibit B-6.)

IV. The Timing of Market Events and Realization of Excess Delinquencies and Losses

The Environment Immediately Prior to and During the Period of the Subject Offerings

20. More than 50% of the mortgage collateral underlying all six of the offerings in the proposed class was related to mortgages issued in California with additional concentrations of mortgages in Florida and certain other states that had realized substantial appreciation in single-family residential real estate prices between 2003 and

early 2006. However, by the time of the subject offerings in this case, real estate price appreciation had ceased in many of these real estate markets and a material decline in real estate prices in such geographic regions was already commonly considered likely or already being observed.

21. The rapid increase in real estate prices over the four years prior to 2006 had helped conceal prior deficient underwriting practices associated with both subprime and prime mortgage loans (particularly Alt-A loans) by allowing borrowers at risk of default to sell their homes at a gain or refinance so as to defer any delinquencies or defaults. In fact, many of the loans included in the collateral in the mortgage pools in this case were refinance loans. As real estate prices began to stabilize and decline modestly from their peaks, subprime loans (but not the prime, Alt-A loans in this case) began to realize greater-than-expected delinquencies and losses associated with mortgage loans in the fourth quarter of 2006. Thus, the subprime lending crisis began to occur in the fourth quarter of 2006 and resulted in the failure of a number of mortgage banking firms by the end of the first quarter of 2007 and continued to adversely affect mortgage lenders, including Washington Mutual, throughout 2007. By the end of July 2007, the market for subprime collateralized mortgage obligations was such that it became difficult for companies to issue new securities and the liquidity for such securities had substantially declined. As a result, companies, including Washington Mutual, that were involved in underwriting and purchasing subprime loans were finding it difficult to securitize and sell those loans and required to hold them in their portfolio instead. These resulted in disclosed losses for Washington Mutual in the third quarter of 2007 (announced in October 2007) and again in the fourth quarter of 2007 (preannounced in December 2007

and then more fully disclosed in January 2008). However, since the mortgage loans collateralizing the certificates in this case were considered prime (albeit Alt-A) mortgage loans they were not suspected of having the same problems as subprime loans and were still considered to be valid loans throughout 2007.

22. Despite the problems with subprime mortgage loans and the issues coming to light regarding the deficient underwriting practices with respect to subprime mortgage loans, the prime, Alt-A mortgage loans that represented most of the collateral for the certificates in the offerings in this case were represented as being sound. In fact, prior to and during the period in which the six offerings in this case were made, Washington Mutual representatives had repeatedly assured investors of the quality of its underwriting, the history of experience with such loans, and the relative profitability of the prime Alt-A pay-option loan business even after taking into account the slowing growth and evidences of declines in housing prices by mid-2006.

23. Examples of such statements and assurances by Washington Mutual representatives, include:

(a) Statements made in answer to questions on January 31, 2006, at the Citigroup Financial Services Conference by Mr. Rotella regarding interest-only and option ARMs.

(b) Consistent with Mr. Rotella's assurances, assurances reportedly provided in a February 1, 2006 article in *Collections and Credit Risk* that, "Washington Mutual has made it more difficult for borrowers to get option ARMs loans. Borrowers have to prove they can afford the payments after the low teaser rate expires."

(c) Statements made in answer to questions on June 1, 2006 by Mr. Killinger at the Sanford C. Bernstein Strategic Decisions Conference. In these statements, Mr. Killinger acknowledged being “very concerned about housing [trends]”, emphasized the relatively high FICO score [credit rating] of the “existing portfolio of options ARMs”, and stated that, “we have the data about how these loans performed through various parts of the economic cycle and so far the performance has been right in line with expectations and I just haven’t seen anything to cause us any particular concerns.”

(d) Statements made on September 6 and 7, 2006 at WaMu’s 2006 Investor Day, including: statements by Mr. Killinger on September 6, “We like it [the option ARM product] because it provides a good return for us, whether we put it on our balance sheet or we decide to sell it in the secondary market. And we also like it because the performance is good. The performance has been good for Washington Mutual. Ron will share some of those details with you tomorrow. We also like it because we have a 20-year history of the option ARM product. We’re good at it. We’ve done it. We’ve managed the product through the cycles, which is longer than many of our other competitors. We have strong underwriting and disclosure processes in place. In fact, we think we have industry-leading disclosure processes. And we have salesmanship discipline in place where we train every single one of our new loan officers on that product, specific, make sure they understand it and when they’re talking to the customers can explain the product appropriately.”; statements by Ron Cathcart on September 7, “In our prime residential and home equity portfolios, we have maintained conservative lending standards. Finally, we have

established board-approved concentration limits for geography, high loan to value and low FICO score exposures” and “At origination, WaMu focuses on an effective underwriting process and borrower disclosures through our experienced sales force and broker channels....With respect to the borrower, the portfolio quality is very sound, as characterized by a weighted average FICO score of 708. Borrowers are qualified using fully amortizing payments on original principal amounts, as opposed to being qualified only on the minimum payments.”, “Given the way the product is structured, no single loan can increase beyond 25% of its original principal without triggering a recast of the mortgage. Even after maximum negative amortization, and with no home price appreciation, the portfolio should remain well secured and the borrower should have sufficient equity to refinance, should they choose to do so. With respect to portfolio credit risk, the concern is that the product [option ARM] produces an asset which will yield above-average credit losses. On the contrary, this product has historically performed very well. The most vulnerable segment of the portfolio consists of recently originated loans that have not had the benefit of full home price appreciation over an extended period. We manage this risk through conservative underwriting standards, as indicated earlier. For example, this product is not made available to subprime borrowers....WaMu has detailed standardized disclosures for our customers. In addition, we have a knowledgeable, experienced sales force. In fact, we have specific training for both bank loan officers and mortgage brokers on the features of the product. As we already mentioned. WaMu controls the underwriting, so we have the opportunity to evaluate the borrower at the time of origination.” These assurances were then reported in the press. (See, for example,

“WaMu Cuts Expenses, Eases Off Home Lending,” Seattle Post-Intelligencer, September 8, 2006, noting that WaMu has been “pulling back in home lending by tightening credit standards.”)

(e) Statements made in the Washington Mutual earnings conference call on October 18, 2006, including: Mr. Killinger, “First, we have, by policy, do not sell option ARM products through our sub-prime channels so we don’t see this guidance [from the Office of Thrift Supervision regarding underwriting loans with lower payments in early years] as having a significant impact particularly on the sub-prime business, and we also a number of years ago adopted what we call, or it’s a regulatory principals [sic], our responsible lending principles...” and “In underwriting on option ARMs we underwrite to the fully indexed rate, we never underwrite to the teaser rate. And so, again, we don’t see this as having a significant impact on the underwriting for us.”

(f) Statements at the Merrill Lynch Banking & Financial Services Conference on November 16, 2006, including: Mr. Killinger, “Our option ARM portfolio quality is also very good, as characterized by a weighted average FICO score of 707, loan-to-value at origination of 71%. This quality reflects the option ARM underwriting which evaluates the borrower’s ability to make the loans fully amortizing payments, even though they are allowed to make a much lower initial payment.”

24. Even after the problems with subprime lending began to adversely affect WaMu’s earnings and lending in the fourth quarter of 2006 through the third quarter of 2007, WaMu continued to represent that its prime lending business, including its option ARM mortgage loan business, was sound. For example, in the first quarter 2007 earnings

conference call on April 17, 2007, Washington Mutual reported that “Gain on sale of prime-based loans improved over the prior quarter. The demand for prime-based loans in the secondary market was strong.” Mr. Killinger emphasized that the option ARM portfolio “is high quality and continues to perform well...” Thus, even as concerns regarding greater delinquencies and declines in housing prices began to adversely affect the pricing of and evaluation of subprime loans, WaMu continued to report only modest issues with its option ARM prime lending consistent with expectations given the adverse economic climate. Even with reports of general concerns directed at option ARMs in August and September 2007 and a decline in the secondary market’s willingness to purchase certificates collateralized by options ARMs, the reported prices for the Senior certificates sold in the six offerings in this case were not substantially reduced below their offering prices.

25. Beyond anecdotal stories and concerns regarding Washington Mutual’s subprime mortgage lending, I did not identify significant evidence of concerns with Washington Mutual’s underwriting process with respect to the prime mortgage loans included in the collateral for the six offerings in this case until after November 1, 2007. Even then, as will be discussed further, information regarding deficient underwriting practices specific to the prime, Alt-A mortgage loans representing the collateral in this case did not come to light until August 2008 through April 2010. On November 1, 2007, the New York Attorney General filed suit against eAppraiseIT, an affiliate of First American Corp. and alleged that First American was guilty of “colluding” with Washington Mutual to inflate the appraisal value of homes.

26. In contrast with 2007, events in 2008 led to substantial declines in the prices of nearly all of certificates at issue in this case and all investors that purchased such certificates previously realized losses on sales after July 2008 if they sold such certificates. The disclosure by Washington Mutual of substantial provisions for loan losses in its fourth quarter earnings disclosure on January 17, 2008 had mostly been already anticipated and did not necessarily indicate underwriting issues with the prime loans that represented the collateral for the certificates issued in this case.

27. However, each certificate issued reported monthly various collection, payment, delinquency, default, and loss information. That information began to reveal increasing rates of delinquencies and greater-than-expected losses. Thus, some of the subordinated certificates began to experience substantial erosion in prices and the senior certificates began to trade at discounts to their offering prices in the first half of 2008.

28. The monthly reports issued in connection with each of the certificates in this case began to result in initially modest credit agency downgrades of certain of the subordinated certificates in this case in March through May 2008. Additionally, Washington Mutual representatives in the first quarter earnings conference call on April 15, 2008, in the annual shareholders' meeting on April 15, 2008, and in a presentation by Mr. Rotella at the D. A. Davidson & Co. 10th Annual Financial Services Conference on May 7, 2008 began to acknowledge the increasing level of delinquencies and defaults and losses associated with the prime, Alt-A pay option and hybrid mortgage loans in Washington Mutual's portfolio. The date of the first downgrade noted for each issued certificate is indicated in Exhibits B-1 through B-6 in the column "First Rating Downgrade". The subordinated certificates associated with WaMu 2006-AR7 were first

downgraded (modestly for the most part) on April 29, 2008; one subordinated certificate associated with WaMu 2006-AR12 was first downgraded on May 1, 2008; four of the more subordinated certificates associated with WaMu 2006-AR16 were first downgraded on May 1, 2008; no certificates associated with WaMu 2006-AR17 were downgraded prior to July 2008; two of the more subordinated certificates associated with WaMu 2006-AR18 were first downgraded on May 1, 2008; and one of the most subordinated certificates associated with WaMu 2007-HY1 was first downgraded on March 17, 2008 and six additional subordinated certificates associated with WaMu 2007-HY1 were first downgraded on May 22, 2008 and one senior mezzanine certificate associated with WaMu 2007-HY1 was initially downgraded on May 22, 2008 as well. Notably, however, the senior certificates during this period of time retained their securities ratings, although some were under credit watch.

29. As subsequent news and the monthly certificate reports indicated continued deterioration in WaMu's prime alt-A portfolio and in the collateral underlying each certificate, additional certificates in the class were downgraded between June and August 2008. During the July 22, 2008 second quarter earnings conference, representatives of Washington Mutual acknowledged having to change their assumptions for provisioning for losses and outlined further the problems with Washington Mutual's prime, Alt-A pay option and hybrid portfolio (without necessarily acknowledging the prior underwriting deficiencies that contributed to the losses). As a result, four of the senior and all three of the senior mezzanine certificates associated with WaMu 2006-AR12 were modestly downgraded from AAA rating on August 4, 2008; all three of the senior mezzanine certificates associated with WaMu 2006-AR16 were modestly downgraded from AAA

rating on August 4, 2008; all but one of the subordinated certificates associated with WaMu 2006-AR17 were downgraded for the first time on July 3, 2008; all three of the senior mezzanine certificates associated with WaMu 2006-AR18 were modestly downgraded from AAA rating on August 4, 2008; and two of the senior mezzanine certificates and the two most senior subordinated certificates associated with WaMu 2007-HY1 were first downgraded on June 9, 2008 and another five senior certificates associated with WaMu 2007-HY1 were first downgraded in August 2008. These downgrades led to substantial declines in the prices of nearly all of the certificates in this case and further investor losses such that by August 2008 overall losses to the proposed class were substantial. Despite these initial downgrades in the securities ratings of certain certificates, many of the senior certificates in this case were not initially downgraded by the ratings agencies until later in 2008 and in the first two months of 2009, as can be seen in Exhibits B-1 to B-6.

30. News of the financial distress of Washington Mutual in September 2008 and a report by the credit rating service Fitch in September 2008 outlining the future risks associated with pay option loans as collateral led to further losses to investors in the certificates in the proposed class. Additionally, after JP Morgan Chase acquired the assets and certain liabilities of Washington Mutual and was more forthcoming regarding the eventual losses on Washington Mutual's prime pay option loan portfolio, the true extent of the problems with the mortgages underlying the certificates in this case became more apparent and losses continued to generally increase through 2009.

31. Over time, news began to leak out regarding the problems with Washington Mutual's pay option and hybrid mortgage loan underwriting. On April 14, 2008, the

Seattle Times published an article entitled “Where WaMu Went Wrong” that shed some light on Washington Mutual’s poor underwriting practices and noted the weaknesses in Washington Mutual’s pay option mortgage loan portfolio. However, the article noted that, “In an e-mailed statement, a WaMu spokeswoman said the bank’s option-ARM borrower must ‘show they can afford’ the payments when the interest rate resets after the discounted introductory period,” indicating that Washington Mutual continued to represent that it had adhered to its represented underwriting standards for pay option and hybrid loans. The *Seattle Times* published another article entitled “Lessons to be Learned from How WaMu Lost Its Way” on September 14, 2008 which generally indicated that “Standards were relaxed...” in connection with such loans but provided little detail. Beyond allegations set forth in various securities complaints filed in the second half of 2008, little was revealed publicly in substance until published reports by the *Seattle Times* on November 4, 2008 (“WaMu Fix-It Guy Had Critics, Fans”) and the *New York Times* on December 28, 2008 (“Saying Yes to Anyone, WaMu Built Empire on Shaky Loans”), both written after a Consolidated Class Action Complaint had been filed in the class action shareholder case in August 2008.

32. Various reports exposing Washington Mutual’s loan underwriting deficiencies in general continued in 2009 (See, for example, “Doomed WaMu; Reckless Strategies; Inside the Collapse; Seattle Time Special Report,” *The Seattle Times*, October 25, 2009). Additionally, a congressional hearing in April 2010 by the U.S. Senate Permanent Subcommittee on Investigations further confirmed the extent of Washington Mutual’s underwriting deficiencies when it focused on the findings of an investigation (begun in September 2008) into Washington Mutual’s financial failure and the losses realized by

investors in collateralized mortgage obligations issued by Washington Mutual. In a press release summarizing the findings (“Senate Subcommittee Launches Series of Hearings on Wall Street and the Financial Crisis-Senate Homeland Security and Governmental Affairs Committee News Release,” *Congressional Documents and Publications*, April 12, 2010), it was reported,

“Washington Mutual built a conveyor belt that dumped toxic mortgage assets into the financial system like a polluter dumping poison into a river,” said Levin. “Using a toxic mix of high risk lending, lax controls, and destructive compensation policies, Washington Mutual flooded the market with shoddy loans and securities that went bad. Examining how Washington Mutual operated, and what its insiders were saying to each other, begins to open a window into the troubling mortgage lending and securitization practices that took our economy over a cliff. As the debate on financial reform begins, it is critical to acknowledge that the financial crisis was not a natural disaster, it was a man-made economic assault. Our hearings on the financial crisis will help provide a public record of what went wrong, who should be held accountable, and the ongoing need to protect Main Street from the excesses of Wall Street.”

“Washington Mutual also increased its origination of other high-risk loans, which it treated as prime loans, including its flagship product known as the Option ARM. Option ARMs allowed borrowers to pay an initial low “teaser rate,” before a higher variable interest rate was triggered. Once the higher rate took effect, borrowers were given the option of paying one of four amounts, with the lowest a “minimum payment” that did not cover the full amount of the interest and principal owed each

month. The unpaid amount was then added to the unpaid loan principal, resulting in a negatively amortizing loan in which the total amount owed increased rather than decreased over time until a cap was reached and the loan "recast." At that point, the required loan payments increased, and many borrowers defaulted. Washington Mutual sold at least \$115 billion in Option ARM loans to investors. From 2003 to 2008, documents were unearthed showing that these high-risk loans were problem-plagued. Internal reports show that Long Beach and Washington Mutual loans did not comply with the bank's own credit requirements, contained fraudulent or erroneous borrower information, and suffered from large numbers of early payment defaults on the part of borrowers."

"Documents obtained by the Subcommittee also show that, at a critical time, Washington Mutual selected loans for its securities because they were likely to default, and failed to disclose that fact to investors. It also included loans that had been identified as containing fraudulent borrower information, again without alerting investors when the fraud was discovered. An internal 2008 report found that lax controls had allowed loans that had been identified as fraudulent to be sold to investors." and,

"Based upon the Subcommittee investigation, Senators Levin and Coburn made the following findings relative to the Washington Mutual case history.

(1) High Risk Lending Strategy. Washington Mutual ("WaMu") executives embarked upon a high risk lending strategy and increased sales of high risk home loans to Wall Street, because they projected that high risk home loans, which generally charged

higher rates of interest, would be more profitable for the bank than low risk home loans.

(2) Shoddy Lending Practices. WaMu and its affiliate, Long Beach Mortgage Company ("Long Beach"), used shoddy lending practices riddled with credit, compliance, and operational deficiencies to make tens of thousands of high risk home loans that too often contained excessive risk, fraudulent information, or errors.

(3) Steering Borrowers to High Risk Loans. WaMu and Long Beach too often steered borrowers into home loans they could not afford, allowing and encouraging them to make low initial payments that would be followed by much higher payments, and presumed that rising home prices would enable those borrowers to refinance their loans or sell their homes before the payments shot up.

(4) Polluting the Financial System. WaMu and Long Beach securitized over \$77 billion in subprime home loans and billions more in other high risk home loans, used Wall Street firms to sell the securities to investors worldwide, and polluted the financial system with mortgage backed securities which later incurred high rates of delinquency and loss.

(5) Securitizing Delinquency-Prone and Fraudulent Loans. At times, WaMu selected and securitized loans that it had identified as likely to go delinquent, without disclosing its analysis to investors who bought the securities, and also securitized loans tainted by fraudulent information, without notifying purchasers of the fraud that was discovered.

(6) Destructive Compensation. WaMu's compensation system rewarded loan officers and loan processors for originating large volumes of high risk loans, paid extra to

loan officers who overcharged borrowers or added stiff prepayment penalties, and gave executives millions of dollars even when its high risk lending strategy placed the bank in financial jeopardy.”

The Investor Losses Realized Cannot Be Explained by Economic Factors Alone

33. My analysis at this time is preliminary and focused primarily on establishing that the losses realized by investors in the subject certificates can be determined using a common methodology and that a substantial portion of such losses can be distinguished from economic and market forces and, therefore, attributed to the allegations in the Complaint.

34. In Exhibit B-1 through B-6, I have included in my analysis consideration of the cumulative losses reported through December 31, 2010 and expected valuation losses reflected in the quoted prices for the certificates in this case through January 2011. Most of the mortgages held as collateral for the certificates in this case are still in their initial pay option or initial interest only period. Thus, the losses realized to date reflect evidence of the inability or unwillingness of a substantial portion of the borrowers to service their mortgage loans even at reduced minimum payment levels (greater default and delinquency rates than would be expected given the asserted underwriting standards) and the greater losses on defaults (indicating that the loan-to-value ratios provided are understated and the loss “severity” for loans in default will be greater than indicated by the disclosures in the Prospectuses).

35. Exhibit C-1 through C-6 provides both as of the time of issuance and the current status of the loans in each collateral pool and the percentage of loans delinquent, in

defaults, in foreclosure or held as real estate after foreclosure from August 2008 through February 2011 as summarized by Bloomberg L.P. from the monthly reported filed in connection with each of the subject certificates. This information reveals substantial levels of cumulative deficiencies in payments to date and defaults and foreclosures well beyond what would ordinarily have been expected while the mortgage loans remained in the pay option or interest only payment periods. From this information, investors are forecasting the future rate of delinquencies, defaults, foreclosures, and losses on foreclosures for the specific pools and individual certificates. Given that the mortgage loans remain, for the most part, in their introductory period and have not been recast or reset to require minimum payments of principal and interest, the substantial cumulative percentage of losses to date reflected in Exhibits B-1 through B-6 and delinquencies to date reflected in Exhibits C-1 through C-6 revealed by August 2008 that the underwriting standards represented in the respective prospectuses were not likely followed, consistent with the reports that came to light in the second half of 2008. To the extent that the certificates are paying reduced interest, delayed principal payments and at significant risk of incurring future losses of principal, the prices of those securities are discounted and investors retaining or selling such certificates have realized significant losses, as shown in Exhibits B-1 through B-6. While my review is preliminary, such information provides a basis for assessing the presumed losses realized by investors in the subject securities under Section 11.

36. In assessing loss severities (the amount of loss on mortgage loans subject to foreclosure due to inadequate collateral values), I also considered published indices of home price levels by month and by quarter published by the U.S. Federal Housing

Finance Agency and delinquency, default and price information associated with other collateralized mortgage obligations with similar concentrations in geographic areas and similar credit ratings with substantial declines in single-family residential property values and with interest-only and similar characteristics but not similarly implicated as having as severely deficient underwriting practices. This information provides a basis for establishing that the losses realized by investors in the subject certificates to date cannot be explained solely as a result of economic events and the condition of the housing market. While preliminary in nature, such information and analyses provide a basis for refuting negative causation and establishing that a substantial portion of the losses realized by investors in the subject certificates to date would not have occurred had Washington Mutual complied with the represented underwriting guidelines set forth in the respective prospectuses.

I declare under penalty of perjury under the laws of the State of Texas and the United States that the foregoing is true and correct. If called as a witness I could and would competently testify thereto.

Executed this 17th day of January 2012, at New York, New York.

CBIZ VALUATION GROUP, LLC



Scott Hakala, Ph.D., CFA
Managing Director

Exhibit A

Scott D. Hakala, Ph.D., CFA

Employment History

- **1992 – Jan 1998, March 1998 to Present CBIZ Valuation Group, LLC (formerly Business Valuation Services), Dallas, Texas**

Managing Director. (previously Director or Principal 1995 to 2009 and Senior Consultant 1992 to 1994) As a financial economist and financial analyst, Dr. Hakala brings to the firm extensive practical knowledge of finance, economics and statistics. His expertise includes: corporate finance, restructuring and cost of capital; the valuation of securities and business interests (transactions, mergers, acquisitions, fairness opinions); the valuation of intangible assets (patents, trademarks); analysis of publicly traded securities (insider trading studies, trading analyses, event analyses, materiality, damages in securities litigation); economic loss analyses (commercial litigation); wage and compensation determination (reasonable compensation studies, lost personal income, wrongful termination); transfer pricing; derivative securities (options pricing and valuation); and antitrust and industry structure, strategic pricing, marketing and cost allocation analyses.

- **Jan 1998 – March 1998 Laser BioTherapy, Inc., Dallas, Texas**

Interim President. Dr. Hakala served as the Chief Executive Officer of Laser BioTherapy, Inc. His decision-making authority involved issues of marketing, employment, negotiating with investors, pricing, product planning, financial planning and all other corporate decisions.

- **1988 - 1992 Dept. of Economics, Southern Methodist University, Dallas, Texas**

Assistant Professor. Dr. Hakala taught graduate and undergraduate courses in macroeconomics, monetary/financial economics, financial institution regulation and international financial management. He supervised dissertations on international money, commodity options and forward markets, and foreign exchange rates. His research interests included monetary policy, the causes of fluctuations in employment and output, capital stock estimation, aggregate production theory, foreign currency movements (futures, options and forward contracts), inflation, interest rate movements and the term structure of interest rates, asset pricing and consumption.

- **1983 - 1988 Dept. of Economics, University of Minnesota, Minneapolis, Minnesota**

Lecturer. Dr. Hakala designed course materials and taught large classes in macroeconomics and international economics. He served on hiring committees and evaluated other instructors.

Formal Education

- Doctor of Philosophy, Economics - 1989
University of Minnesota, Minneapolis, Minnesota
Graduate School Fellowship
(Graduate/dissertation advisor Edward Prescott was awarded the Nobel Prize in Economics in 2004.)
- Bachelor of Arts, Economics - 1983
Minor in Business Administration and Pre-Law Emphasis
University of Minnesota, Duluth, Minnesota
Graduated Summa Cum Laude

Whiteside Scholarship, full tuition and expenses

Honors and Awards

- Distinguished Instructor, Department of Economics, University of Minnesota, 1987-1988
- Earhart Foundation Award, Department of Economics, University of Minnesota, 1985
- Graduate School Fellowship, 1983 and 1984
- Cecil H. Meyers Outstanding Economics Student Award, 1982
- Perfect Scores on Quantitative Analysis and Verbal Analysis sections of Graduate Record Examination (GRE), 1982
- Alice Touhy Tweed Award, High School Valedictorian, 1979
- Lee Krough Award (outstanding character), American Legion's Minnesota Boy's State, 1978, elected Lt. Governor and invited to represent state at other events
- Centrum Award, 1979 (for outstanding character and contributions)

Professional Associations

- CFA Charter, The Institute of Chartered Financial Analysts, completed all tests and requirements for a CFA designation
- Member, American Finance Association

Publications

- "The Other Side of Kohler: IRS Expert Offers Insights," *Business Valuation Update*, January 2007.
- Thorsen, Kaplan and Hakala, "Rediscovering the Economics of Loss Causation," *Journal of Business and Security Law Acceptance*, Vol. 6, No. 1 and 2, April 2006, pp. 93-125.
- "Estimating and Applying Economic Value Added," Chapter 13E - *Financial Valuation: Businesses and Business Interests - 1998 Update*. Publisher: Warren, Gorham & Lamont
- "Valuation for Smaller Capitalization Companies" (with Dr. Mukesh Bajaj), Chapter 12A - *Financial Valuation: Businesses and Business Interests - 1998 Update*. Publisher: Warren, Gorham & Lamont.
- "Analysis and Valuation of Distressed Equity Securities" (with Mr. M. Travis Keath), Chapter 13F - *Financial Valuation: Businesses and Business Interests - 1999 Update*. Publisher: Warren, Gorham & Lamont.
- "Analysis and Valuation of Distressed Equity Securities" (with Mr. M. Travis Keath), *Valuation Strategies*, September/October 1999, pp. 24-34. Publisher: Warren, Gorham & Lamont.
- Contributing author in *The Art of M&A Integration: A Guide to Merging Resources, Processes and Responsibilities*. October 1997. Publisher: McGraw-Hill. Contributed on valuation of tangible and intangible assets (patents, trade secrets, customers, goodwill, employment agreements, non-competes, etc.), allocation of purchase price issues, accounting treatment of acquisitions, international valuation and transfer pricing and general valuation and due diligence issues. Assisted editor in commenting on and editing first half of text.

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- Provided live and taped interviews pertaining to economic issues for television, including lengthy interviews for CNN (July 1990), WFAA-TV (July 1990; July 1991; March 1992), and radio (Internet radio on November 9, 1999, discussing Microsoft anti-trust issues).

Lectures Presented

Dr. Hakala is a frequent public speaker on valuation, economics, ethics, and monetary policy. Examples include:

- New York City Bar Association, Securities Litigation Meeting– Discussion with Marcia Mayer Kramer regarding: "View from the trenches: How has *Dura* changed the way you analyze damages" - May 14, 2008
- PLUS D&O Symposium – New York-Panel Discussion-Written presentation entitled "Current Economic Issues in Securities Litigation" and Panel Discussion - February 2, 2006
- "Valuation of Options for Litigation Purposes" – New York University CLE Presentation-October 2000
- "Valuation Issues-Family Limited Partnerships" – Professional Financial Service, LP's Family Limited Partnership Alert and Update; Dallas/Fort Worth - February 2000
- "PPOs for Sale: the Valuation of Managed Care Entities" - Caesars Palace; Las Vegas, Nevada - September 1992
- "Equilibria in Continuous-Time Models of Money" - refereed paper presented to the Sixth World Congress of the Econometric Society; Barcelona, Spain - August 1990
- "The Use and Holding of Currency" - Feature Presentation - Western Economic Association Meeting; San Diego, California - July 1990
- "Values and Economics" - Dallas Philosophical Forum; Dallas, Texas - March 1990
- "Ethics and the Role of Government" - ARCO Oil and Gas Research Center; Plano, Texas - October 1989
- "Continuous-Time Models of Money: Policy Implications" - paper presented to the Division of Research and Statistics of the Board of Governors of the Federal Reserve; Washington, DC - January 1988

Expert Witness/Litigation Support

Dr. Hakala has undertaken various assignments involving litigation support and has testified as an expert witness. He has been qualified as an expert and has testified in both U.S. District Court and in U.S. Tax Court. The following is a list of testimony on record:

- * *Erwin Cruz and the Erwin A. Cruz Family Limited Partnership vs. Mehrdad Ghani, Michael Taba, Ghani Medical Investments Inc., and Plano AMI LP; (Case No. 10-16274); 101st Judicial District Court, Dallas County, Texas; deposition testimony October 3, 2011; testified as to the valuation of certain partnership interests in imaging centers, the fairness of certain offers to purchase the imaging center, and certain financial transactions involving those imaging centers.*
- * *BOILERMAKERS NATIONAL ANNUITY TRUST FUND, on Behalf of Itself and All Others Similarly Situated, vs. WAMU MORTGAGE PASS-THROUGH CERTIFICATES, SERIES AR1, et al.; (Master Case No.: C09-0037 (MJP)); In the United States District Court For the Western District of Washington; deposition testimony May 12, 2011; testimony regarding class certification issues including loss causation for Section 11 claims.*
- * *John K. Agamalian et al. v. Wedbush Morgan Securities, Inc. and Michael Farah; Financial Industry Regulatory Authority Arbitration; hearing testimony February 16 and 17, 2011 and November 22, 2011; testified as to the standards for appropriate diversification of assets and suitability of assets in various individual and trust accounts, representations regarding the securities invested in the accounts, and losses realized both in absolute terms and relative to appropriate benchmark funds between 2000 and 2004 resulting from investments inconsistent with the individuals' and trusts' needs and objectives and violations of the principle of diversification of risk. In particular, the testimony focused on excessive losses associated with investments and concentrations of holdings in more volatile equity securities and in mezzanine and subordinated tranches of non-agency mortgage-backed securities (often representing less-than-prime mortgages).*
- * *David Greenberg et al. v. Commissioner of Internal Revenue, (Docket No. 1143-05 et al.); United States Tax Court; trial testimony February 8 and 9, 2011; testified as to the fairness, reasonableness and terms of certain digital foreign currency option swaps.*
- * *PATTY BEALL, MATTHEW MAXWELL, TALINA MCELHANY, KELLY HAMPTON, CASEY BROWN, JAWSON BONNER, KEVIN TULLOS, ANTHONY DODD, ILENE MEYERS, TOM O'HAVER, JOY BIBLES, DON LOCCHI AND MELISSA PASTOR , individually and on behalf of all other similarly situated; vs. TYLER TECHNOLOGIES, INC. AND EDP ENTERPRISES, INC; (Case No. 2:08-CV-422 TJW); In the United States District Court For the Eastern District of Texas; deposition testimony October 25, 2010; testimony regarding the imputed hourly pay rate, overtime pay rate, and pay scales relative to technical, managerial, and significant administrative personnel for the type and nature of the business relating to claims of unpaid overtime in violation of the Fair Labor Standards Act.*
- * *Jayhawk Capital Management, LLC et al. vs. LSB Industries, Inc., et al.; (Case No. 08-CV-2561 EFM/JPO); In the United States District Court For the District of Kansas at Kansas City; deposition testimony October 7, 2010; trial testimony September 13, 2011; testimony regarding the payment of preferred dividends, the ability of the company to pay dividends, the economic payment of dividends, and the damages associated with omission of accrued cumulative dividends and denial of the ability to participate equally in certain exchanges of preferred shares into common shares.*
- * *EDUARDO PURICELLI, on behalf of itself and all others similarly situated, vs. THE REPUBLIC OF ARGENTINA; (Civil Action No. 04-CV-02117 (TPG)) and related cases; In the United States District Court For the Southern District of New York; deposition testimony October 4, 2010; testimony regarding the amount of interest, principal and default interest due and owing to date on eight debt securities issued by and defaulted on by the Republic of Argentina on or before December 31, 2001.*

- * *Six & Mango Equipment, L.L.P., et al. v. Adair, Morris & Osborn, P.C., et al;* (Cause No. 296-00453-2009); In the 296th District Court, Collin County, Texas; deposition testimony July 29, 2010; testimony regarding damages (loss of value, additional expenses and lost profits) resulting from undisclosed restrictions on use and delays in development of commercial real estate for an operating commercial equipment dealership.
- * *WILLIAM MOUNTANOS, PETER MOUNTANOS, JAMES RYE, and TYRONE REMINGA, vs. DENDREON CORPORATION, et al.;* (Case No. C 09-426-MJP); In the United States District Court for the Western District of Washington at Seattle; deposition testimony June 15, 2010; testimony regarding market efficiency, materiality, loss causation, and damages.
- * *MIDDLECOUNTRY RETIREMENT SYSTEM, on behalf of itself and all others similarly situated, vs. SEMTECH CORP., JOHN D. POE, JASON L. CARLSON, MOHAN R. MAHESWARAN, DAVID G. FRANZ JR., and JOHN M. BAUMAN;* (Civil Action No. 07-CV-7183); In the United States District Court For the Southern District of New York; deposition testimony March 30, 2010; testimony regarding market efficiency, materiality, and loss causation relating to issues of class certification.
- * *James I. Jaconette, in his capacity as Trustee of the James I. Jaconette Separate Property Trust Dated January 14, 2004 vs. EMERALD BAY FINANCIAL, INC., a California corporation; BOB SYREK, an individual; AND DOES 1-50, inclusive;* (Case No. 37-2008-00071642 CU-FR-SC); In the Superior Court for the State of California, County of San Diego, South County Division; trial testimony March 23, 2010; testified as to losses and measures of losses associated with allegations of fraud and negligent misrepresentation in connection with the sale of a mortgage loan to the plaintiff.
- * *In re: Cobalis Corp., a Nevada Corporation; COBLAIS CORP., A NEVADA CORPORATION, and CORNELL CAPITAL PARTNERS, LP, YORKVILLE ADVISORS, LLC AND, YA GLOBAL INVESTMENTS, LP;* (CASE NO. 8:07: 12347-TA; ADVERSARY NO. 09:09-AP); In the United States Bankruptcy Court For the Central District of California-Santa Ana Division; deposition testimony February 16, 2010; hearing testimony March 10, 2010; testimony regarding gains from short sales and avoided losses from sales of shares by defendants and damage to market value of debtor/plaintiff.
- * *Harvey Lapin vs. Goldman Sachs Group, Inc. et al.;* (No. 1:04-CV-02236-KMK); In the United States District Court For the Southern District of New York; deposition testimony February 11, 2010; testimony regarding market efficiency, materiality, loss causation, inflation per share, and damages.
- * *In re: Northfield Laboratories, Inc. Securities Litigation;* (Master File No. 06 C 1493); In the United States District Court For the Northern District of Illinois; deposition testimony February 8, 2010; testimony regarding market efficiency, materiality, and loss causation relating to issues of class certification.
- * *In re: Gary Vanier* (MDL No. 06-0784); 48th Judicial District Court, Tarrant County, Texas; deposition testimony February 3, 2010; hearing testimony June 17 and 18, 2010; testified as to the absence of any stock price impact (and no damages) associated with various critical Yahoo! Bulletin Board posts regarding a publicly-traded company.
- * *ROBERT LEVITT for himself and as custodian for Richard Levitt and Monica Levitt, ROBERT RICE, STEPHEN G. SIBEN, STEPHEN STROBEHN, STANLEY VELTKAMP, PHILIP C. VITANZA for himself and Elizabeth Vitanza and Luke Vitanza, JOHN T. WHITE, GUY V. WOOD, CARL ZANDER, JR., and TED M. and KATHRYN N. JONES, as Trustees, vs. J.P. MORGAN SECURITIES INC., and J.P. MORGAN CLEARING CORP.* (Civil Action No. 99 Civ. 2789 MDL 1208 (ADS) (MLO)); In the United States District Court for the Eastern District of New York; deposition testimony November 20, 2009; testimony related to a motion for class certification in a class action alleging market manipulation and non-disclosure in connection with an initial public offering regarding issues of loss causation and common measures of damages.

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- * *Between: ED J. MCKENNA and GAMMON GOLD, INC., RUSSELL BARWICK, COLIN P. SUTHERLAND, DALE M. HENRICK, FRED GEORGE, FRANK CONTE, KENT NOSEWORTHY, CANEK RANGEL, BRADLEY LANGILLE, ALEJANDRO CARAVEO, BMO NESBITT BURNS INC., SCOTIA CAPITAL INC., and TD SECURITIES INC.* Proceeding under the *Class Proceedings Act, 1992* (Court File No. 56862); Ontario Superior Court of Justice; deposition testimony October 27, 2009; testimony, including rebuttal testimony, regarding marketing efficiency, materiality, and loss causation for class certification purposes.
 - * *Douglas Fletcher v. Pivot International, American Arbitration Association* (Arbitration Case No. 57-180-Y-00070-08); deposition testimony October 14, 2009; direct and rebuttal arbitration testimony February 23 and 25, 2010; testified as to various transfer pricing and fair market valuation issues relating to the valuation of Pivot International in connection with a buy-sell agreement for a departing employee.
 - * *In re Herley Industries Inc. Securities Litigation.* (Civil Action No. 06-2596 (JRS)); In the United States District Court for the Eastern District of Pennsylvania; deposition testimony October 9, 2009; testimony, including regarding loss causation and damages issues associated with failure to disclose issues with government contracts.
 - * *Between: ROMAN PYSZNYJ and ORSU METALS CORPORATION (f/k/a EUROPEAN MINERALS CORPORATION) WILLIAM G. KENNEDY and JAMES COLE* Proceeding under the *Class Proceedings Act, 1992* (Court File No.: 59650CP); Ontario Superior Court of Justice; deposition testimony August 26, 2009; testimony, including rebuttal testimony, regarding marketing efficiency, materiality, and loss causation for class certification purposes.
 - * *In re Merix Corporation Securities Litigation.* (Lead Case No. CV-04-826-MO); In the United States District Court for the District of Oregon; deposition testimony August 21, 2009; testimony, including rebuttal testimony, regarding loss causation issues and market and industry forces in a Section 11 case at class certification.
 - * *United States v. Charles Cathcart et al.* (Civil Case No. 07-4762-PJH (JCS)); In the United States District Court for the Northern District of California- San Francisco Division; deposition testimony July 20, 2009; testimony regarding hedging strategies for common equity shares with built-in capital gain and the materiality of various alternatives with respect to constructive sale guidelines.
 - * *In re Scientific-Atlanta, Inc. Securities Litigation* (Case No. 1:01- CV- 1950- RWS); In the United States District Court for the Northern District of Georgia- Atlanta Division; deposition testimony March 6, 2009; testimony regarding market efficiency and reliance, inflation per share, loss causation and damages relating to a relating to securities fraud claims involving "channel-stuffing" and premature revenue recognition.
 - * *In re MIVA Inc. Securities Litigation* (Civil Action No. 2:05-cv-00201-FtM-29DNF); In the United States District Court for the Middle District of Florida- Fort Myers Division; deposition testimony February 18, 2009; testimony regarding market efficiency and reliance, inflation per share, loss causation and damages relating to a relating to securities fraud claims involving revenues based on unethical Internet activity (including "click-fraud").
 - * *Brenholb, Inc. d/b/a Brenner Printing. v. Komori America Corporation* (Cause No. 51 181 Y 00365 08); American Arbitration Association; deposition testimony January 15, 2009; testified as to issues related to lost profits resulting from and impairment of the value of a defective printing press.
 - * *Capital One Financial Corporation and Subsidiaries. v. Commissioner of Internal Revenue* (Docket Nos. 24260-05 and 19519-05); United States Tax Court; trial testimony December 17, 2008; testified as to calculation of OID accruals related to certain fees and revenues generated by credit card portfolios based on analyses of account and balance turnover by type.

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- * *JOHN CARFAGNO, derivatively on behalf of CENTERLINE HOLDING COMPANY, vs. MARC D. SCHNITZER, STEPHEN M. ROSS, JEFF T. BLAU, LEONARD W. COTTON, ROBERT J. DOLAN, NATHAN GANTCHER, JEROME Y. HALPERIN, ROBERT L. LOVERD, ROBERT A. MEISTER, JANICE COOK ROBERTS, and THOMAS W. WHITE, and CENTERLINE HOLDING COMPANY* (Case No. 1:08-cv-00912-SAS-JCF); In the United States District Court for the Southern District of New York; deposition testimony November 18, 2008; testimony regarding the fairness of a preferred equity investment by an affiliate and related fiduciary issues and damages.
 - * *BENJAMIN SHIRK and RONALD JAUSS, individually and on behalf of all others similarly situated, vs. FIFTH THIRD BANCORP, et al.*, (Civil Action No. 05-cv-00049); In the United States District Court for the Southern District of Ohio, Western Division; deposition testimony November 13, 2008; testimony regarding lost profits and economic losses associated with alleged breaches of fiduciary duties and other acts related to investments in company stock in retirement plans.
 - * *AIR MEASUREMENT TECHNOLOGIES, INC. et al. v. AKIN GUMP STRAUSS HAUER & FELD, L.L.P.* (Civil Action No. SA 03 CA 0541 RF); In the United States District Court for the Western District of Texas, San Antonio Division; deposition testimony October 16, 2008; trial testimony April 20 and 21, 2009; testimony regarding reasonable royalty rates and lost royalties associated with a portfolio of patents.
 - * *Cyberdyne Systems Inc. v. BGI, Inc.* (Case No. 06-2954-PHX-ROS); In the United States District Court for the District of Arizona; deposition testimony August 18, 2008; testimony regarding preliminary analyses of claims of damages in a case involving claims of copyright infringement and breach of contract relating to an exclusive distribution agreement.
 - * *In re Credit Suisse-AOL Securities Litigation* (Civ. Action No. 02-15146-NG); In the United States District Court for the District of Massachusetts; deposition testimony August 11, 2008; hearing testimony December 20, 2011; testimony regarding the impact of analyst reports on the share price of AOL, event studies, damages, and in rebuttal to opposing expert.
 - * *In re Stone Energy Securities Litigation* (Civil Action No. 6:05CV2088p, 6:05CV2109, and 6:05CV2220); In the United States District Court for the Western District of Louisiana- Lafayette-Opelousas Division; deposition testimony June 18, 2008; testimony regarding market efficiency and reliance and loss causation relating to a motion for class certification relating to securities fraud claims involving overstated petroleum reserves.
 - * *Asher, et al. v. Baxter International, Inc.* (Case No. CV 02-CV-5608, 5742, 5807, 6085, 6175, and 62567); In the United States District Court for the Northern District of Illinois; deposition testimony May 12, 2008; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock.
 - * *Charles Moon and ASoft, Inc. v. Infoglide Software Corporation* (Cause No. D-1-GN-07-000747); 353rd Judicial District Court, Travis County, Texas; deposition testimony May 9, 2007; testified as to lost income due to severance and termination associated with allegations of wrongful termination.
 - * *Gordon Roundtree Motors, Ltd. v. Mazda Motor of America Inc. et al.*; (Case No. WA:06-CV--00251); In the United States District Court for the Western District of Texas, Waco Division; deposition testimony April 10, 2008; testimony regarding capitalization and capitalization ratios involving an application for the purchase of an automotive franchise; testimony in hearing before Texas Motor Vehicle Division August 29, 2008, regarding the financial condition and proposed capitalization of the subject dealership relative to manufacturer requirements.
 - * *In re Retek Inc. Securities Litigation* (Case No. CV 02-4209 JRT/AJB); In the United States District Court for the District of Minnesota; deposition testimony March 25, 2008; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock.

- * *In re Accredo Health Inc. Securities Litigation* (Civil Action No. 03-2216-BP); In the United States District Court for the Western District of Tennessee; deposition testimony March 10, 2008; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock.
- * *Planview, Inc. vs. Computer Associates International, Inc. et al.*; (Cause No. D-1-GN-06-001382); 345th Judicial District Court, Travis County, Texas; deposition testimony March 4, 2008; testified as to lost revenues and profits, unjust enrichment, and other issues relating to allegations of theft of trade secrets, tortious interference with contractual relationships (including confidentiality, non-solicitation and non-competition agreements with employees of Planview), unfair competition, and other related causes of action.
- * *In re Petco Corporation Securities Litigation* (Master File No. 05-CV-0823-H(RBB)); In the United States District Court for the Southern District of California; deposition testimony February 29, 2008; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock.
- * *In re Faro Technologies Securities Litigation* (Lead Case No. 6:05-cv-1810-Orl-22DAB); In the United States District Court for the Middle District of Florida, Orlando Division; deposition testimony February 1, 2008; testimony regarding market efficiency and reliance and loss causation relating to securities fraud claims involving common stock.
- * *James Morton as Trustee for the James E. Morton Living Trust, vs. Merrill Lynch Pierce Fenner & Smith, Inc. and Presidio Capital Advisors, LLC*, (Case No. 2:06cv00236 DB); United States District Court, District of Utah, Central Division; deposition testimony February 12, 2008; testimony regarding damages and measures of damages relating to certain block sales of common shares in alleged violation of plaintiff's instructions.
- * *New Phoenix Sunrise Corporation and Subsidiaries v. Commissioner of Internal Revenue*, (Docket No. 23096-05); United States Tax Court; trial testimony January 22, 2007; testified as to the fairness, reasonableness and terms of certain foreign currency swaps.
- * *MS Perry Company, Inc.; Michael Perry; Starr Perry; and Anisa International, Inc. vs. Mary Kay, Inc. et al.*; (Cause No. 05-00857); 68th Judicial District Court, Dallas County, Texas; deposition testimony December 3, 2007; testified as to revenues, unjust enrichment, lost profits and other issues relating to allegations of theft of trade secrets, breach of confidentiality agreements, and other related causes of action.
- * *Premier Ambulatory Surgery of Austin, L.L.P. vs. Brown McCarroll, L.L.P., Hilgers & Watkins, P.C. and David Hilgers* (Cause No. D-1-GN-06-003926); 200th Judicial District Court, Travis County, Texas; deposition testimony October 24, 2007; testified as to lost profits and lost purchase price consideration resulting from the loss of certain prospective partners associated with a surgical center.
- * *In re Tower Automotive Securities Litigation* (Civil Action No. 1:05-CV-01926-RWS); United States District Court Southern District of New York; deposition testimony November 14, 2007; testimony regarding market efficiency and loss causation.
- * *In re Forest Laboratories Securities Litigation* (Civil Action No. 05-CV-2827 (RMB)); In the United States District Court for the Southern District of New York; deposition testimony October 19, 2007; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock.
- * *Taffazzoli Family Limited Partnership, PMA Corp., Zum Tobel Holdings, Inc. v. Ralph L. Cruz, RLCF-I 1997 Limited Partnership, William R. Cruz, WRCF-I 1997 Limited Partnership, Marc J. Stone, Charles F. Wright, David H. Fleischman and Tradestation Group, Inc.*; In the Circuit Court of the Eleventh Judicial

Circuit in and for Miami-Dade County, Florida (Case No. 03-19815-CA40); deposition testimony September 24, 2007; testified as to materiality of alleged omissions, false and/or misleading statements relating to the sales of common shares by the plaintiffs in Tradestation Group and the losses or damages arising from those sales based on rescission and out-of-pocket damages.

- * *Hubert Fu v. Baptist/ St. Anthony's Health System; Deborah McCollum; and, Amarillo Anesthesia Consultants, P.A.*; U.S. District Court for the Northern District of Texas, Amarillo Division (Civil Action No. 2-07CV-028-J); deposition testimony September 20, 2007; testified as to lost income and incremental expenses incurred as a result of defamation and other claims involving an anesthesiologist.
- * *CHASE MEDICAL, LP v. CHF TECHNOLOGIES, INC. and ENDOSCOPIC TECHNOLOGIES, INC.*; U.S. District Court for the Northern District of Texas, Dallas Division (Civil Action No. 304 CV 2570 M); trial testimony September 12, 2007; testified as to the reasonable royalty and lost profits in a patent infringement and trademark infringement case involving a cardiovascular surgical procedure and device.
- * *In re: CDX CORPORATION: CDX LIQUIDATING TRUST by the CDX LIQUIDATING TRUSTEE, vs. VENROCK ASSOCIATES, et al.*; U.S. Bankruptcy Court, Northern District of Illinois, Eastern Division (Case No. 02-23467; Adversary Case No. 04A03018); deposition testimony August 30, 2007; testified as to the fairness of various non-arm's-length transactions and bridge loans involving the debtor corporation.
- * *In re Parmalat Securities Litigation* (Master Docket No. 04-MD-1653 (LAK)); In the United States District Court for the Southern District of New York; deposition testimony August 16 and 17, 2007; testimony regarding market efficiency and reliance, loss causation, and damages relating to securities fraud claims involving common stock, preferred stock and bonds.
- * *In re. Xcelera.Com Securities Litigation.*; United States District Court, District of Massachusetts, Boston, Massachusetts (Civil Action No. 00- CV-11649(RWZ)); deposition testimony August 9, 2007; hearing testimony April 25, 2008; testified as to loss causation and damages in a securities fraud case.
- * *iValue Group, Inc. a/k/a Explore, Inc. v. M&A Technology, Inc. et al.; v. Julian Ross* (Cause No. 02-09794-B); In the 44th Judicial District Court, Dallas County, Texas; trial testimony August 2, 2007; testimony regarding errors in opposing expert's valuation analysis and speculative value of a failing dot.com enterprise.
- * *Peter Kaltman, et al.; vs. Key Energy Services, Inc., et al.; (Case No. MO-04-CV-082)*; In the United States District Court for the Western District of Texas, Midland-Odessa Division; deposition testimony August 6, 2007; testimony regarding market efficiency, reliance, and loss causation relating to a motion for class certification in securities fraud case.
- * *Thomas G. Ong for Thomas G. Ong IRA and Thomas G. Ong, Individually and on behalf of all others similarly situated, v. Sears, Roebuck & Co., Sears Roebuck Acceptance Corp., et al.*; (Case No. 03 C 4142); In the United States District Court for the Northern District of Illinois, Eastern Division; deposition testimony July 26, 2007; testimony regarding market efficiency and reliance relating to a motion for class certification involving debt and preferred securities.
- * *In re Credit Suisse-AOL Securities Litigation* (Civ. Action No. 02-15146-NG); In the United States District Court for the District of Massachusetts; deposition testimony July 10, 2007; testimony regarding market efficiency and reliance relating to a motion for class certification.
- * *RICHARD WAGNER, MURIEL P. ENGELMAN, PHILIP SCHECHTER, IRA GAINES, and C.H. SMITH, Individually and on Behalf of all Other Similarly Situated vs. BARRICK GOLD CORP., RANDALL OLIPHANT, JOHN K. CARRINGTON, and JAMIE C. SOKALSKY*, (Case Nos. 1:03CV4302; 1:03CV5059; 1:03CV5104; 1:03CV5856;1:03CV6089); In the United States District Court For the Southern District of New York; deposition testimony June 27, 2007, testimony regarding market

efficiency and loss causation related to a motion for class certification in a class action securities case; deposition testimony November 20, 2008, regarding market efficiency, loss causation and damages.

- * *Suzanne Coates and 2055 Incorporated vs. Robert Coates*, 101st Judicial District Court, Dallas Texas (Cause No. 05-02456); trial testimony October 2007; testified as a fact witness on June 13, 2007, regarding a preliminary valuation analysis prepared for a company owned by a couple preparing for a divorce in 2002.
- * *In re Worldcom, Inc., et al.; (Abbott Litigation Claims)* (Chapter 11 Case No.02-13533 (AJG)); In the United States Bankruptcy Court For the Southern District of New York; deposition testimony May 24, 2007; testimony regarding damages and insolvency associated with the merger of WorldxChange with World Access, Inc. in 2000.
- * *Matt Brody, On Behalf of Himself and All Others Similarly Situated, vs. Zix Corporation, et al.*; (Civ. Action No. 3:04-CV-1931-K ECF); In the United States District Court For the Northern District of Texas-Dallas Division; deposition testimony May 17, 2007 and October 30, 2007; testimony regarding market efficiency and loss causation related to a motion for class certification in a class action securities case.
- * *Oscar Munoz, et al.; vs. AT&T Corp.* (Civil Action No. 06-cv-01205-PSF-MJW); In the United States District Court For the District of Colorado; deposition testimony May 7, 2007; testimony regarding the valuation of AT&T Wireless stock options vested and held by the Plaintiff, Oscar Munoz.
- * *In re Flag Telecom Holdings, Ltd. Securities Litigation* (Case No. 02-Civ. 3400 (WCC)); In the United States District Court For the Southern District of New York; deposition testimony May 2, 2007; testimony regarding market efficiency, tracing of shares to an offering and loss causation related to a motion for class certification in a class action securities case.
- * *156 Alliance Partners, Ltd. V. Susan Bonner Mead, Amy Col Griffin, and Don Cole, as Trustees for the M.T. Cole Trust No. 2, and M.T. Cole Trust No. 3* (Cause No. 2003-10038-16); 16th Judicial District, Denton County, Texas; deposition testimony April 18, 2007; hearing testimony May 8, 2008; testimony regarding the calculation of damages associated with claims of breach of contract and fraud involving a real estate transaction.
- * *Harvey Lapin vs. Goldman Sachs Group, Inc. et al.*; (No. 1:04-CV-02236-KMK); In the United States District Court For the Southern District of New York; deposition testimony April 5, 2007; testimony regarding market efficiency, materiality, and loss causation.
- * *ESTATE OF MARJORIE deGREEFF LITCHFIELD, DECEASED, GEORGE B. SNELL AND PETER deGREEFF JACOBI, CO-EXECUTORS, v. COMMISSIONER TO INTERNAL REVENUE* (Docket No. 15882-05); United States Tax Court; trial testimony April 12 and 13, 2007; testified as to the discounts for built-in capital gains, lack of control and lack of marketability of two corporations (with equity investments and agricultural real estate and operations representing the primary assets of the corporations).
- * *In re JDS Uniphase Corporation Securities Litigation* (Master File No. C-02-1486 CW (EDL)); In the United States District Court For the Northern District of California, Oakland Division; deposition testimony March 12 and 13, 2007; additional deposition testimony regarding supplemental report October 20, 2007; trial testimony November 1, 2 and 16, 2007; testimony regarding materiality, loss causation, and damages in a class action securities case.
- * *In re Enron Corporation Securities, Derivative and "ERISA" Litigation; LAMKIN et al.; vs. UBS PAINE WEBBER, INC., and UBS WARBURG LLC, and, GIANCARLO vs. UBS FINANCIAL SERVICES, INC., UBS SECURITIES, L.L.C., and UBS AG* (MDL Docket No. 1446; Civil Action Nos. H-02-CV-0851 & H-03-4359, respectively); in the United States District Court For the Southern District of Texas, Houston Division; deposition testimony October 26, 2006; testimony regarding materiality, loss causation,

solvency and damages in two class action securities cases involving customers and counter-parties of the defendants and Enron employees awarded stock options.

- * *F. L. Motheral Company d/b/a Motheral Printing Company vs. MLP, U.S.A., Incorporated, Mitsubishi & Company, (U.S.A.), Incorporated*; American Arbitration Association, Fort Worth, Texas (Arbitration No. 71 181 Y 00094 05); deposition testimony August 25 and September 20, 2006; testified regarding economic losses relating to allegedly defective printing equipment.
- * *In re Rhythms Securities Litigation*; (Case No. 02-K-35); In the United States District Court For the District of Colorado; deposition testimony July 21, 2006; testimony regarding materiality, loss causation, inflation per share and damages in a class action securities case.
- * *Rose Johnson, Individually and as Personal Representative of the Estate of Jay Johnson, and Thelma Johnson, Jason Johnson and Kindra Johnson, Individually v. Joumeyman Construction, L.P.; Austex Concrete Construction, et al.*; (Cause No. GN-303431) 126th Judicial District, Travis County, Texas; deposition testimony July 11, 2006; testified as to the lost income associated with the death of Jay Johnson.
- * *In re Enron Corporation Securities Litigation; Mark Newby, et al.; vs. Enron Corp., et al.*; (MDL Docket No. 1446; Civil Action No. H-01-3624); In the United States District Court For the Southern District of Texas, Houston Division; deposition testimony May 8 and 9, 2006; testimony regarding materiality, loss causation, solvency and damages in a class action securities case in rebuttal to a number of expert reports for defendants.
- * *Thomas J. O'Neil, et al.; (Plaintiffs) v. Texas American Communications Network, Inc., et al.; (Defendants)*; (Cause No. 67-210728-05) 17th Judicial District, Tarrant County, Texas; trial testimony May 3, 2006; testified as to the fair value of a small Internet service provider in a case involving breach of fiduciary duty, wrongful termination and destruction of business.
- * *Jeffrey H. Winokur, Individually and on Behalf of all Other Similarly Situated, vs. Direct General Corporation, et al.*; (Civil Action No. 3:05-0077); In the United States District Court, Middle District of Tennessee; deposition testimony April 7, 2006; testimony regarding materiality, loss causation and damages in a class action securities case.
- * *WRS Group, Ltd. And SJS Partnership v. United States* (Civil Action WA:05-CV-166); In the United States District Court, Western District of Texas, Waco Division; deposition testimony April 4, 2006; testified in rebuttal to and regarding the valuation of equity interests of a medical education company and relating allocation issues in an income tax dispute.
- * *Jules Adrian Carmack vs. John Dee Carmack II, Kevin Wayne Cloud and Id Software, Inc.*; 134th Judicial District, Dallas County, Texas; deposition testimony March 31, 2006; testified as to valuation of a computer game design company and related issues in a shareholder dispute regarding a buy-sell agreement, allegations of oppression and issues of fair value.
- * *In re Williams Sec. Litig.* (Case No. 02-CV-75-H(M)); In the United States District Court, Northeastern District of Oklahoma; deposition testimony March 22, 2006; testimony regarding materiality, loss causation and damages in a class action securities case.
- * *James Kelsoe, et al.; v. Texas United Excavators, L.L.C. and Leslie Lynn Cox*; (Cause No. 67-209655-05) Judicial District, Tarrant County, Texas; deposition March 9, 2006; testified as to lost household income and other support in a wrongful death case.
- * *In re Cigna Corporation Sec. Lit.* (Master File No. 2:02CV8088); In the United States District Court, Eastern District of Pennsylvania; deposition testimony March 7, 2006; testified as to issues of loss causation and damages.

- * *Windscape Holdings, Ltd. And Live Oak Holdings, Ltd. v. Wes Lochridge & Associates General Contractors, Inc.* (Cause No. 04-8259); 101st Judicial District, Dallas County, Texas; deposition February 27, 2006; testified in rebuttal to and regarding claims of lost rental income in apartments as result of alleged paint peeling.
- * *Joseph D. Martinec, Chapter 11 Trustee of WSNET Holdings, Inc. v. Ceberus Capital Management L.P., et al.*; 200th Judicial District, Travis County, Texas; deposition testimony December 15, 2005; testified as to valuation of a digital cable/satellite television provider.
- * *Vitamin Village, Inc. v. Commissioner of Internal Revenue* (Docket No. 8745-02) and *Universal Marketing, Inc. v. Commissioner of Internal Revenue* (Docket No. 8744-02); United States Tax Court; trial testimony December 9, 2005; testified as to issues related to reasonable compensation of two affiliated companies.
- * *Estate of Frederic C. Kohler v. Commissioner of Internal Revenue*; (Docket No. 4646-03); United States Tax Court; trial testimony December 7, 2005; valuation of minority shares of Kohler Inc.
- * *In the Matter of the Marriage of Pamela Elaine White and Jeffrey Alan White*; 401st Judicial District, Collin County, Texas; deposition testimony November 8, 2005, trial testimony November 17, 2005; testified as to personal goodwill and business valuation.
- * *In re Calpine Corporation Securities Litigation*; In the United States District Court, Northern District of California (N.D. Cal. Case No. C-02-1200 SBA (WDB)); deposition testimony October 6 and 7, 2005; testified as to Section 11 damages involving issued debt securities related to allegations of omissions regarding manipulation of the California energy markets in 2000 and 2001.
- * *In re Omnicom Group Inc. Securities Litigation*; in the United States District Court, Southern District of New York (Case No. 02 Civ. 4483); deposition testimony September 14, 2005; and April 25, 2007; testified as market efficiency in relation to a motion for class certification in the first deposition and testified as to materiality, loss causation and damages in the second deposition.
- * *In re: Metris Companies Inc. Securities Litigation*; In the United States District Court, District of Minnesota (Civil Action No. 02-CV-3677 JMR/FLN); deposition testimony August 15, 2005; testified as to materiality, inflation per share and aggregate damages in a class action securities case involving a subprime credit card lender.
- * *Federal Home Loan Mortgage Corp. v. Commissioner*, United States Tax Court (Docket Nos. 3941-99, 15626-99 and 5829-02); trial testimony June 8 and 9, 2005; testified as to allocation of purchase price, valuation of intangible assets and favorable financing.
- * *David Graben and Frank Strickler v. Western Reserve Life Assurance Company of Ohio; Intersecurities, Inc. and Timothy Hutton*; State District Court, 271st Judicial District, Wise County, Texas; deposition testimony March 29, 2005; trial testimony May 18, 2005; testified as to economic losses and prudent investment management involving the management of investment portfolios for two retired individuals.
- * *Wechsler & Co., Inc. v. Commissioner of Internal Revenue*, United States Tax Court (Docket No. 9667-04); trial testimony March 24, 2005; prepared a written report and rebuttal report as testimony in a matter involving the determination of the reasonable compensation of a Chief Executive Officer of a broker-dealer specializing in trading convertible debt securities as a dealer and on its own account.
- * *Stephen T. Davis, Individually and as Owner of Lone Star Phones v. Dobson Cellular Systems Inc. d/b/a CellularOne and Dobson Communications Corporation and Kelly Lane*; In the United States District Court for the Northern District of Texas, Dallas Division (Case No. 3-04-CV-0465 B); deposition testimony February 25, 2005; testified as to lost income associated with allegations of a breach of contract and wrongful termination of a dealership agreement.

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- * *In re: PE Corporation Securities Litigation*; In the United States District Court, District of Connecticut (Master File No. 3:00CV705(CFD)); deposition testimony February 23, 2005; testified as to materiality, inflation per share and aggregate damages in a class action securities case involving allegations of inadequate and misleading disclosures relating to a secondary offering of tracking shares.
 - * *Alpine International Corp. v. Texas Health Resources*; State District Court, 101st Judicial District, Dallas County, Texas; deposition testimony February 21, 2005; supplemental deposition October 3, 2005; trial testimony November 23, 2005; testified as to lost profits associated with a breach of a non-solicitation provision in a contract.
 - * *Michael Gloster and Victoria Gloster, t/a Gloster Marketing v. Relios, Inc., H. William Pollack, III, and Carolyn Pollack*; In the United States District Court, Eastern District of Pennsylvania (Cause No. 02-CV-7140); deposition testimony February 11, 2005; testified as to issues of valuation and profits involving claims of trademark and copyright infringement.
 - * *In re: Clarent Corporation Securities Litigation*; In the United States District Court, Northern District of California, San Francisco Division (Master File No. C-0103361CRB(JCS)); deposition testimony January 11, 2005; trial testimony January 31 and February 9, 2005; testified as to materiality, inflation per share and aggregate damages in a class action securities case involving allegations of accounting fraud against former officers of the company and the accounting firm for its audit.
 - * *In re: DQE, Inc. Securities Litigation*; In the United States District Court, Western District of Pennsylvania (Master File No. 01-1851); deposition testimony November 23, 2004; testified as to materiality, inflation per share and aggregate damages in a class action securities case.
 - * *In re: Worldcom, Inc. ERISA Securities Litigation*; In the United States District Court, Southern District of New York (Master File No. 02 Civ. 4816 (DLC)); deposition testimony November 15, 2004; testified as to discounts related to block size and information effects associated with the possible sale of shares of Worldcom and MCI tracking stock in the first half of the 2002.
 - * *Adele Brody, et al.; on behalf of themselves and all others similarly situated, vs. Peter S. Hellman, et al.*; District Court, City and County of Denver, State of Colorado; deposition testimony September 3, 2004, and May 27, 2005; hearing testimony November 30, 2004; testified as to the ability to measure damages to a class of shareholders via a plan of allocation.
 - * *In re: Broadcom Corp. Securities Litigation*; In the United States District Court, Central District of California, Southern Division (No. SACV 01-275 GLT (MLGx)); deposition testimony August 27 and 29, September 10, December 1 and 2, 2004, and January 21, 2005; testimony during hearings April 21 and May 25, 2005; testified as to materiality, valuation of customer contracts, valuation, inflation per share and aggregate damages in a securities class action and damages in a related private action.
 - * *Burt L. Schmidt, Individually and d/b/a Diamond S Trucking vs. Navistar Financial Corporation*; State District Court, Hamilton County, Texas; deposition testimony July 28, 2004; trial testimony August 30, 2004; testified in rebuttal as to claims of lost profits associated with the repossession of tractor trucks by the defendant in 2001.
 - * *Basic Management Inc, et al.; vs. United States of America, et al.*; In the United States District Court, District of Nevada (No. CV-S-02-0884-RCJ-(RJJ)); deposition testimony July 22 and 23, 2004; testified in rebuttal as to appropriate assumptions and methods (including discount rates and appreciation rates) for a real estate development company in Nevada.
 - * *In re. JTS Corporation, Suzanne L. Decker, Trustee, vs. Roger W. Johnson, et al.*; In the United States Bankruptcy Court, Northern District of California, (No. 98-59752 MM; A.P. No. 00-5423); deposition testimony July 15, 2004; trial testimony April 11, 2005; testified in rebuttal to trustee's expert as to economic losses to creditors and reasonable value associated with certain business decisions.

- * *Randy S. Myers, Individually and on Behalf of all others Similarly Situated, vs. Progressive Concepts, Inc. d/b/a Hawk Electronics*; 352nd Judicial District, Tarrant County, Texas (Cause No. 352-201156-03); deposition testimony July 2, 2004; testified as to the appropriate measure of damages involving allegations of improper billing involving cell phone services.
- * *OnSite Technology LLC vs. Duratherm, Inc. et al.*; In the United States District Court for the Southern District of Texas (Civil Action No. H-02-2624); trial testimony June 10, 2004; testified as to lost profits and reasonable royalties as a result of allegations of patent infringement.
- * *ATS Telecommunications Systems, Inc. and ATS Liquidating, Inc. f/k/a Advanced Telecommunications Systems, Inc., by and through its Plan Agent H. Malcolm Lovett, Jr. vs. Philip R. Lacerte and Four LC Trust vs. Stan M. Gorman, Sr., and D. Scott Pool*; 113th Judicial District, Harris County, Texas (Cause No. 2001-00997); deposition testimony May 25, 2004; testified as to reasonable and customary terms and consideration for the provision of performance guarantees, reasonable start-up and operating expenses, and issues of fraud and breach of fiduciary duty.
- * *ISG State Operations, Inc. vs. National Heritage Insurance Company, Inc.*; 250th Judicial District, Travis County, Texas (Cause No. 95-11014); deposition testimony May 11, 2004; trial testimony April 25, 2005; testified as to appropriate measures for calculation lost profits in a breach of contract claim involving data processing.
- * *Xperex Corporation, et al.; vs. Viasystems Technologies Corp., LLC*; Court of Chancery, New Castle County, State of Delaware (Civil No. 20582-NC); deposition testimony April 23, 2004; testified as to the valuation of intangible assets and business related to allegations of fraudulent conveyance and breach of fiduciary duty to creditors.
- * *Richard Marcoux, on behalf of himself and all others similarly situated, v. Billy D. Prim, Andrew J. Filipowski, et al.*; County of Forsyth, State of North Carolina (No. 04 CvS 920); deposition testimony April 12, 2004; testified as to errors in a fairness opinion issued in a proposed acquisition of a public company.
- * *Houston Saba, L.P. vs. Nick Hernandez and Boyd Page Inc. d/b/a Boyd Page & Associates*; 280th Judicial District, Harris County, Texas (Cause No. 2003-07457); deposition testimony March 31, 2004; testified as lost profits associated with disruption of a restaurant due to street repairs and construction.
- * *Autoland of New Jersey, Inc., et al.; v. Commissioner of Internal Revenue*; U.S. Tax Court (Docket number 12639-02); testified in trial February 19, 2004; testified as to issues related to the reasonable compensation of executives in the auto retail business.
- * *Soils Control International, Inc. vs. Martin Marietta Magnesia Specialties, L.L.C. and Midwest Industrial Supply, Inc*; United States Court, District of Massachusetts (Civil Action No. A-03-CA-531 H); deposition testimony January 30, 2004; testified as to lost profits in a dispute relating to allegations of deceptive trade practices.
- * *In re Raytheon Company Securities Litigation*; United States Court, District of Massachusetts (Civil Action No. 99-12142 (PBS)); deposition testimony January 27, 2004; testimony in hearings May 3 and 7, 2004; testified as to materiality, causation, inflation per share and aggregate damages.
- * *In re: AT&T Corp Securities Litigation*; United States District Court of New Jersey (MDL No. 1399, Civil Action No. 01-1883 (GEB)); Consolidation Class Action on Behalf of the Purchasers of AT&T Wireless Tracking Stock Shares between April 27 and May 1, 2000; deposition testimony January 16, 2004; testified as to materiality, causation, inflation per share and aggregate damages.
- * *Robert Rodgers vs. Johnson Health Tech. Co., Ltd., Epix, Inc. d/b/a Vision Fitness, et al.*; United States District Court for the Western District of Texas, Austin Division (Civil Action No. A 02 CA 731 SS);

deposition testimony January 7, 2004; testified as to reasonable royalties and damages for alleged patent infringement.

- * *In re. Xcelera.Com Securities Litigation.*; United States District Court, District of Massachusetts, Boston, Massachusetts (Civil Action No. 00- CV-11649(RWZ)); hearing testimony November 20 and 21, 2003; testified as to materiality, reliance and market efficiency in a hearing on class certification.
- * *C. F. Jordan, L.P. v. Argosy Gaming Company, Laneco Construction Systems, and Louisiana Glass*, AAA Arbitration (Case Number 71 110 01059 01); deposition testimony November 18, 2003; testified in rebuttal to allegations of lost income from hotel construction and remediation activities.
- * *ELIZABETH M. KURECKA, Individually and as Representative of the estate of Edward Kurecka, Deceased, MICHAEL KURECKA, TIM KURECKA, and MELANIE KURECKA POWELL v. DAVID H. AMMONS, M.D., GARY R. GODSIN, M.D., and MICHAEL PETTIBON, M.D.*; 342nd Judicial District, Tarrant County, Texas; deposition testimony September 2003; testified as to the loss of income to the survivors in a wrongful death case.
- * *Betsy Gross v. David Halbert and AdvancePCS*; 352nd Judicial District, Tarrant County, Texas (Cause No. 352-196123-02); deposition testimony August 26, 2003; testified at trial November 10 and 11, 2004; testified as to the valuation of executive stock options.
- * *Michael Aldridge, Individually and on Behalf of All Other Similarly Situated, vs. A. T. Cross Corporation; Bradford R. Boss; Russell A. Boss; et al.*; United States District Court, District of Rhode Island (C.A. No. 00-203 (ML)); deposition testimony August 19, 2003; testified as to materiality, causation and damages in a securities class action.
- * *In Re Broadcom Corp. Securities Litigation*; United States District Court, Central District of California, Southern Division (Master File No. SACV 01-275 GLT (Eex)); deposition testimony July 29 and 30, 2003; testified as to the market efficiency of the trading of Broadcom shares and aggregate damages calculations relating to class certification.
- * *J. Bryan Pickens vs. John T. Pickens, J. Michael Tiner, Michael K. Pickens, C. Robert Milner, Jr., Pickens Financial Group, L.L.C., Pickens Resource Corp., and Pickens, Ltd.*; 298th Judicial District, Dallas County, Texas (Cause No. 02-01105); deposition testimony July 11, 2003; testified as to the overall financial performance of certain companies and the fairness (or benefits to the plaintiff) of certain transactions involving the defendant companies and affiliated trusts.
- * *In re Arthur Franklin Tyler, Jr., Debtor; Arthur Franklin Tyler, Jr., v. Tywell Manufacturing Corporation*; U.S. Bankruptcy Court, Northern District of Texas, Dallas Division (Case No. 01-80343-SAF-13; Adversary No. 02-3530); trial testimony July 1, 2003; testified as to net asset value under various assumptions in an involuntary shareholder foreclosure/shareholder oppression dispute.
- * *FFP Partners, L.P. v. Jack J. Ceccarelli, Restructure Petroleum Marketing Services, Inc. f/k/a E-Z Serve Petroleum Marketing Company and Environmental Corporation of America, Inc.*; American Arbitration Association (Case No. 71-Y-198-00167-02); hearing testimony May 19, 2003; testified as to the value of gas-only operations related to allegations of breach of contract, breach of fiduciary duty and theft of business opportunities.
- * *RadioShack Corporation, and TE Electronics, L.P. vs. Fried, Frank, Harris, Shriver & Jacobson and Harvey Pitt*; United States District Court, Northern District of Texas, Ft. Worth Division (Civil Action No. 4:02-CV-0639-TV); deposition testimony May 9, 2003; testified as to causation and damages as a result of allegations of legal malpractice.
- * *Printwrap, Inc. v. Printwrap Sales, Inc. and Maxine Ammon*; 134th Judicial District, Dallas County, Texas (Cause No. 02-5064-G); deposition testimony May 6, 2003; testified as to the valuation and economic

losses of a purchase of a specialty printing business as a result of allegations of material misrepresentations on the part of the seller.

- * *In re Theragenics Corp. Securities Litigation*; United States District Court, Northern District of Georgia, Atlanta Division (Civil Action No. 1:99-CV-141-TWT); deposition testimony April 2, 2003, and August 14, 2003; testified as to materiality, causation, inflation per share and damages as a result of allegations of securities fraud (violations of the Securities Exchange Act of 1934, Rule 10b-5).
- * *Teleplus, Inc., v. Avantel, S.A.*; United States District Court, Western District of Texas, San Antonio Division (Civil No. SA-98-CA-0849 FB); deposition testimony March 26, 2003; trial testimony September 25, 26 and 29, 2003; testified as to the valuation of a reseller and marketer of long-distance telephone services (primarily for domestic and international service in Mexico).
- * *Russell Grigsby vs. ProTrader Group Management, L.L.C., et al.*; American Arbitration Association (Cause No. 70-180-00648-02); deposition testimony March 7, 2003; arbitration hearing testimony October 17 and November 3, 2003; testified in a fraud and shareholder oppression case as to the fair value of a brokerage firm with specialization in day trading.
- * *Donald P. Williams vs. Peter O. Holliday, III, MD, and Open MRI of Decatur*; Circuit Court of Morgan County, Alabama (Case Number: CV-00-974); testified at trial March 4, 2003; testified as to the value of loan guarantees and the value of a business operating an MRI in a shareholder oppression lawsuit.
- * *Menard, Inc. v. Commissioner of Internal Revenue*; U.S. Tax Court; testified in trial February 27, 2003; testified as to the compensation of executives in comparable and guideline companies and the proper valuation of incentive compensation benefits.
- * *Richard Strauss, Sovereign Texas Homes, Ltd., et al.; vs. Wallace Sanders & Company, et al.*; 191st Judicial District, Dallas County, Texas (Cause No. 02-2562-J); deposition testimony February 14 and 20, 2003; testified as to materiality, causation, and damages as a result of allegations of improper accounting.
- * *Paul Dzera, Philip J. Gund and Stephen Marotta v. Zolfo Cooper, L.L.C.*; American Arbitration Association (Arbitration no. 18Y180143301), Newark, New Jersey; hearing testimony February 11, 2003; testified as to measures of economic loss associated with claims brought by defendant.
- * *In re VISIONAMERICA, INC. SECURITIES LITIGATION*; United States District Court, Middle District of Tennessee, Nashville Division (Master File No. 3-00-0279); deposition testimony December 12, 2002; testified as to materiality, causation, inflation per share and damages as a result of allegations of securities fraud involving accounting misstatements (violations of the Securities Exchange Act of 1934, Rule 10b-5).
- * *In re National Golf Properties, Inc. Shareholder Litigation; (Masseo Investment Partners, Ltd., Anne Marie Rouleau, Thomas Feiman, IRA and Robert Lewis, On Behalf of Themselves and All Others Similarly Situated, vs. James M. Stanich, et al.*; Superior Court of the State of California, County of Los Angeles (Lead Case No. BC268215); deposition testimony November 22, 2002; testified as to fairness and problems with a fairness opinion involving a proposed acquisition of the public REIT, including process, disclosure and allocations of proceeds problems.
- * *Ralph R. Unstead, Jr., On behalf of Himself and All Other Similarly Situated, v. Intellect Communications, Inc., et al.*; U.S. District Court for the Northern District of Texas, Dallas Division (No. 3:99-CV-2604-M); deposition testimony October 31, 2002; testified as to materiality, causation and damages in a class action securities case.
- * *Physicians Resource Group, Inc. and EyeCorp, Inc., vs. Dr. David Meyer, et al.*; U.S. Bankruptcy Court, Northern District of Texas, Dallas Division; deposition testimony October 22, 2002; trial testimony

February 7, 2002; testified as to issues of solvency and reasonably equivalent damages as a result of certain transactions between the defendants and the plaintiffs prior to bankruptcy.

- * *Maximicer, L.L.C., vs. PepsiCo, Inc.*; U.S. District Court for the Eastern District of Texas, Marshall Division (No. 2-01-CV-132(tjw)); deposition testimony October 21, 2002; trial testimony December 10, 2002; testified as to damages arising from claims of commercial defamation and other causes.
- * *HALCYON INVESTMENTS INC., f/k/a B.A.S.S., Inc., et al.; vs. B.A.S.S., LLC, f/k/a LIVEWELL ACQUISITION, LLC, B.A.S.S. (IP), et al.*; AAA Arbitration (File No. 30 E 181 00434 02); deposition testimony October 10, 2002; testified as to due diligence, disclosures and economic damages estimates involving an agreement to sell a business between the parties (subject to confidentiality agreement).
- * *Jerry Krim, et al.; v. pcOrder.com, Inc., et al.*; U.S. District Court for the Western District of Texas, Austin Division (Master File No. A:00-CA-776-SS); hearing testimony September 20, 2002; testified in a class certification hearing on the trading of shares and source of shares purchased by proposed lead plaintiffs.
- * *APA EXCELSIOR III L.P., APA EXCELSIOR III OFFSHORE, L.P., APA/FOSTIN PENNSYLVANIA VENTURE CAPITAL FUND, CIN VENTURE NOMINEES LIMITED, STUART A. EPSTEIN and DAVID EPSTEIN, v. PREMIERE TECHNOLOGIES, INC., BOLAND T. JONES, PATRICK G. JONES, GEORGE W. BAKER, SR., and RAYMOND H. PIRTLE, JR.*; U.S. District Court for the Northern District of Georgia (Civil Action No. 1:99-CV-1377-JOF); deposition testimony September 4, 2002; testified as to the materiality of certain representations and damages in a securities case.
- * *Microtune, L.P. v. Broadcom Corporation*; U.S. District Court for the Eastern District of Texas, Sherman Division (Civil Action No. 4:01-CV-023); deposition testimony August 29, 2002; testified as to the reasonable royalty in a patent infringement case.
- * *John F. Havens, On Behalf of Himself and All Others Similarly Situated, vs. James L. Pate, et al.; and Howard Lasker, On Behalf of Himself and All Others Similarly Situated, vs. James L. Pate, et al.*; 295th Judicial District, Harris County, Texas (Cause No. 2002-16085); deposition testimony July 15, 2002; hearing testimony July 18, 2002; testified as to the materiality of certain information omitted from a proxy to Pennzoil-Quaker State shareholders, issues with respect to the fairness opinion analysis by Pennzoil's financial advisor, the determination of fairness and issues with respect to mergers and acquisitions.
- * *Lawrence D. Poliner, M.D. v. Texas Health Systems, et al.*; U.S. District Court, Northern District of Texas, Dallas Division (Civil Action No. 3:00CV1007-P); deposition testimony May 20, 2002; testified as to certain anti-competitive issues involving a specialist medical practice.
- * *In re: Chartwell Health Care, Inc.; John H. Litzler, Chapter 7 Trustee, vs. Irving D. Boyes, et al.*; U.S. Bankruptcy Court, Northern District of Texas, Dallas Division (Case No. 398-38546-SAF-7); deposition testimony April 25, 2002; testified as to solvency and economic losses of a nursing home operator.
- * *Leonard Sauls, Jr., v. The Estate of William Lee Hatch, Jr., Deceased, et al.*; In the Probate Court Number One, Travis County, Texas (Cause No. 75278-A); deposition testimony March 22, 2002; testified as to the measurement of lost future earning capacity, case settled before issuance of deposition transcript.
- * *Leland Stenovich, et al., vs. Spencer F. Eccles, et al.*; Third Judicial District Court, Salt Lake County, State of Utah (Class Action, Case No. 000907870); deposition testimony February 5 and 6, 2002; testified as to standards of practice, fairness and adequacy of consideration in a class action lawsuit relating to the acquisition of First Security Corporation by Wells Fargo.

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- * *In re Computer Associates Class Action Securities Litigation*; U.S. District Court for the Eastern District of New York (Master File No. 98-CV-4839); deposition testimony January 23 and 24, 2002; testified as to materiality, causation and damages in a securities fraud lawsuit.
 - * *Pamela Graham Reeves vs. VIJ, Inc. d/b/a National Utilities Co./NUCO and Greer Industries, Inc.*; U.S. District Court for the Northern District of Texas-Fort Worth Division (Case No. 400-CV-1671-BE); trial testimony January 9, 2002; testified as to market wages, current job market and likelihood of employment for an individual alleged to have been wrongfully terminated.
 - * *Patricia E. Vincent and James R. Vincent v. Bank of America Texas, N.A.*; In the 68th Judicial District Court, Dallas County, Texas (Cause No. DV99-00745); testimony in hearing in December 2000 and trial testimony December 18, 2001; testified as to the proper calculation of interest on a home mortgage and common standards and practices for calculating mortgage interest.
 - * *Joan C. Howard and Charles A. Anderson, on behalf of themselves and all others similarly situated vs. Everex Systems, Inc., and Steven L.W. Hui, et al.*; U.S. District Court for the Northern District of California (Case No. C 92 3742 CAL); deposition testimony November 19 and 20 and December 17, 2001; testified as to materiality, causation and damages in a securities fraud lawsuit.
 - * *Reinsurance International Services Company, L.L.C. v. Lambert Fenchurch Group Limited, et al.*; In the 98th Judicial District Court, Travis County Texas (Civil Action No. 99-00745); deposition testimony September 20, 2001; testified as to lost profits and lost business value experienced by a reinsurance broker relating to allegations of misrepresentations and breach of duty.
 - * *Robert Alpert, James Ventures, L.P., Markus Investments, Inc. and James Investments, Inc. vs. Innovative Valve Technologies, Inc., et al.*; U.S. District Court for the Southern District of Texas, Houston Division (Civil Action No. H-01-076); deposition testimony September 19, 2001; testified as to materiality, causation and damages in a securities fraud lawsuit.
 - * *Premier Lifestyles International Corporation vs. Electronic Clearing House, Inc.; XpresscheX, Inc., et al.*; Superior Court for the State of California, County of Los Angeles (Case No. BC230691); deposition testimony September 17 and 27, 2001; trial testimony November 27 and 28, 2001; testified as to lost business opportunities and damages arising from various causes of action.
 - * *In re Phycor Corporation Securities Litigation*; U.S. District Court for the Middle District of Tennessee, Nashville Division (Civil Action No. 3-98-0834); deposition testimony August 9 and November 6, 2001; testified as to materiality, causation and damages in a securities class action lawsuit.
 - * *Ben Higbee and Bridgestone Healthcare Management, Inc., vs. Bridgestone Healthcare Management, Inc., and David E. Sones*; 101st Judicial District, Dallas County, Texas (Cause No. 00-7365-3); deposition testimony June 21, 2001; testified as to preliminary findings as to fairness of certain transactions involving a workers' compensation and rehabilitation business.
 - * *Auto Wax Co., Inc. v. Mark V Products, Inc.*; U.S. District Court for the Northern District of Texas, Dallas Division (Civil Action No. 3-99 CV 0982-T); deposition testimony April 25, 2001; trial testimony June 29, 2001; testified as to the reasonable royalty and lost profits in a patent infringement and trademark infringement case.

Exhibit B-Summary
Summary of Presumed Losses Through August 4, 2008 for the Certified Class Tranches

Summary CUSIP	Description	Original Principal	Remaining Principal	Ask Price	Section 11 Presumed Loss	Sec. 11 Loss Initial as % Original Rating	Debt Rating	Jan-11 First Date of Downgrade	Seniority
93363CAA7	WAMU 2006-AR7-1A	201,977,000	93,880,032	82.05	16,850,732	8.34% AAA	BB(sf)/Caa3(sf)	2/23/2009	Senior
93363NAA3	WAMU 2006-AR12-1A1	429,891,000	208,103,808	94.74	10,946,260	2.55% AAA	CCsf/CCsf	12/4/2008	Senior
92925GAC7	WAMU 2006-AR16-2A1	176,137,000	121,885,656	89.96	12,237,320	6.95% AAA	CC(sf)	1/16/2009	Senior
92925GAL7	WAMU 2006-AR16-LB1	19,043,000	19,024,873	41.80	11,072,476	58.14% AA	D(sf)	5/1/2008	Subordinate
92925GAM5	WAMU 2006-AR16-Pd LB2	7,616,000	7,608,750	12.94	6,624,317	86.98% A	D(sf)	5/1/2008	Subordinate
92925GAN3	WAMU 2006-AR16-LB3	4,760,000	4,755,469	5.54	4,491,904	94.37% BBB	D(sf)	5/1/2008	Subordinate
92925GAP8	WAMU 2006-AR16-3B1	7,594,000	7,588,984	44.47	4,214,163	55.49% AA	CC(sf)	10/28/2008	Subordinate
92925GAQ6	WAMU 2006-AR16-3B2	3,796,000	3,793,493	31.24	2,608,419	68.71% A	D(sf)	10/28/2008	Subordinate
92925GAR4	WAMU 2006-AR16-Pd3B3	2,277,000	2,275,496	17.81	1,870,126	82.13% BBB	D(sf)	5/1/2008	Subordinate
92925DAA8	WAMU 2006-AR17-1A	496,869,000	358,734,284	83.93	57,648,599	11.60% AAA	Caa3(sf)	2/23/2009	Senior
9336374AC4	WAMU 2006-AR18-2A1	133,944,000	96,578,502	90.53	9,145,984	6.83% AAA	CC(sf)	12/4/2008	Senior
92925VAA8	WAMU 2007-HY1-1A1	603,886,000	496,519,646	77.45	111,965,180	18.54% AAA	C(sf)	8/12/2008	Senior
92925VAK6	WAMU 2007-HY1-3A3	77,090,000	77,090,000	69.44	23,558,704	30.56% AAA	CC(sf)	2/26/2009	Senior
Totals/Average		2,164,880,000	1,497,838,992	81.76	273,234,185	12.62%			

Notes:

Prices are quotes as a percentage of remaining principal.

Presumed losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal (and would be greater if securities sold in late 2008, in 2009 and in 2010 or 2011 to date were taken into account).

Price quotes were from FT Interactive, Bloomberg, and, when missing, from actually observed prices and inferred from subsequent date price quotes.

The securities ratings agencies were often six months or more late in downgrading securities and typically downgraded tranches in groups in multiple steps in ratings (rather than in single or partial steps as would ordinarily be expected with active monitoring and timely downgrades).

Exhibit B-1: WaiMu 2006-AR7

Summary CUSIP	Description	Original Principal	Remaining Principal	Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative Net Loss as % of Original Principal	Initial Rating	Cur Rating	First Rating Downgrade	Seniority
93363CA7	WAMU 2006-AR7-1A	201,977,000.00	69,108,000.89	64.10	0	24,808,692.51	12.28%	AAA	BB(sf)/Caa3(sf)	2/23/2009	Senior
93363CAB5	WAMU 2006-AR7-2A	477,031,000.00	260,175,865.70	61.77	0	99,456,289.91	20.85%	AAA	CCC(sf)/Caa3(sf)	2/23/2009	Senior
93363CAC3	WAMU 2006-AR7-3A	196,452,000.00	105,441,979.10	70.19	0	31,434,890.02	16.00%	AAA	B-(sf)/B2(sf)	2/23/2009	Senior
93363CAD1	WAMU 2006-AR7-3A1B	65,485,000.00	35,147,863.13	37.37	0	22,014,073.24	33.62%	AAA	CCC(sf)/Ca(sf)	2/23/2009	Senior/Mezzanine
93363CAE9	WAMU 2006-AR7-Pd C1B1	50,844,000.00	0.00	-	0	-	0.00%	AAA	CC(sf)/C(sf)	2/23/2009	Senior/Mezzanine
93363CAF6	WAMU 2006-AR7-C1B2	35,145,000.00	17,084,666.95	24.88	0	12,834,856.05	36.52%	AAA	CC(sf)/C(sf)	2/23/2009	Senior/Mezzanine
93363CAG4	WAMU 2006-AR7-C1B3	49,249,000.00	48,505,534.86	13.17	0	42,116,446.44	85.52%	AAA	CC(sf)/C(sf)	2/23/2009	Senior/Mezzanine
93363CAH2	WAMU 2006-AR7-C1B4	100,000,000.00	48,501,131.97	20.95	16,358.45	38,354,987.61	38.35%	AAA	CC(sf)/C(sf)	2/23/2009	Senior/Mezzanine
93363CAL3	WAMU 2006-AR7-B1	24,864,000.00	17,599,694.31	0.04	6,787,888.98	24,388,423.40	98.08%	AA+	D(sf)/.	4/29/2008	Subordinate
93363CAM1	WAMU 2006-AR7-Pd B2	16,574,000.00	0.00	-	16,372,561.42	16,372,561.42	98.78%	AA		4/29/2008	Subordinate
93363CAN9	WAMU 2006-AR7-Pd B3	6,374,000.00	0.00	-	7,610,217.97	7,610,217.97	99.49%	AA-		4/29/2008	Subordinate
93363CAP4	WAMU 2006-AR7-Pd B4	7,649,000.00	0.00	-	5,072,594.82	5,072,594.82	99.48%	A		4/29/2008	Subordinate
93363CAO2	WAMU 2006-AR7-Pd B5	5,099,000.00	0.00	-	3,807,215.67	3,807,215.67	99.56%	A-		4/29/2008	Subordinate
93363CAR0	WAMU 2006-AR7-Pd B6	3,824,000.00	0.00	-	3,808,345.88	3,808,345.88	99.59%	BBB+		4/29/2008	Subordinate
93363CAS8	WAMU 2006-AR7-Pd B7	3,824,000.00	0.00	-	3,808,345.88	3,808,345.88	99.59%	BBB		4/29/2008	Subordinate
93363CAT6	WAMU 2006-AR7-Pd B8	3,824,000.00	0.00	-	3,810,585.24	3,810,585.24	99.65%	BBB-		4/29/2008	Subordinate
93363CAU3	WAMU 2006-AR7-Pd B9	3,824,000.00	0.00	-	3,811,541.87	3,811,541.87	99.67%	BB+		4/29/2008	Subordinate
93363CAV1	WAMU 2006-AR7-Pd B10	3,824,000.00	0.00	-	80,070,255.69	368,667,667.44	28.92%	BB+		4/29/2008	Subordinate
Total		1,274,997,751.00	601,564,736.91		16,358.45	271,020,235.78	23.04%				
Subtotal-AAA Rated Issues		1,176,183,000.00	583,965,042.60		0.00	155,699,872.44	17.78%				
Subtotal-AAA Rated, Senior Issues		875,460,000.00	434,725,845.69		0.00	346,014,090.81	27.64%				
Subtotal-Investment Grade Rated Issues		1,252,039,000.00	601,564,736.91		57,416,679.06						

Notes:

Prices are quotes as a percentage of remaining principal.

Recognized losses are actual losses recognized to 12/31/2010 for accounting purposes.

Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.

Current price quotes were as of January 11, 2011 from Thomson Reuters

Exhibit B-2: WAMU 2006-AR12

Summary CUSIP	Description	Original Principal	Remaining Principal	Quoted Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative Net Loss 85% of Original Principal	Current Rating	First Rating Downgrade	Priority
93363NAA3	WAMU 2006-AR12-1A1	429,891,000.00	82,014,627.73	87.87	0	9,950,681.01	2.31% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAB1	WAMU 2006-AR12-1A2	81,182,000.00	81,182,000.00	74.13	0	20,999,500.16	25.87% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAC9	WAMU 2006-AR12-1A3	170,357,000.00	170,357,000.00	70.97	0	49,450,111.99	29.03% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAD7	WAMU 2006-AR12-1A4	250,000,000.00	122,372,667.70	76.21	0	29,111,310.40	11.64% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAE5	WAMU 2006-AR12-1A5	44,912,000.00	21,984,005.00	18.09	0	18,007,132.85	40.09% AAA	CCCs/CCsf	8/4/2008	Senior/Mezzanine
93363NAF2	WAMU 2006-AR12-2A1	198,477,000.00	89,196,933.62	84.13	0	14,156,528.96	7.13% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAGO	WAMU 2006-AR12-2A2	100,151,000.00	44,984,312.91	78.72	0	9,573,224.09	9.56% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAH8	WAMU 2006-AR12-2A3	100,151,000.00	44,984,312.91	77.66	0	10,047,668.02	10.03% AAA	CCCs/CCsf	12/4/2008	Senior
93363NAJ4	WAMU 2006-AR12-2A4	19,229,000.00	8,639,307.97	20.00	0	6,911,446.38	35.94% AAA	CCCs/CCsf	8/4/2008	Senior/Mezzanine
93363NAK1	WAMU 2006-AR12-3A1	132,694,000.00	25,191,212.42	91.68	0	2,096,971.63	1.58% AAA	CCCs/CCCs	8/4/2008	Senior
93363NAL9	WAMU 2006-AR12-3A2	40,861,000.00	40,861,000.00	80.77	0	7,857,761.84	19.23% AAA	CCCs/CCsf	8/4/2008	Senior
93363NAM7	WAMU 2006-AR12-3A3	57,851,000.00	57,851,000.00	77.59	0	12,966,759.30	22.41% AAA	CCCs/CCsf	8/4/2008	Senior
93363NABNS	WAMU 2006-AR12-3A4	9,016,000.00	4,827,495.22	19.23	0	3,899,333.83	43.25% AAA	CCCs/CCsf	8/4/2008	Senior/Mezzanine
93363NAR6	WAMU 2006-AR12-2P	1,912,649.00	798,769.43	79.23	0	165,900.67	8.67% AAA	CCCs/CCsf	8/4/2008	Senior
93363NAS4	WAMU 2006-AR12-LB1	29,273,000.00	28,831,113.81	2.18	357,998.61	28,561,810.45	97.57% AA	NR/Dsf	10/28/2008	Subordinate
93363NAT2	WAMU 2006-AR12-Pd LB2	13,172,000.00	0.00	-	13,143,559.51	13,143,559.51	99.78% A	NR/Dsf	10/28/2008	Subordinate
93363NAU9	WAMU 2006-AR12-Pd LB3	8,781,000.00	0.00	-	8,769,677.06	8,769,677.06	99.87% BBB	NR/Dsf	5/1/2008	Subordinate
93363NAV7	WAMU 2006-AR12-3B1	3,747,000.00	3,743,357.84	3.38	0	3,616,727.06	96.52% AA	NR/Dsf	10/28/2008	Subordinate
93363NAW5	WAMU 2006-AR12-3B2	1,873,000.00	1,871,539.02	1.39	0	1,845,586.04	98.54% A	NR/Dsf	10/28/2008	Subordinate
93363NAX3	WAMU 2006-AR12-3B3	1,248,000.00	743,381.47	0.00	503,832.27	1,247,184.70	99.93% BBB	NR/Dsf	10/28/2008	Subordinate
Total		1,972,479,730.00	1,083,902,581.04		41,344,818.16	270,948,626.64	13.74%			
Subtotal-AAA Rated Issues		1,636,684,649.00	795,244,644.91		0.00	195,194,331.10	11.93%			
Subtotal-AAA Rated, Senior Issues		1,561,615,000.00	758,995,067.29		0.00	166,210,517.38	10.64%			
Subtotal-Investment Grade Rated Issues		1,694,778,649.00	830,434,037.05		22,775,067.45	252,378,875.93	14.89%			

Notes:

Prices are quotes as a percentage of remaining principal.

Recognized losses are actual losses recognized to 12/31/2010 for accounting purposes.

Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.

Current price quotes were as of Thursday and Friday, January 6 and 7, 2011 from Bloomberg, L.P.

Exhibit B-3: WaMu 2006-AR16

Summary CUSIP	Description	Original Principal	Remaining Principal	Quoted Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative as % of Original Principal	Initial Rating	Current Rating	Downgrade	Seniority
92925GAA1	WAMU 2006-AR16-1A1	537,125,000.00	281,836,846.90	76.72	-	65,614,039.99	12.22%	AAA	CC(sf)	1/16/2009	Senior
92925GAB9	WAMU 2006-AR16-1A2	24,135,000.00	12,663,965.21	17.20	-	10,485,862.13	43.45%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
92925GAC7	WAMU 2006-AR16-2A1	176,137,000.00	74,901,152.52	82.06	-	13,438,320.06	7.63%	AAA	CC(sf)	1/16/2009	Senior
92925GAD5	WAMU 2006-AR16-2A2	58,714,000.00	58,714,000.00	74.91	-	14,733,544.38	25.09%	AAA	CC(sf)	1/16/2009	Senior
92925GAE3	WAMU 2006-AR16-2A3	100,000,000.00	56,893,584.68	78.10	-	12,458,806.08	12.46%	AAA	CC(sf)	1/16/2009	Senior
92925GAF0	WAMU 2006-AR16-2A4	15,046,000.00	8,560,208.75	13.84	-	7,375,154.85	49.02%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
92925GAG8	WAMU 2006-AR16-3A1	266,995,000.00	93,284,068.58	86.01	-	13,048,838.01	4.89%	AAA	CC(sf)	1/16/2009	Senior
92925GAH6	WAMU 2006-AR16-3A2	86,552,000.00	86,552,000.00	83.60	-	14,196,556.56	16.40%	AAA	CC(sf)	1/16/2009	Senior
92925GAJ2	WAMU 2006-AR16-3A3	117,849,000.00	117,849,000.00	75.26	-	29,153,817.07	24.74%	AAA	CC(sf)	1/16/2009	Senior
92925GAK9	WAMU 2006-AR16-3A4	17,098,000.00	14,981,585.06	15.13	-	12,715,620.32	74.37%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
92925GAL7	WAMU 2006-AR16-LB1	19,043,000.00	14,981,585.06	1.09	-	14,818,894.41	77.82%	AA	D(sf)	5/1/2008	Subordinate
92925GAM5	WAMU 2006-AR16-Pd LB2	7,616,000.00	-	-	7,600,939.98	7,600,939.98	99.80%	A	D(sf)	5/1/2008	Subordinate
92925GAN3	WAMU 2006-AR16-LB3	4,760,000.00	-	-	4,751,851.67	4,751,851.67	99.83%	BBB	D(sf)	5/1/2008	Subordinate
92925GAP8	WAMU 2006-AR16-3B1	7,594,000.00	7,573,995.55	1.36	-	7,470,740.69	98.38%	AA	CC(sf)	10/28/2008	Subordinate
92925GAO6	WAMU 2006-AR16-3B2	3,796,000.00	1,854,986.59	0.00	1,933,061.20	3,787,975.33	99.79%	A	D(sf)	10/28/2008	Subordinate
92925GAR4	WAMU 2006-AR16-Pd3B3	2,277,000.00	-	-	2,272,532.54	2,272,532.54	99.80%	BBB	D(sf)	5/1/2008	Subordinate
Total		1,458,310,651.00	830,646,979.90		30,112,915.71	247,478,024.40	16.97%				
Subtotal-AAA Rated Issues		1,399,651,000.00	806,236,412.70		0.00	193,220,559.46	13.80%				
Subtotal-AAA Rated, Senior Issues		1,343,372,000.00	770,030,653.68		0.00	162,643,922.16	12.11%				
Subtotal-Investment Grade Rated Issues		1,444,737,000.00	830,646,979.90		16,558,385.39	233,923,494.08	16.19%				

Notes:

Prices are quotes as a percentage of remaining principal.

Recognized losses are actual losses recognized to 12/31/2010 for accounting purposes.

Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.

Current price quotes were as of Thursday and Friday, January 6 and 7, 2011 from Bloomberg, L.P.

Exhibit B-4: WamU 2006-AR17

Summary CUSIP	Description	Original Principal	Remaining Principal	Quoted Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative Net Loss as % of Original Principal	Initial Rating	Current Rating	Downgrade	Seniority
92925DA48	WAMU 2006-AR17-1A	496,869,000.00	302,326,450.40	60.58	-	119,182,755.37	23.99%	AAA	Caa3(sf)	2/23/2009	Senior
92925DAB6	WAMU 2006-AR17-1A1A	170,000,000.00	103,438,726.40	72.35	-	28,599,191.62	16.82%	AAA	Caa2(sf)	2/23/2009	Senior
92925DAC4	WAMU 2006-AR17-1A1B	57,000,000.00	34,682,396.49	32.23	-	23,505,452.31	41.24%	AAA	C(sf)	2/23/2009	Senior/Mezzanine
92925DAD2	WAMU 2006-AR17-2A	87,612,000.00	59,621,388.04	74.34	-	15,296,612.37	17.46%	AAA	Caa2(sf)	2/23/2009	Senior
92925DAE0	WAMU 2006-AR17-2A1B	29,204,000.00	19,873,795.97	35.00	-	12,917,967.38	44.23%	AAA	C(sf)	2/23/2009	Senior/Mezzanine
92925DAF7	WAMU 2006-AR17-CA1C	210,172,000.00	129,986,145.60	15.66	-	109,635,189.68	52.16%	AAA	C(sf)	10/15/2008	Senior/Mezzanine
92925DAJ9	WAMU 2006-AR17-81	17,042,000.00	12,893,635.45	1.00	3,962,007.44	16,726,706.54	98.15%	AA+	D(sf)	10/15/2008	Subordinate
92925DAK6	WAMU 2006-AR17-Pd B2	15,904,000.00	0.00	-	15,806,969.08	15,806,969.08	99.39%	AA		7/3/2008	Subordinate
92925DAL4	WAMU 2006-AR17-Pd B3	5,680,000.00	0.00	-	5,657,929.98	5,657,929.98	99.61%	AA-		7/3/2008	Subordinate
92925DAM2	WAMU 2006-AR17-Pd B4	6,816,000.00	0.00	-	6,789,515.98	6,789,515.98	99.61%	A+		7/3/2008	Subordinate
92925DAN0	WAMU 2006-AR17-Pd B5	4,544,000.00	0.00	-	4,531,026.17	4,531,026.17	99.71%	A		7/3/2008	Subordinate
92925DAP5	WAMU 2006-AR17-Pd B6	3,976,000.00	0.00	-	3,964,647.91	3,964,647.91	99.71%	A-		7/3/2008	Subordinate
92925DAQ3	WAMU 2006-AR17-Pd B7	3,976,000.00	0.00	-	51,583.13	51,583.13	1.30%	BBB+		7/3/2008	Subordinate
92925DAR1	WAMU 2006-AR17-Pd B8	2,272,000.00	0.00	-	1,019,643.76	1,019,643.76	44.88%	BBB		7/3/2008	Subordinate
92925DAS9	WAMU 2006-AR17-Pd B9	3,408,000.00	0.00	-	3,398,456.07	3,398,456.07	99.72%	BBB-		7/3/2008	Subordinate
Total		1,136,063,211.00	662,822,538.35		66,717,402.22	388,639,270.04	34.21%				
Subtotal-AAA Rated, Senior Issues		1,050,857,000.00	649,928,902.90		0.00	309,137,168.73	29.42%				
Subtotal-AAA Rated Issues		754,481,000.00	465,386,564.84		0.00	163,078,559.36	21.61%				
Subtotal-Investment Grade Rated Issues		1,114,475,000.00	662,822,538.35		45,181,779.52	367,083,647.34	32.94%				

Notes:

Prices are quoted as a percentage of remaining principal.

Recognized losses are actual losses recognized to 12/31/2010 for accounting purposes.

Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.

Current price quotes were as of January 11, 2011 from Thomson Reuters

Exhibit B-5: WAMU 2006-AR18

Summary CUSIP	Description	Original Principal	Remaining Principal	Quoted Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative Net Loss % of Original Principal	Initial Ratings	Current Rating	Downgrade	Seniority
933637AA8	WAMU 2006-AR18-1A1	763,646,000.00	430,462,308.40	73.53	-	113,954,807.19	14.92%	AAA	C(sf)	12/4/2008	Senior
933637AB6	WAMU 2006-AR18-1A2	34,730,000.00	19,577,076.26	15.24	-	16,593,101.59	47.78%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
933637AC4	WAMU 2006-AR18-2A1	133,944,000.00	59,150,719.55	74.01	-	15,374,565.93	11.48%	AAA	CC(sf)	12/4/2008	Senior
933637AD2	WAMU 2006-AR18-2A2	44,649,000.00	44,649,000.00	75.18	-	11,082,021.33	24.82%	AAA	C(sf)	12/4/2008	Senior
933637AE0	WAMU 2006-AR18-2A3	100,000,000.00	58,120,821.96	78.88	-	12,273,482.95	12.27%	AAA	CC(sf)	12/4/2008	Senior
933637AF7	WAMU 2006-AR18-2A4	12,670,000.00	7,363,908.15	15.48	-	6,224,228.30	49.13%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
933637AG5	WAMU 2006-AR18-3A1	227,347,000.00	83,575,052.56	86.04	-	11,671,125.50	5.13%	AAA	CC(sf)	2/26/2009	Senior
933637AH3	WAMU 2006-AR18-3A2	73,715,000.00	73,715,000.00	78.00	-	16,217,300.00	22.00%	AAA	CC(sf)	2/26/2009	Senior
933637AJ9	WAMU 2006-AR18-3A3	100,354,000.00	100,354,000.00	74.84	-	25,245,303.13	25.16%	AAA	CC(sf)	2/26/2009	Senior
933637AK6	WAMU 2006-AR18-3A4	14,560,000.00	9,345,161.63	15.24	-	7,921,119.62	54.40%	AAA	CC(sf)	8/4/2008	Senior/Mezzanine
933637AL4	WAMU 2006-AR18-LB1	22,214,000.00	22,041,224.54	31.00	130,859.57	15,339,304.50	69.05%	AA	D(sf)	10/28/2008	Subordinate
933637AM2	WAMU 2006-AR18-Pd LB2	10,252,000.00	-	-	10,235,346.48	10,235,346.48	99.84%	A	-	5/1/2008	Subordinate
933637AN0	WAMU 2006-AR18-LB3	5,695,000.00	-	-	5,687,384.88	5,687,384.88	99.87%	BBB	-	5/1/2008	Subordinate
933637AP5	WAMU 2006-AR18-3B1	6,035,000.00	6,022,414.68	1.13	-	5,954,662.51	98.67%	AA	CC(sf)	10/28/2008	Subordinate
933637AQ3	WAMU 2006-AR18-3B2	3,448,000.00	1,584,296.67	0.00	1,858,156.58	3,442,393.36	99.84%	A	D(sf)	10/28/2008	Subordinate
933637AR1	WAMU 2006-AR18-Pd LB3	1,724,000.00	-	-	1,721,744.28	1,721,744.28	99.87%	BBB	-	10/28/2008	Subordinate
Totals		1,570,257,730.00	915,960,986.40		34,895,866.34	294,700,766.11	18.74%				
Subtotal-AAA Rated Issues		1,505,615,000.00	886,313,048.51		0.00	236,557,055.54	15.71%				
Subtotal-AAA Rated, Senior Issues		1,443,655,000.00	850,026,902.47		0.00	205,818,606.03	14.26%				
Subtotal-Investment Grade Rated Issues		1,554,983,000.00	915,960,986.40		19,633,491.79	278,937,891.56	17.94%				

Notes:

Prices are quotes as a percentage of remaining principal.
 Recognized losses are actual losses recognized to 12/31/2010 for accounting purposes.
 Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.
 Current price quotes were as of Thursday and Friday, January 6 and 7, 2011 from Bloomberg, L.P.

Exhibit B-6: WaMu 2007-HY1

Summary CUSIP	Description	Original Principal	Remaining Principal	Quoted Ask Price	Recognized Losses	Cumulative Net Losses	Cumulative Net Loss as % of Original Principal	Initial Rating	Current Rating	First Rating Downgrade	Seniority
92925VAAB	WAMU 2007-HY1-1A1	603,886,000.00	365,399,778.80	73.52	0	96,745,300.81	16.02% AAA	AAA	C(ef)	8/12/2008	Senior
92925VAB6	WAMU 2007-HY1-1A2	25,476,000.00	16,020,117.30	74.4	0	14,827,995.29	56.01% AAA	AAA	CC(ef)	6/9/2008	Senior/Mezzanine
92925VAC4	WAMU 2007-HY1-2A1	256,607,000.00	116,538,202.90	74.01	0	30,390,828.21	11.71% AAA	AAA	C(ef)	8/12/2008	Senior
92925VAD2	WAMU 2007-HY1-2A2A	87,753,000.00	82,753,000.00	77.11	0	18,945,911.45	22.85% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAED	WAMU 2007-HY1-2A2B	3,449,000.00	3,449,000.00	16.32	0	2,886,247.15	83.68% AAA	AAA	CC(ef)	2/26/2009	Senior/Mezzanine
92925VAF7	WAMU 2007-HY1-2A3	343,262,000.00	201,830,600.50	73.81	0	52,854,388.51	15.40% AAA	AAA	C(ef)	8/12/2008	Senior
92925VAG5	WAMU 2007-HY1-2A4	31,556,000.00	18,554,242.61	8.18	0	17,037,288.32	53.99% AAA	AAA	CC(ef)	6/9/2008	Senior/Mezzanine
92925VAH3	WAMU 2007-HY1-3A1	175,621,000.00	81,437,794.13	87.75	0	9,977,948.62	5.68% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAJ9	WAMU 2007-HY1-3A2	53,650,000.00	55,650,000.00	80.85	0	10,558,279.30	19.15% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAK6	WAMU 2007-HY1-3A3	77,090,000.00	77,090,000.00	77.36	0	17,456,669.14	22.64% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAL4	WAMU 2007-HY1-3A4	10,689,000.00	7,424,241.24	18.92	0	6,035,725.60	56.32% AAA	AAA	C(ef)	5/22/2008	Senior/Mezzanine
92925VAM2	WAMU 2007-HY1-4A1	655,932,000.00	433,761,664.50	78.96	0	91,276,331.51	13.92% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAN0	WAMU 2007-HY1-4A2	34,525,000.00	22,831,057.87	9.16	0	20,740,589.13	60.07% AAA	AAA	C(ef)	8/12/2008	Senior/Mezzanine
92925VAP5	WAMU 2007-HY1-5A1	519,145,000.00	373,362,418.70	73.71	0	98,153,479.60	18.91% AAA	AAA	CC(ef)	2/26/2009	Senior
92925VAC3	WAMU 2007-HY1-5A2	27,324,000.00	19,651,069.98	9.00	0	17,881,706.06	65.44% AAA	AAA	C(ef)	8/12/2008	Senior/Mezzanine
92925VAR1	WAMU 2007-HY1-1B1	25,365,000.00	7,441,425.08	0.00	17,878,487.52	25,319,621.92	99.82% AA	AA	D(ef)	6/9/2008	Subordinate
92925VAS9	WAMU 2007-HY1-1B2	12,682,000.00	7,045,000.00	0.00	12,662,053.44	12,662,053.44	99.84% A	A	D(ef)	6/9/2008	Subordinate
92925VAT7	WAMU 2007-HY1-1B3	7,045,000.00	0.00	-	7,034,432.85	7,034,432.85	99.85% BBB	BBB	CC(ef)	3/17/2008	Subordinate
92925VAU4	WAMU 2007-HY1-3B1	5,117,000.00	5,105,824.47	3.32	0	4,936,095.70	96.46% AA	AA	CC(ef)	5/22/2008	Subordinate
92925VAV2	WAMU 2007-HY1-3B2	2,310,000.00	2,304,954.95	29.01	0	1,636,337.94	70.84% A	A	CC(ef)	5/22/2008	Subordinate
92925VAV0	WAMU 2007-HY1-3B3	1,155,000.00	942,470.89	0.00	210,201.39	1,152,635.46	99.80% BBB	BBB	D(ef)	5/22/2008	Subordinate
92925VAX8	WAMU 2007-HY1-MB1	27,343,000.00	27,170,420.72	1.00	0	26,996,651.25	98.73% AA	AA	CC(ef)	5/22/2008	Subordinate
92925VAY6	WAMU 2007-HY1-MB2	13,020,000.00	1,549,433.45	0.64	11,449,915.57	12,998,743.77	99.84% A	A	D(ef)	5/22/2008	Subordinate
92925VAZ3	WAMU 2007-HY1-Pd MB3	2,812,000.00	0.00	0.00	7,802,340.61	7,802,340.61	99.88% BBB	BBB	D(ef)	5/22/2008	Subordinate
Totals		3,041,313,126.00	1,920,367,718.09		90,524,009.69	639,773,179.96	21.04%				
Subtotals-AAA-Rated Issues		2,905,965,000.00	1,875,753,188.53		-	505,747,688.69	17.40%				
AAA-Rated, Senior Issues		2,771,946,000.00	1,787,823,459.53		-	426,354,137.14	15.38%				
Investment Grade Rated Issues		3,007,814,000.00	1,920,367,718.09		57,037,431.38	606,286,601.65	20.16%				

Notes: Prices are quotes as a percentage of remaining principal.

Recognized losses are actual losses recognized to 11/31/2010 for accounting purposes.

Net cumulative losses are the sum of the recognized losses and the difference between 100 and the quoted price as a percentage of remaining principal.

Current price quotes were as of Thursday and Friday, January 6 and 7, 2011 from Bloomberg, L.P.

**Exhibit C-1: WaMu 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 1	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2006-AR7)	92,760	93,623	95,300	96,553	97,001	99,221	102,955	105,882	108,925	107,105	110,979	114,461	115,771	117,130	117,859	119,353
Balance (M)	0.315	0.318	0.328	0.328	0.329	0.337	0.349	0.359	0.363	0.363	0.376	0.388	0.393	0.397	0.4	0.405
Pool Factor	144	146	148	150	151	153	156	159	160	160	165	170	172	174	175	177
# of Loans	2,935	2,933	2,935	2,947	2,966	2,988	3,006	3,027	3,037	3,045	3,054	3,078	3,084	3,094	3,156	3,244
WAC	341/57	342/56	342/55	344/54	345/53	345/52	348/51	349/50	350/49	351/48	350/47	351/46	351/45	352/44	353/43	354/42
WAM/Age	72.27%	72.37%	72.57%	72.78%	72.92%	73.28%	73.13%	73.39%	73.64%	73.77%	73.77%	73.94%	74.06%	74.28%	74.44%	74.65%
WALTV (Amort)	2.13%	5.56%	5.27%	7.79%	3.50%	7.62%	6.05%	4.83%	7.61%	9.00%	6.37%	5.29%	4.49%	4.77%	3.42%	4.10%
Delinq 30 days	4.00%	4.79%	2.31%	1.57%	2.78%	1.85%	2.75%	4.83%	2.33%	2.18%	0.92%	3.68%	3.40%	4.01%	2.98%	2.30%
Delinq 60 days	9.57%	7.20%	7.69%	10.54%	13.06%	12.21%	13.39%	10.68%	9.96%	9.35%	11.46%	9.84%	7.74%	8.85%	6.23%	5.76%
Delinq 90 days	2.38%	0.89%	2.86%	2.83%	1.96%	1.31%	0.53%	2.24%	2.52%	3.31%	2.19%	1.67%	2.92%	3.37%	3.23%	4.46%
Bankruptcy	16.24%	17.00%	15.60%	11.96%	12.12%	12.41%	13.20%	12.79%	13.79%	14.63%	14.49%	16.87%	16.23%	16.74%	16.65%	17.20%
Foreclosure	1.02%	1.59%	1.65%	2.29%	1.73%	3.31%	4.55%	6.91%	6.04%	4.54%	5.95%	5.67%	6.01%	5.79%	5.85%	5.40%
REC	33.21%	31.47%	30.11%	29.19%	31.65%	31.09%	34.42%	37.55%	34.64%	34.01%	35.01%	37.73%	36.30%	35.16%	34.94%	35.12%
Delinq, 90+	29.21%	26.68%	27.80%	27.62%	26.87%	29.24%	31.67%	32.62%	32.31%	31.83%	34.03%	34.05%	32.90%	34.75%	31.86%	32.82%
Limited Doc.	82.50%	82.63%	82.90%	83.13%	83.48%	83.65%	84.08%	83.53%	83.53%	83.53%	84.08%	84.54%	84.69%	84.84%	84.91%	84.60%
Credit Score	722	722	722	722	722	722	723	723	723	723	723	722	723	723	723	723
Mod # of loans	0	0	0	0	0	0	2	0	0	0	0	0	0	0	0	0
Mod Balance (M)	0	0	0	0	0	1,066	0	0	0	0	0	0	0	0	0	0
Mod 1 Mo. CDR	6.66	17.11	12.58	0	17.78	23.73	26.08	7.75	0	31.36	29.72	11.2	11.55	5.55	12.63	24.48
Mod 1 Mo. EF CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	7.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	8.6	17.5	12.7	3.4	22.2	34.5	27.2	9.4	0.2	33.6	29.8	11.3	11.7	5.8	12.8	24.6
1 Mo. CPR	CA 61.1	CA 60.8	CA 60.9	CA 61.3	CA 61.1	CA 59.9	CA 59.4	CA 58.8	CA 59.0	CA 59.0	CA 57.8	CA 58.0	CA 58.4	CA 58.6	CA 58.8	CA 58.2
Geo 1st %	FL 5.4	FL 5.4	FL 5.3	FL 5.3	FL 5.6	FL 5.5	FL 5.3	FL 6.1	FL 6.1	FL 6.1	FL 5.9	FL 5.7	FL 5.7	FL 5.8	FL 5.8	FL 6.4
Geo 2nd %	WA 4.5	WA 4.5	WA 4.4	WA 4.4	WA 4.3	WA 4.2	WA 4.1	WA 4.0	WA 4.0	WA 4.0	WA 4.1	WA 4.0	WA 3.9	WA 3.9	WA 3.9	WA 3.8
Geo 3rd %	NY 3.8	NY 3.7	NY 3.7	NY 3.7	NY 3.6	NY 3.6	CO 3.9	CO 3.8	CO 3.7	CO 3.7	CO 3.7	IL 3.9	WA 4.0	WA 3.9	WA 3.9	WA 3.8
Geo 4th %																

**Exhibit C-1: WaMu 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 1	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2006-AR7)	122,326	124,997	126,271	129,912	134,960	138,058	139,441	139,480	142,697	143,066	143,707	143,651	144,708	144,608	144,544	294,799
Balance (M)	0.415	0.424	0.428	0.441	0.458	0.468	0.473	0.473	0.484	0.485	0.487	0.487	0.491	0.491	0.491	0.49
Pool Factor	182	186	188	193	201	205	207	207	212	215	216	216	218	218	218	430
# of Loans	3,378	3,523	3,669	3,827	3,957	4,055	4,129	4,247	4,44	4,683	4,854	5,105	5,291	5,482	5,705	4,168
WAC	357/41	357/40	358/39	358/38	359/37	360/36	360/35	361/34	363/33	363/32	364/31	365/30	366/29	367/28	368/27	388/1
WAM/AGE	74.91%	74.89%	75.03%	75.18%	75.06%	75.30%	75.42%	75.44%	75.42%	75.37%	75.34%	75.30%	75.22%	75.17%	75.09%	70.69%
WALTY (Amort)	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%	4.39%
Delinq 30 days	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%	2.25%
Delinq 60 days	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%	5.92%
Delinq 90 days	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%	5.09%
Bankruptcy	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%	16.71%
Foreclosure	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%	5.89%
REO	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%	35.86%
Delinq 60+	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%	33.61%
Delinq 90+	84.31%	84.00%	84.14%	83.48%	83.73%	84.09%	83.82%	83.83%	83.78%	83.82%	83.89%	83.89%	84.02%	84.01%	83.98%	83.96%
Limited Doc.	723	723	722	722	722	723	723	723	723	723	724	724	724	724	724	727
Credit Score	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod # of loans	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod Balance (M)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod 1 Mo. CDR	21.72	10.3	14.06	19.35	23.3	4.83	0	17.83	2.42	0	0	9.04	-	-	-	-
Mod 1 Mo. RT CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	22	10.6	28.4	36.3	23.5	11.1	0.3	24.1	3.5	5.9	0.5	9.5	0.6	1.1	31.9	-
Geo 1st %	CA 58.8	CA 59.5	CA 59.8	CA 59.7	CA 60.2	CA 60.7	CA 61.0	CA 61.0	CA 61.9	CA 61.7	CA 61.8	CA 61.8	CA 62.1	CA 62.1	CA 62.0	CA 64.8
Geo 2nd %	FL 6.5	FL 6.4	FL 6.4	FL 6.8	FL 6.7	FL 7.0	FL 6.9	FL 6.9	FL 6.8	FL 6.8	FL 6.8	FL 6.8	FL 6.7	FL 6.8	FL 6.8	FL 6.2
Geo 3rd %	IL 4.6	IL 4.5	IL 4.5	IL 4.3	IL 4.2	IL 4.1	IL 4.0	IL 4.0	IL 4.0	IL 3.9	IL 4.7					
Geo 4th %	WA 3.7	WA 3.7	WA 3.6	WA 3.5	WA 3.4	WA 3.3	WA 3.3	WA 3.3	WA 3.2	WA 3.7						

**Exhibit C-1: WaMu 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 2	01/2011	02/2011	03/2011	04/2011	05/2011	06/2011	07/2011	08/2011	09/2011	10/2011	11/2011	12/2011	01/2012	02/2012	03/2012	04/2012	05/2012	06/2012	07/2012	08/2012	09/2012	10/2012	11/2012	12/2012	01/2013	02/2013	03/2013	04/2013	05/2013	06/2013	07/2013	08/2013	09/2013	10/2013	11/2013	12/2013				
USD Bal Wtd (Debt: WAMU 2006-AR7)	350,221	355,668	361,092	365,225	367,178	369,323	372,021	373,382	387,330	392,173	396,473	402,319	406,512	410,824	411,816	416,251																								
Balance (M)	0.503	0.512	0.519	0.524	0.527	0.53	0.534	0.542	0.556	0.563	0.569	0.578	0.584	0.59	0.591	0.598																								
# of Loans	505	513	519	524	526	529	532	540	554	560	568	576	584	591	598																									
WAC	3.023	3.032	3.036	3.046	3.058	3.072	3.089	3.103	3.114	3.116	3.133	3.155	3.167	3.173	3.23	3.318																								
WAM/Age	344/ 57	345/ 56	346/ 55	347/ 54	348/ 53	349/ 52	350/ 51	351/ 50	352/ 49	354/ 48	354/ 47	355/ 46	356/ 45	357/ 44	358/ 43	359/ 42																								
WALTV (Amort)	73.50%	73.71%	73.86%	73.95%	74.03%	74.14%	74.31%	74.45%	74.73%	74.86%	74.98%	75.08%	75.23%	75.38%	75.41%	75.58%																								
Delinq 30 days	4.07%	2.77%	4.33%	2.61%	3.38%	3.49%	3.67%	2.74%	3.73%	3.79%	3.96%	4.20%	4.38%	3.58%	4.53%	4.09%																								
Delinq 60 days	1.75%	3.35%	2.22%	3.11%	2.02%	2.10%	1.94%	3.44%	2.84%	2.84%	3.26%	3.09%	1.88%	2.66%	2.93%	3.33%																								
Delinq 90 days	11.35%	12.08%	11.71%	10.35%	10.93%	11.25%	12.18%	11.16%	9.09%	8.29%	8.62%	8.21%	9.76%	9.07%	8.94%	8.73%																								
Bankruptcy	0.75%	0.70%	1.63%	2.24%	1.56%	1.21%	1.83%	1.42%	2.18%	1.62%	2.09%	2.22%	1.31%	2.22%	2.68%	1.52%																								
Foreclosure	21.38%	19.30%	18.93%	17.75%	17.89%	19.93%	18.60%	20.39%	21.00%	21.11%	20.38%	20.08%	19.13%	18.37%	17.46%	17.51%																								
REO	3.25%	3.99%	3.79%	4.37%	4.58%	1.84%	2.07%	1.21%	2.00%	2.58%	2.84%	2.88%	3.31%	3.78%	3.65%	3.04%																								
Delinq 60+	38.48%	39.40%	38.22%	37.82%	36.98%	36.33%	36.62%	37.62%	37.11%	37.39%	37.19%	36.48%	35.99%	36.12%	35.66%	34.13%																								
Delinq 90+	36.73%	36.05%	36.00%	34.71%	34.96%	34.23%	34.68%	34.18%	34.27%	33.60%	33.93%	33.39%	33.51%	33.44%	32.73%	30.80%																								
Limited Doc.	87.96%	88.16%	88.29%	87.84%	87.83%	87.74%	87.81%	87.88%	87.61%	87.52%	87.63%	87.79%	87.67%	87.78%	87.91%	87.91%																								
Credit Score	728	728	728	728	728	728	728	728	728	728	728	729	728	728	729	729																								
Mod # of loans	0	0	0	0	0	2	3	0	0	2	8	1	0	0	2	0																								
Mod Balance (M)	0	0	0	0	0	1178	1,688	0	1308	5063	516	0	0	1396	0	0																								
Mod 1 Mo. CDR	18.04	7.61	8.4	4.36	4.9	6.54	12.86	24.16	12.39	11.08	10.79	9.36	10.32	0	8.47	8.4																								
Mod 1 Mo. EF CDR	100 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-																								
Arm Collat. %	3.6 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-																								
Balance < 417	18.1	12.1	11.1	4.4	5	6.7	14.2	25.5	12.4	10.9	14.8	10.3	10.6	1.5	11	8.7																								
1 Mo. CPR	CA 67.0	CA 66.5	CA 66.3	CA 66.3	CA 66.3	CA 66.5	CA 66.5	CA 66.3	CA 66.2	CA 66.4	CA 66.3	CA 66.2	CA 66.4	CA 66.3	CA 66.3	CA 66.4																								
Geo 1st %	FL 10.3	FL 10.6	FL 10.5	FL 10.6	FL 10.8	FL 10.7	FL 10.7	FL 10.7	FL 11.1	FL 11.0	FL 11.0	FL 11.0	FL 11.0	FL 11.1	FL 11.1	FL 11.0																								
Geo 2nd %	NY 4.8	NY 4.8	NY 4.9	NY 4.8	NY 4.9	NY 4.8	NY 4.8	NY 4.8	NY 4.7	NY 4.6	NY 4.6	NY 4.5																												
Geo 3rd %	AZ 2.2	AZ 2.4	AZ 2.4	AZ 2.4	AZ 2.4	AZ 2.3	AZ 2.3	AZ 2.5	AZ 2.4	AZ 2.3	AZ 2.3	AZ 2.3																												
Geo 4th %																																								

**Exhibit C-1: WaMu 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 2	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
Balance (M)	419,815	426,589	429,299	437,041	444,473	451,428	455,302	459,382	462,916	466,639	471,443	473,746	476,336	482,368	483,266	696,255
Pool Factor	0.603	0.613	0.617	0.628	0.638	0.648	0.654	0.66	0.665	0.67	0.677	0.68	0.684	0.693	0.694	1
# of Loans	601	613	617	627	638	649	656	661	666	671	677	680	684	692	694	1049
WAC	3.441	3.581	3.725	3.892	4.025	4.131	4.198	4.32	4.517	4.748	4.922	5.173	5.363	5.563	5.776	4.173
WAM/Age	360/41	362/40	363/39	364/38	364/37	365/36	366/35	368/34	368/33	369/32	370/31	371/30	372/29	374/28	375/27	399/1
WALTY (Amort)	75.69%	75.79%	75.95%	75.95%	76.05%	76.08%	76.12%	76.21%	76.24%	76.26%	76.31%	76.24%	76.18%	76.16%	76.10%	70.70%
Delinq 30 days	4.64%	5.42%	4.80%	3.47%	5.44%	4.39%	2.30%	6.67%	5.90%	7.30%	5.71%	4.71%	4.62%	4.99%	4.81%	0.00%
Delinq 60 days	3.83%	3.47%	3.03%	3.00%	3.73%	2.62%	5.31%	4.82%	3.84%	3.28%	3.99%	3.02%	2.21%	2.78%	1.60%	0.00%
Delinq 90 days	6.54%	5.86%	4.33%	5.23%	3.91%	6.45%	5.99%	5.65%	4.70%	3.58%	3.19%	3.25%	2.60%	1.27%	1.48%	0.00%
Bankruptcy	1.92%	1.55%	0.80%	0.62%	0.90%	0.71%	0.79%	0.52%	0.39%	0.52%	0.73%	0.38%	0.42%	0.41%	0.85%	-
Foreclosure	17.35%	17.75%	18.07%	17.07%	16.43%	15.17%	12.48%	10.39%	8.98%	6.80%	4.94%	4.08%	4.06%	5.31%	4.54%	0.00%
REO	3.14%	2.31%	2.55%	2.38%	2.34%	2.22%	2.48%	2.90%	3.46%	3.66%	3.61%	3.62%	3.52%	2.50%	2.30%	0.00%
Delinq. 60+	32.78%	30.94%	28.78%	28.30%	27.31%	27.17%	27.05%	24.28%	21.37%	17.84%	16.46%	14.35%	12.81%	12.27%	10.77%	0.00%
Delinq. 90+	28.95%	27.47%	25.75%	25.30%	23.58%	24.55%	21.74%	19.46%	17.53%	14.56%	12.47%	11.33%	10.60%	9.49%	9.17%	0.00%
Limited Doc.	88.00%	87.96%	87.91%	88.12%	87.95%	87.86%	87.95%	87.91%	88.00%	88.10%	88.22%	88.28%	88.29%	88.44%	88.36%	87.75%
Credit Score	728	728	729	729	729	729	729	729	729	729	729	729	729	729	729	730
Mod # of loans	1	0	0	0	1	1	1	4	1	1	-	-	-	-	-	-
Mod Balance (M)	730	0	0	0	1125	828	1066	3272	887	-	-	-	-	-	-	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	15.31	4.36	9.54	14.06	16.5	8.14	9.82	8.55	7.05	7.7	3.1	3.19	-	-	-	100
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	16.7	6.6	18.8	17.9	16.7	9.7	10.2	9.1	9.7	12.3	6.7	7.6	15.4	4	17.5	3.48
Geo 1st %	CA 66.3	CA 66.5	CA 66.9	CA 67.0	CA 66.5	CA 66.4	CA 66.7	CA 66.9	CA 66.9	CA 67.0	CA 67.3	CA 67.5	CA 67.5	CA 67.8	CA 67.6	CA 69.5
Geo 2nd %	FL 10.9	FL 11.0	FL 10.8	FL 10.7	FL 11.1	FL 11.4	FL 11.3	FL 11.2	FL 11.1	FL 11.1	FL 11.0	FL 10.9	FL 10.9	FL 10.8	FL 10.7	FL 8.7
Geo 3rd %	NY 4.4	NY 4.3	NY 4.3	NY 4.2	NY 4.1	NY 4.1	NY 4.1	NY 4.0	NY 4.0	NY 4.0	NY 3.9	NY 3.9	NY 3.9	NY 3.9	NY 3.8	NY 3.4
Geo 4th %	AZ 2.3	AZ 2.3	AZ 2.3	AZ 2.3	AZ 2.2	AZ 2.2	AZ 2.2	AZ 2.1	AZ 2.3							

**Exhibit C-1: WaMu 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 3	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2006-AR7)	145,808	147,526	147,664	148,285	152,809	153,762	154,127	156,052	161,641	163,657	165,374	167,475	168,776	169,185	169,306	170,121
Balance (M)	0.514	0.52	0.52	0.522	0.538	0.542	0.543	0.55	0.569	0.576	0.582	0.59	0.594	0.596	0.598	0.599
Pool Factor	210	212	212	213	219	221	222	225	232	234	237	240	243	244	244	245
# of Loans	4,299	4,373	4,453	4,468	4,528	4,57	4,612	4,607	4,647	4,67	4,446	4,61	4,651	4,909	4,082	4,095
WAC	339/57	341/56	342/55	343/54	344/53	345/52	345/51	347/50	348/49	350/48	351/47	353/46	353/45	354/44	355/43	356/42
WAM/AGE	72.64%	72.73%	72.79%	72.86%	73.00%	73.09%	73.14%	73.31%	73.43%	73.62%	73.66%	73.72%	73.78%	73.80%	73.85%	73.94%
Delinq 30 days	2.50%	1.43%	2.69%	1.86%	3.26%	2.74%	1.91%	1.39%	0.94%	2.26%	2.95%	1.75%	2.03%	1.96%	2.61%	2.48%
Delinq 60 days	0.38%	1.64%	2.37%	2.40%	1.28%	1.00%	0.49%	1.17%	2.66%	2.37%	1.79%	1.53%	0.71%	1.38%	1.59%	1.68%
Delinq 90 days	9.14%	10.94%	9.97%	9.42%	8.90%	8.47%	8.63%	8.64%	6.40%	5.26%	6.19%	5.95%	8.17%	7.41%	7.15%	8.24%
Bankruptcy	0.99%	0.64%	0.35%	2.37%	1.63%	1.95%	2.11%	2.82%	2.09%	3.02%	1.53%	2.63%	1.75%	2.54%	1.30%	0.30%
Foreclosure	15.14%	15.04%	15.05%	12.60%	14.39%	14.73%	13.89%	13.52%	14.72%	13.93%	15.59%	15.61%	13.99%	14.86%	16.26%	14.60%
REO	1.85%	0.75%	0.75%	0.74%	1.00%	0.63%	0.63%	0.62%	2.71%	3.88%	2.93%	2.79%	2.88%	1.74%	0.89%	0.86%
Delinq 60+	27.50%	29.01%	28.49%	27.53%	27.20%	26.78%	25.95%	26.77%	28.58%	28.48%	28.03%	28.51%	27.50%	27.93%	27.19%	28.28%
Delinq 90+	27.12%	27.37%	26.12%	25.13%	25.92%	25.78%	25.46%	25.60%	25.92%	26.11%	26.24%	26.98%	26.79%	26.55%	25.60%	24.60%
Limited Doc.	85.78%	85.92%	85.97%	85.97%	85.60%	85.67%	85.69%	85.65%	86.33%	86.50%	86.63%	86.53%	86.49%	86.27%	86.27%	86.32%
Credit Score	742	742	742	742	742	742	742	741	743	742	742	743	743	743	743	742
Mod # of loans	0	0	0	0	0	0	0	1	1	1	0	0	0	0	0	0
Mod Balance (M)	0	0	0	0	0	0	0	496	519	544	0	0	0	0	0	0
Mod 1 Mo. CDR	6.57	0	4.17	19.61	6.56	2.17	13.26	28.54	13.52	7.96	13.72	3.72	2.86	0	4.82	4.12
Arm Collat. %	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	5.99	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	12.5	0.5	4.3	29.9	6.7	2.3	13.5	34.2	13.4	11.6	13.9	8.9	2.2	0.2	5.1	4.4
Geo 1st %	CA 82.0	CA 82.1	CA 82.1	CA 82.1	CA 82.4	CA 82.1	CA 82.3	CA 82.1	CA 82.1	CA 82.1	CA 82.0	CA 82.2	CA 82.3	CA 82.4	CA 82.4	CA 82.4
Geo 2nd %	FL 3.8	FL 3.8	FL 3.8	FL 3.6	FL 3.7	FL 3.6	FL 3.6	FL 3.6	FL 3.5	FL 3.4	FL 3.4	FL 3.4	FL 3.3	FL 3.3	FL 3.3	FL 3.3
Geo 3rd %	VA 3.2	VA 3.1	VA 3.1	VA 3.0	VA 2.9	VA 2.9	VA 2.8									
Geo 4th %	NY 2.8	NY 2.8	NY 2.8	NY 2.7	NY 2.7	NY 2.7	NY 2.7	NY 2.6	NY 2.5							

**Exhibit C-1: WAMU 2006-AR7
Selected Monthly Loan Data by Mortgage Pool**

Group 3	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Deal: WAMU 2006-AR7)	170,817	174,525	175,936	177,308	178,444	180,333	181,579	181,495	183,144	183,315	183,192	184,224	184,657	187,174	187,092	283,943
Balance (M)	0.602	0.615	0.62	0.624	0.628	0.635	0.639	0.639	0.645	0.645	0.645	0.649	0.65	0.659	0.659	1
Pool Factor	246	251	253	255	258	261	263	263	267	268	268	270	271	276	276	418
# of Loans	4,231	4,296	4,415	4,542	4,211	4,83	4,833	5,276	5,576	6,024	5,994	5,637	5,561	5,564	5,696	4,764
WAC	357/41	359/40	360/39	361/38	361/37	362/36	363/35	364/34	365/33	366/32	367/31	368/30	369/29	370/28	371/27	397/1
WAM/Age	74.02%	74.13%	74.24%	74.35%	74.41%	74.39%	74.42%	74.38%	74.34%	74.22%	74.16%	74.11%	74.04%	74.00%	73.54%	68.82%
WALTY (Amort)	3.24%	1.94%	4.24%	4.23%	4.81%	4.72%	3.44%	3.45%	2.91%	2.18%	2.82%	1.88%	2.42%	3.39%	2.54%	0.00%
Delinq 30 days	1.11%	3.54%	2.61%	3.08%	3.57%	3.07%	2.45%	2.54%	2.09%	3.37%	1.96%	2.47%	2.31%	1.82%	1.28%	0.00%
Delinq 60 days	8.40%	6.44%	7.37%	6.15%	6.44%	4.19%	4.14%	5.82%	6.03%	4.09%	5.43%	4.68%	2.81%	2.41%	1.16%	0.00%
Delinq 90 days	1.54%	1.51%	0.67%	0.65%	0.65%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.54%	0.54%	0.00%	0.00%	-
Bankruptcy	14.07%	13.15%	11.82%	11.39%	9.37%	10.55%	9.17%	5.56%	5.13%	6.03%	3.98%	3.89%	4.02%	3.36%	3.83%	0.00%
Foreclosure	1.07%	2.85%	2.52%	3.26%	3.46%	2.94%	3.29%	3.63%	2.16%	2.16%	2.15%	1.01%	0.86%	1.26%	0.97%	0.00%
REC	26.19%	27.49%	24.98%	24.59%	23.49%	20.75%	19.05%	17.21%	16.88%	15.69%	13.52%	12.59%	10.54%	8.85%	7.24%	0.00%
Delinq, 60+	25.08%	23.95%	22.38%	21.45%	19.92%	17.68%	16.60%	14.87%	12.28%	12.28%	11.56%	10.12%	8.23%	7.03%	5.96%	0.00%
Delinq, 90+	86.37%	85.97%	86.07%	86.17%	86.24%	86.38%	86.15%	86.14%	86.27%	86.30%	86.29%	86.38%	86.41%	86.60%	86.59%	86.44%
Limited Doc.	742	742	742	742	742	742	742	742	742	742	742	742	742	742	742	742
Credit Score	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod # of loans	0	0	0	1	0	0	0	1	6	6	6	6	6	6	6	6
Mod Balance (M)	0	0	0	1,621	0	0	0	607	2,921	2,921	2,921	2,921	2,921	2,921	2,921	2,921
Mod 1 Mo. CDR	22.21	5.09	8.69	7.37	8.63	4.39	0	8.37	0	0	3.37	0	0	0	0	100
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	22.5	9.2	8.5	7.2	12.1	8.7	0.7	11.8	2.8	0.6	7.7	4.1	16.2	0.6	5.1	6.99
Geo 1st %	CA 82.5	CA 82.0	CA 81.8	CA 82.0	CA 81.9	CA 82.1	CA 82.2	CA 82.2	CA 82.4	CA 82.2	CA 82.2	CA 82.3	CA 82.3	CA 82.0	CA 82.0	CA 82.5
Geo 2nd %	FL 3.3	FL 3.2	FL 3.2	FL 3.2	FL 3.1	FL 3.0	FL 3.0	FL 3.6	FL 3.6	FL 4.0						
Geo 3rd %	VA 2.8	VA 2.7	VA 2.7	VA 2.6	VA 2.5	VA 2.5	VA 2.5	VA 2.5	VA 1.9							
Geo 4th %	NY 2.4	NY 2.3	NY 2.2	NY 2.2	NY 1.7											

**Exhibit C-2: WaMu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 1	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USDBal Wtd (Deal: WAMU 2006-AR12)	476,278	485,443	495,752	498,418	514,395	516,237	521,648	528,257	536,402	544,767	553,546	563,522	570,893	577,105	582,761	593,375
Balances (M)	0.465	0.474	0.484	0.487	0.503	0.504	0.51	0.516	0.524	0.532	0.541	0.551	0.558	0.564	0.569	0.58
Pool Factor	694	706	718	722	742	745	754	764	773	786	798	812	822	831	839	854
# of Loans	6.165	6.188	6.196	6.199	6.214	6.224	6.251	6.277	6.296	6.338	6.351	6.365	6.364	6.369	6.37	6.373
WAC	307.53	308.52	309.51	310.50	311.49	312.48	313.47	314.46	315.45	316.44	317.43	318.42	319.41	320.40	321.39	322.38
WAM/Age	68.78%	68.80%	68.78%	68.80%	68.64%	68.65%	68.62%	68.59%	68.53%	68.39%	68.37%	68.39%	68.44%	68.44%	68.50%	68.46%
WALTV (Amort)	3.54%	3.74%	4.18%	2.89%	2.55%	2.59%	3.46%	3.06%	3.93%	2.55%	3.84%	5.15%	3.87%	2.82%	3.73%	2.98%
Delinq 30 days	1.91%	3.06%	2.01%	2.26%	2.29%	2.14%	2.29%	2.60%	1.92%	3.17%	2.18%	1.37%	1.99%	3.21%	2.42%	2.44%
Delinq 60 days	10.01%	10.26%	10.12%	9.77%	10.55%	10.32%	8.97%	8.40%	7.16%	6.44%	6.50%	7.53%	7.76%	6.36%	5.37%	5.07%
Delinq 90 days	2.11%	1.94%	1.70%	2.25%	1.40%	1.15%	1.56%	0.64%	1.08%	1.07%	0.96%	0.65%	0.65%	1.05%	1.16%	1.26%
Bankruptcy	13.98%	12.84%	13.33%	13.07%	12.77%	12.99%	12.80%	13.76%	14.30%	14.44%	14.58%	14.18%	12.86%	12.45%	12.45%	12.19%
Foreclosure	1.23%	1.31%	1.25%	0.81%	1.59%	1.32%	1.41%	1.44%	1.49%	1.70%	1.31%	1.26%	1.57%	0.95%	1.29%	0.86%
REO	29.24%	29.41%	28.41%	28.16%	28.59%	27.92%	27.03%	26.84%	25.95%	26.82%	25.63%	24.99%	24.83%	24.06%	22.69%	21.82%
Delinq, 60+	27.33%	26.35%	26.40%	25.90%	26.30%	25.78%	24.74%	24.24%	24.03%	23.65%	23.45%	23.62%	22.84%	20.87%	20.27%	19.38%
Delinq, 90+	86.48%	86.31%	86.47%	86.54%	86.95%	87.00%	86.85%	86.86%	86.96%	86.78%	86.45%	86.31%	86.08%	85.85%	85.90%	86.00%
Limited Doc.	726	726	726	726	726	726	726	726	727	727	727	727	727	727	727	727
Credit Score	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod # of loans	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod Balance (M)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod 1 Mo. CDR	7.63	12.22	1.51	17.29	0.97	3.22	7.62	5.39	6.58	6.03	8.23	5.97	0	6.14	7.31	2.93
Mod 1 Mo. Eff CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	1.51	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	20.4	22.3	6.2	31.5	4.3	11.6	14	16.7	16.9	17.4	19.3	14.4	12.1	11	19.4	10.3
1 Mo. CPR	CA 73.7	CA 73.5	CA 73.6	CA 73.4	CA 73.9	CA 73.8	CA 73.3	CA 73.1	CA 72.8	CA 72.8	CA 72.8	CA 73.0	CA 73.1	CA 72.9	CA 72.8	CA 72.9
Geo 1st %	NY 4.6	NY 5.0	NY 4.9	NY 5.0	NY 5.0	NY 5.0	NY 5.3	NY 5.6	NY 5.8	NY 5.8	NY 5.8	NY 5.7	NY 5.8	NY 5.8	NY 5.8	NY 5.8
Geo 2nd %	FL 3.4	FL 3.3	FL 3.3	FL 3.4	FL 3.3	FL 3.2	FL 3.2	FL 3.2	FL 3.4	FL 3.3	FL 3.5	FL 3.5	FL 3.4	FL 3.7	FL 3.8	FL 3.8
Geo 3rd %	NJ 3.0	NJ 3.1	NJ 3.0	NJ 3.0	NJ 2.9	NJ 2.9	NJ 2.9	NJ 2.8	NJ 2.8	NJ 2.7	NJ 2.7	NJ 2.6	NJ 2.7	NJ 2.8	NJ 2.8	NJ 2.8
Geo 4th %																

**Exhibit C-2: Wamu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 1	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
Balance (\$M)	598,800	607,607	612,724	625,208	634,002	639,270	643,785	650,041	656,784	659,705	664,870	672,210	677,611	681,866	691,073	1,023,420
Pool Factor	0.585	0.594	0.599	0.611	0.619	0.625	0.629	0.635	0.642	0.645	0.65	0.657	0.662	0.666	0.675	1
# of Loans	860	872	880	899	911	920	925	935	946	952	958	969	976	981	993	1,391
WAC	6.372	6.373	6.374	6.374	6.374	6.392	6.392	6.41	6.414	6.419	6.434	6.437	6.437	6.438	6.445	6.474
WAM/Age	323/ 37	324/ 36	325/ 35	326/ 34	327/ 33	328/ 32	329/ 31	330/ 30	331/ 29	332/ 28	333/ 27	334/ 26	335/ 25	336/ 24	337/ 23	360/ 0
WALTV (Amort)	68.47%	68.40%	68.41%	68.40%	68.38%	68.35%	68.34%	68.32%	68.34%	68.37%	68.41%	68.47%	68.43%	68.39%	68.36%	68.29%
Delinq 30 days	3.00%	3.75%	2.84%	3.87%	4.48%	2.73%	2.77%	2.74%	3.70%	3.05%	2.97%	3.08%	2.82%	2.84%	1.62%	0.00%
Delinq 60 days	2.14%	1.99%	2.33%	3.11%	1.75%	2.25%	2.61%	3.84%	2.75%	2.01%	1.93%	2.51%	1.55%	1.30%	1.05%	0.00%
Delinq 90 days	4.84%	4.05%	4.31%	3.90%	4.43%	5.05%	5.45%	4.11%	6.17%	5.26%	3.95%	2.03%	1.54%	1.21%	1.09%	0.00%
Bankruptcy	0.72%	0.48%	0.53%	0.52%	0.44%	0.18%	0.21%	0.20%	0.00%	0.00%	0.06%	0.15%	0.15%	0.21%	0.22%	-
Foreclosure	12.00%	12.02%	10.20%	9.21%	8.94%	7.91%	6.12%	5.03%	1.30%	1.31%	1.47%	1.75%	1.77%	1.75%	1.43%	0.00%
REO	1.00%	1.09%	1.23%	1.06%	0.59%	0.35%	0.46%	0.66%	1.20%	1.19%	1.25%	1.07%	1.07%	0.88%	0.99%	0.00%
Delinq, 60+	20.70%	19.63%	18.70%	17.80%	16.15%	15.78%	14.85%	13.84%	11.42%	9.77%	8.66%	7.51%	6.08%	5.35%	4.78%	0.00%
Delinq, 90+	18.56%	17.64%	16.37%	14.69%	14.40%	13.53%	12.24%	10.00%	8.67%	7.76%	6.79%	5.00%	4.53%	4.05%	3.73%	0.00%
Limited Doc.	86.02%	85.99%	85.99%	86.07%	86.08%	86.10%	86.04%	86.09%	86.10%	86.16%	86.19%	86.26%	86.08%	86.05%	86.15%	86.02%
Credit Score	727	727	727	727	728	728	728	728	728	728	728	728	728	728	728	730
Mod # of loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod Balance (\$M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	6.91	2.87	5.88	3.33	4.53	2.41	2.71	6.39	3.34	2.56	4.51	1.32	-	-	-	100
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.15
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	16	9.5	21.5	15.4	9.4	8.1	10.9	11.6	5.2	8.9	12.3	9.1	7.2	14.8	20.9	-
Geo 1st %	CA 72.7	CA 72.7	CA 72.9	CA 72.7	CA 72.7	CA 72.8	CA 72.8	CA 72.7	CA 72.5	CA 72.6	CA 72.6	CA 72.5	CA 72.3	CA 72.3	CA 71.8	CA 71.6
Geo 2nd %	NY 5.8	NY 5.7	NY 5.7	NY 5.8	NY 5.7	NY 5.6	NY 5.6	NY 5.6	NY 5.5	NY 5.4	NY 5.5	NY 4.4				
Geo 3rd %	FL 3.7	FL 3.7	FL 3.7	FL 3.6	FL 3.5	FL 3.5	FL 3.5	FL 3.5	FL 3.7	FL 3.6	FL 3.6	FL 3.6	FL 3.5	FL 3.6	FL 3.6	WA 3.2
Geo 4th %	NJ 2.8	CT 2.8	CT 2.7	NJ 2.8	NJ 2.7	NJ 2.7	NJ 2.7	CT 2.7	CT 2.7	CT 2.7	CT 2.5	NJ 2.9	NJ 2.8	NJ 2.8	NJ 2.9	CT 3.0

**Exhibit C-2: WaMu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 2	01/2011	02/2011	03/2011	04/2011	05/2011	06/2011	07/2011	08/2011	09/2011	10/2011	11/2011	12/2011	01/2012	02/2012	03/2012	04/2012	05/2012	06/2012	07/2012	08/2012	09/2012	10/2012	11/2012	12/2012	
USD Bal Wtd (Debt: WAMU 2006-AR12)	194,323	196,540	198,856	200,581	202,000	205,555	208,388	210,959	212,076	215,860	216,513	218,885	221,859	226,006	234,177	237,191									
Balance (M)	0.441	0.447	0.452	0.458	0.467	0.473	0.479	0.482	0.49	0.49	0.492	0.497	0.504	0.513	0.532	0.539									
Pool Factor	292	295	299	301	303	306	308	313	315	319	320	323	329	335	345	348									
# of Loans	6,341	6,368	6,388	6,4	6,424	6,434	6,464	6,478	6,488	6,536	6,537	6,551	6,543	6,54	6,547										
WAC	306/54	307/53	308/52	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39									
WAM/Age	70.12%	70.03%	69.79%	69.72%	69.68%	69.47%	69.10%	69.25%	69.14%	69.11%	69.15%	69.12%	69.12%	68.91%	68.84%	68.81%									
WALTY (Amort)	5.67%	4.74%	4.55%	5.48%	3.42%	3.70%	3.92%	2.98%	2.69%	3.08%	2.38%	3.36%	3.21%	3.47%	3.71%	4.70%									
Delinq 30 days	0.93%	0.95%	2.76%	1.98%	1.43%	1.91%	2.20%	1.40%	2.74%	1.88%	1.59%	2.02%	2.70%	2.51%	3.41%	2.79%									
Delinq 60 days	12.41%	13.17%	11.54%	11.96%	11.32%	11.00%	10.65%	10.26%	8.54%	8.32%	7.87%	7.02%	5.78%	5.75%	4.18%	3.85%									
Delinq 90 days	1.06%	0.74%	0.68%	0.85%	1.77%	1.26%	1.36%	0.81%	0.58%	0.56%	0.32%	0.52%	0.51%	0.31%	0.30%	0.59%									
Bankruptcy	11.38%	11.31%	11.50%	9.79%	9.50%	9.26%	8.52%	8.41%	9.15%	9.30%	10.19%	10.16%	9.28%	9.48%	8.92%	6.83%									
Foreclosure	0.74%	0.47%	0.47%	0.46%	0.22%	0.22%	0.21%	0.77%	0.21%	0.48%	0.50%	0.93%	1.41%	1.18%	1.64%	1.12%									
REC	26.53%	26.64%	27.05%	25.04%	24.24%	23.65%	22.94%	21.65%	21.22%	20.54%	20.47%	20.65%	19.68%	19.23%	18.45%	17.18%									
Delinq, 60+	25.60%	25.69%	24.29%	23.05%	22.81%	21.74%	20.74%	20.25%	18.48%	18.66%	18.88%	18.63%	16.88%	16.72%	15.04%	14.39%									
Limited Doc.	84.48%	84.69%	84.84%	84.62%	84.47%	83.66%	83.55%	83.91%	83.53%	83.91%	83.96%	84.13%	84.34%	84.42%	83.63%	83.81%									
Credit Score	734	734	734	734	734	733	734	734	734	734	735	735	735	735	735	736									
Mod # of loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
Mod Balance (M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
Mod 1 Mo. Eff CDR	4.54	2.85	0	0	0	0	5.82	0	3.27	3.48	8.32	5.85	2.33	5.81	0	6.58									
Arm Collat. %	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
Balance < 417	12.7	13.1	9.8	8.1	18.9	15.1	13.6	6.1	19.1	3.5	12.2	14.9	19.9	34.7	14.2	10.3									
1 Mo. CPR	CA 66.8	CA 66.8	CA 67.0	CA 67.3	CA 67.2	CA 65.9	CA 65.3	CA 65.2	CA 65.2	CA 65.2	CA 65.6	CA 65.7	CA 65.6	CA 65.2	CA 64.7	CA 64.4									
Geo 1st %	WA 6.1	WA 6.4	WA 6.3	WA 6.3	WA 6.5	NY 7.3	NY 7.2	NY 7.1	NY 7.1	NY 7.3	NY 7.2	NY 7.2	NY 7.2	NY 7.1	NY 7.4	NY 7.3									
Geo 2nd %	NY 6.1	NY 6.0	NY 5.9	NY 5.9	NY 5.8	WA 6.7	WA 6.6	WA 6.7	WA 6.7	WA 6.6	WA 6.5	WA 6.5	WA 6.4	WA 6.5	WA 6.3	WA 6.2									
Geo 3rd %	FL 3.9	FL 3.9	FL 4.0	FL 4.0	FL 4.0	FL 3.9	FL 3.9	FL 3.9	FL 3.8	FL 3.7	FL 3.7	FL 3.8	FL 3.7	FL 3.8	FL 3.7	FL 3.7									
Geo 4th %																									

**Exhibit C-2: Waifu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 2	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Deal: WAMU 2006-AR12)	239,353	241,128	246,341	252,104	256,967	261,131	267,656	271,015	275,228	278,921	279,489	282,757	286,558	288,428	291,077	440,169
Balance (M)	0.544	0.548	0.56	0.573	0.584	0.593	0.608	0.616	0.625	0.634	0.635	0.642	0.651	0.655	0.661	1
Pool Factor	351	354	362	371	378	384	393	399	406	412	413	416	421	423	427	611
# of Loans	5,548	6,544	6,543	6,545	6,554	6,579	6,576	6,601	6,601	6,601	6,601	6,604	6,626	6,627	6,625	6,648
WAC	322/37	323/37	324/36	325/35	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	359/1
WAM/Age	68.81%	68.87%	68.92%	68.90%	68.70%	68.38%	68.41%	68.38%	68.16%	68.19%	68.22%	68.16%	68.25%	68.29%	68.20%	68.29%
WALTV (Amort)	3.18%	2.86%	3.23%	3.32%	2.80%	1.80%	2.38%	2.95%	2.61%	4.55%	3.86%	2.81%	4.51%	2.41%	1.80%	0.00%
Delinq 30 days	1.76%	1.64%	1.72%	2.25%	1.80%	2.09%	1.55%	1.82%	3.13%	1.37%	1.19%	2.37%	0.95%	1.49%	0.36%	0.00%
Delinq 60 days	4.07%	3.54%	3.24%	3.05%	2.67%	2.36%	3.91%	3.51%	6.16%	5.32%	4.40%	2.49%	1.69%	0.81%	1.38%	0.00%
Delinq 90 days	0.50%	1.15%	0.83%	0.81%	0.99%	0.60%	0.00%	0.16%	0.00%	0.19%	0.19%	0.00%	0.00%	0.00%	0.00%	0.00%
Bankruptcy	8.42%	8.24%	7.64%	7.56%	8.41%	8.22%	6.94%	6.53%	1.98%	1.58%	2.10%	1.91%	2.04%	1.90%	1.80%	0.00%
Foreclosure	1.44%	1.46%	1.56%	1.98%	1.74%	1.21%	1.18%	0.99%	0.74%	0.97%	0.16%	0.49%	0.70%	0.54%	0.53%	0.00%
REO	16.19%	16.03%	14.99%	15.67%	15.61%	14.46%	13.58%	13.01%	12.03%	9.43%	8.04%	7.26%	5.38%	4.74%	4.07%	0.00%
Delinq, 60+	14.43%	14.39%	13.27%	13.42%	13.81%	12.39%	12.03%	11.18%	8.90%	8.05%	6.85%	4.89%	4.43%	3.25%	3.71%	0.00%
Delinq, 90+	83.95%	83.77%	83.61%	83.65%	83.35%	83.43%	82.62%	82.63%	82.48%	82.70%	82.73%	82.43%	82.28%	82.19%	81.84%	83.77%
Limited Doc.	736	736	736	737	737	738	738	738	739	739	739	739	738	738	738	740
Credit Score	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod # of loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod Balance (M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo, CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo, Eff CDR	2.56	8.33	16.19	9.37	0	4.61	4.78	0	2.83	0	3.91	2.55	-	-	-	100
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.1
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo, CPR	8.4	22.6	24.2	20.4	17.5	25.6	13.9	16.9	14.7	13	14.8	14.8	7.5	10.3	26.7	-
Geo 1st %	CA 64.0	CA 63.5	CA 63.6	CA 63.6	CA 63.5	CA 63.1	CA 62.8	CA 62.6	CA 62.7	CA 62.7	CA 62.6	CA 62.5	CA 61.9	CA 61.7	CA 62.0	CA 60.3
Geo 2nd %	NY 7.6	NY 7.5	NY 7.6	NY 7.5	NY 7.3	NY 7.4	NY 7.2	NY 7.4	NY 7.2	WA 7.3	WA 7.4	WA 7.4	NY 7.8	WA 7.8	WA 7.8	WA 10.0
Geo 3rd %	WA 6.1	WA 6.6	WA 6.7	WA 6.8	WA 6.7	WA 6.8	WA 7.2	WA 7.1	WA 7.2	NY 7.2	NY 7.2	NY 7.1	WA 7.5	NY 7.8	NY 7.7	NY 6.1
Geo 4th %	FL 3.6	FL 3.6	FL 3.8	FL 3.9	FL 4.0	FL 3.9	FL 3.8	FL 3.8	FL 3.7	FL 3.7	FL 3.7	FL 3.6	FL 3.6	FL 3.6	FL 3.5	IL 3.2

**Exhibit C-2: Waifu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 3	USD Bal Wtd	(Deal: WAMU 2006-AR12)	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	130,704	131,704	134,818	137,856	141,492	142,944	146,911	150,104	153,843	157,621	158,893	161,634	162,889	163,972	166,927	166,959		
Pool Factor	0.523	0.527	0.54	0.551	0.568	0.572	0.588	0.601	0.616	0.631	0.635	0.647	0.652	0.656	0.668	0.668		
# of Loans	169	171	174	177	182	184	189	195	199	203	204	208	209	210	215	215		
WAC	6.203	6.21	6.224	6.23	6.255	6.276	6.284	6.318	6.334	6.358	6.383	6.398	6.397	6.401	6.421	6.421		
WAM/Age	306/54	307/53	308/52	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39		
WALTV (Amort)	68.46%	68.35%	68.26%	68.34%	68.55%	68.49%	68.61%	68.23%	68.25%	68.16%	67.97%	67.87%	67.89%	67.83%	67.73%	67.75%		
Delinq 30 days	2.64%	2.18%	4.51%	2.56%	2.34%	4.23%	1.50%	5.72%	4.66%	2.73%	3.20%	4.77%	3.91%	5.89%	3.02%	1.33%		
Delinq 60 days	3.28%	4.07%	2.30%	1.91%	0.93%	0.70%	1.89%	1.96%	1.57%	1.72%	3.29%	1.89%	2.78%	0.74%	0.94%	3.33%		
Delinq 90 days	7.98%	8.28%	7.22%	8.77%	9.70%	9.35%	7.94%	8.00%	6.93%	7.62%	7.20%	7.44%	5.89%	6.31%	7.61%	5.71%		
Bankruptcy	0.54%	0.53%	1.12%	1.10%	0.57%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%		
Foreclosure	10.87%	10.24%	9.76%	7.89%	8.01%	9.81%	9.86%	9.35%	9.59%	10.45%	10.06%	9.41%	9.06%	9.00%	7.16%	6.93%		
REC	0.00%	0.00%	0.36%	0.73%	0.86%	0.85%	0.89%	0.81%	0.63%	0.60%	0.31%	0.89%	0.88%	0.88%	0.86%	0.65%		
Delinq 90+	22.67%	23.12%	20.76%	20.34%	20.07%	20.71%	20.46%	20.12%	18.72%	20.39%	20.86%	19.63%	18.71%	16.93%	16.57%	16.62%		
Delinq 90+	19.39%	19.05%	18.46%	18.43%	19.14%	20.01%	18.63%	18.16%	17.15%	18.67%	17.57%	17.74%	15.93%	16.19%	15.63%	13.29%		
Limited Doc.	82.94%	82.89%	83.28%	81.96%	81.20%	81.01%	81.52%	81.91%	82.34%	82.76%	82.87%	82.25%	82.38%	82.49%	82.49%	82.49%		
Credit Score	733	733	733	733	733	734	734	734	733	734	735	735	735	736	736	736		
Mod # of loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Mod Balance (M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Mod 1 Mo. Eff CDR	6.47	4.27	4.42	6	8.07	3.69	0	3.68	3.42	0	6.81	0	0	0	0	0		
Arm Collat. %	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Balance < 4T	1.54	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
1 Mo. CFR	8.7	24.4	22.1	28.1	11.5	28	22.7	25.6	25.3	7.8	19.8	8.9	7.6	19.3	0.2	5.4		
Geo 1st %	CA 76.7	CA 76.9	CA 77.4	CA 76.2	CA 75.9	CA 76.1	CA 76.5	CA 76.2	CA 76.0	CA 76.5	CA 76.7	CA 76.7	CA 76.3	CA 76.5	CA 75.6	CA 75.5		
Geo 2nd %	NY 6.0	NY 6.0	NY 5.8	NY 6.8	NY 6.6	NY 6.6	NY 6.4	NY 6.2	NY 6.6	NY 6.5	NY 6.4	NY 6.3	NY 6.2	NY 6.2	NY 6.5	NY 6.5		
Geo 3rd %	FL 5.9	FL 5.9	FL 5.8	FL 5.8	FL 5.5	FL 5.4	FL 5.3	FL 5.2	FL 5.0	FL 4.9	FL 4.9	FL 5.0	FL 5.0	FL 4.9	FL 4.8	FL 4.8		
Geo 4th %	WA 2.4	WA 2.4	WA 2.4	WA 2.3	WA 2.3	WA 2.2	WA 2.5	WA 2.4	WA 2.4	WA 2.3	WA 2.3	WA 2.2	WA 2.2	WA 2.2	WA 2.5	WA 2.5		

**Exhibit C-2: WaMu 2006-AR12
Selected Monthly Loan data by Mortgage Pool**

Group 3	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2006-AR12)	167,740	172,069	175,481	186,527	188,024	189,955	191,110	191,574	191,631	198,489	198,055	199,529	200,204	201,611	203,817	249,790
Balance (M)	0.672	0.689	0.703	0.743	0.753	0.76	0.765	0.767	0.767	0.785	0.797	0.799	0.801	0.807	0.816	1
Pool Factor	216	221	226	235	238	241	242	243	243	251	252	253	254	255	257	319
# of Loans	6,415	6,425	6,412	6,388	6,393	6,404	6,405	6,406	6,406	6,445	6,451	6,454	6,471	6,471	6,468	6,519
WAC	322/38	323/37	324/36	325/35	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	359/1
WAM/Age	67.63%	67.57%	67.37%	66.87%	66.67%	66.63%	66.68%	66.67%	66.69%	66.44%	66.45%	66.49%	66.53%	66.53%	66.48%	66.43%
WAL-TV (Amort)	3.33%	1.42%	1.49%	1.91%	2.39%	2.01%	0.94%	2.75%	1.39%	1.93%	3.07%	1.22%	1.05%	1.66%	1.36%	0.00%
Delinq 30 days	1.01%	2.52%	2.42%	1.24%	0.83%	0.61%	1.47%	2.06%	2.75%	1.96%	0.53%	0.77%	2.04%	1.60%	0.86%	0.00%
Delinq 60 days	6.74%	4.63%	3.11%	2.89%	3.22%	3.67%	4.15%	3.21%	3.66%	3.08%	2.84%	2.54%	1.19%	0.78%	0.85%	0.00%
Delinq 90 days	0.00%	0.35%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Bankruptcy	6.22%	5.72%	6.24%	5.63%	5.59%	4.44%	3.09%	2.51%	1.09%	0.64%	1.09%	1.32%	0.95%	1.28%	1.27%	0.00%
Foreclosure	0.00%	0.00%	0.32%	0.31%	0.00%	0.43%	0.43%	0.42%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
REO	13.97%	13.22%	12.09%	10.07%	9.64%	9.15%	9.10%	8.20%	7.50%	5.68%	4.48%	4.63%	4.08%	3.65%	2.98%	0.00%
Delinq, 60+	12.96%	10.70%	9.67%	8.85%	8.81%	8.54%	7.69%	6.14%	4.75%	3.72%	3.93%	3.86%	2.04%	2.05%	2.12%	0.00%
Limited Doc.	82.52%	82.96%	83.29%	83.42%	83.25%	83.41%	83.40%	83.43%	83.43%	83.57%	83.61%	83.65%	83.49%	83.60%	83.73%	82.78%
Credit Score	736	736	736	736	736	736	736	736	737	737	737	737	737	737	737	737
Mod # of loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod Balance (M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	0	3.83	0	0	5.02	0	0	0	0	0	2.71	0	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	26.3	21	48.7	14.8	11.5	7	2.9	0.3	34.3	3.5	2.8	4	8.1	12.2	11.4	100
Geo 1st %	CA 75.7	CA 75.2	CA 74.9	CA 74.2	CA 74.2	CA 74.0	CA 73.7	CA 73.7	CA 73.7	CA 73.2	CA 72.9	CA 73.0	CA 73.1	CA 73.2	CA 73.0	CA 72.1
Geo 2nd %	NY 6.5	NY 6.3	NY 6.6	NY 7.6	NY 7.5	NY 7.4	NY 7.3	NY 7.3	NY 7.3	NY 7.1	NY 7.0	NY 7.0	NY 7.0	NY 7.0	NY 7.4	NY 6.1
Geo 3rd %	FL 4.8	FL 4.7	FL 4.6	FL 4.3	FL 4.3	FL 4.3	FL 4.2	FL 4.2	FL 4.2	FL 4.1	FL 4.1	FL 4.0	FL 4.0	FL 4.0	FL 4.0	FL 4.3
Geo 4th %	WA 2.4	CT 2.5	CT 2.4	CT 2.7	CT 2.7	CT 2.6	WA 3.0	WA 3.0	WA 3.0	WA 2.9	WA 2.9	WA 2.9	WA 2.9	WA 2.8	WA 2.8	WA 4.0

**Exhibit C-3: Waifu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 1	USD Bal Wtd (Deal: WAMU 2006-AR16)	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	292,816	296,865	300,630	302,808	305,774	313,180	316,993	319,336	325,609	329,121	336,399	342,850	351,458	355,084	362,828	364,313	
Pool Factor	0.499	0.506	0.513	0.516	0.521	0.534	0.541	0.544	0.557	0.561	0.574	0.585	0.599	0.605	0.619	0.621	
# of Loans	404	409	414	417	421	430	433	437	445	449	458	465	475	480	480	493	
WAC	6.021	6.036	6.044	6.04	6.045	6.055	6.076	6.1	6.14	6.173	6.18	6.19	6.191	6.187	6.192	6.188	
WAMIAge	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	
WALTV (Amort)	69.23%	68.24%	68.29%	68.20%	68.26%	68.18%	68.07%	68.08%	67.98%	68.01%	67.62%	67.58%	67.48%	67.34%	67.36%	67.33%	
Delinq 30 days	3.10%	4.08%	4.25%	1.15%	2.61%	1.97%	2.32%	1.81%	1.84%	2.91%	3.60%	3.72%	4.59%	2.84%	3.07%	3.49%	
Delinq 60 days	3.71%	3.52%	2.67%	3.06%	2.89%	2.09%	2.87%	2.48%	3.54%	2.80%	2.30%	2.19%	1.85%	2.31%	2.90%	3.27%	
Delinq 90 days	8.20%	7.47%	8.61%	8.16%	9.15%	9.60%	9.71%	9.68%	8.71%	9.61%	9.74%	9.19%	9.28%	8.49%	7.19%	6.94%	
Bankruptcy	0.47%	0.78%	0.62%	1.03%	0.92%	1.09%	1.21%	0.91%	0.99%	1.31%	0.73%	0.84%	1.10%	0.78%	0.49%	0.69%	
Foreclosure	13.92%	14.43%	13.66%	12.67%	12.25%	13.36%	12.67%	13.36%	14.21%	13.44%	13.54%	14.51%	13.09%	12.59%	12.49%	11.25%	
REO	1.48%	0.52%	0.31%	0.31%	0.58%	0.75%	0.60%	0.79%	0.45%	0.58%	0.71%	0.14%	0.84%	1.06%	2.23%	1.61%	
Delinq 60+	27.78%	26.72%	25.87%	25.23%	25.89%	26.89%	27.16%	27.15%	27.90%	27.74%	27.02%	26.87%	26.14%	25.23%	25.30%	23.76%	
Delinq 90+	24.07%	23.20%	23.20%	22.17%	22.90%	24.80%	24.19%	24.66%	24.36%	24.94%	24.72%	24.68%	24.29%	22.92%	22.40%	20.49%	
Limited Doc.	92.37%	92.48%	92.39%	92.44%	92.51%	92.13%	92.22%	92.08%	91.76%	91.69%	91.42%	91.04%	91.04%	91.14%	90.90%	90.84%	
Credit Score	728	728	729	729	729	729	729	729	730	730	730	731	731	731	731	731	
Mod # of loans	0	0	0	0	1	2	3	7	6	4	1	0	0	0	2	0	
Mod Balance (M)	0	0	0	0	461	1,163	1,963	3,861	3,534	2,327	572	0	0	963	0	0	
Mod 1 Mo. CDR	8.74	3.15	0	8.98	19.17	5.73	4.1	4.13	1.59	7.79	10.54	8.09	2.73	15.47	1.46	5.56	
Mod 1 Mo. EFCDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Arm Collat. %	0.84	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Balance < 417	15.3	13.9	8.3	11	24.9	13.5	8.4	23.7	8.8	23.1	20.4	25.7	11.6	23	4.4	21.7	
1 Mo. CPR	CA 77.7	CA 78.0	CA 77.4	CA 77.1	CA 76.6	CA 76.6	CA 76.9	CA 77.0	CA 76.9	CA 76.9	CA 76.7	CA 76.4	CA 76.1	CA 76.4	CA 76.2	CA 76.1	
Geo 1st %	NY 5.5	NY 5.4	NY 5.5	NY 5.5	NY 5.3	NY 5.3	NY 5.2	NY 5.2	NY 5.2	NY 5.2	NY 5.1	NY 5.0	NY 4.9	NY 4.8	NY 4.7	NY 4.7	
Geo 2nd %	IL 2.5	IL 2.4	IL 2.6	IL 2.6	IL 2.5	IL 2.5	IL 2.5	IL 2.4	IL 2.4	IL 2.5	IL 2.7	IL 2.8	IL 2.7	IL 2.7	IL 2.6	IL 2.6	
Geo 3rd %	AZ 1.9	AZ 1.9	AZ 1.9	AZ 1.9	NJ 2.1	NJ 2.0	NJ 2.0	NJ 2.0	NJ 2.0	NJ 1.9	NJ 2.0	NJ 2.0	NJ 2.2	NJ 2.1	NJ 2.1	NJ 2.1	
Geo 4th %																	

**Exhibit C-3: WaMu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 1	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2006-AR16)	371,821	376,016	378,758	383,048	390,820	395,898	401,727	408,135	409,180	412,057	413,093	414,981	416,222	420,770	424,428	586,479
Balance (M)	0.634	0.641	0.646	0.653	0.666	0.675	0.685	0.692	0.698	0.703	0.704	0.708	0.713	0.717	0.724	1
Pool Factor	489	503	507	512	521	528	536	541	544	548	549	552	555	558	563	732
# of Loans	6,186	6,179	6,19	6,189	6,194	6,206	6,207	6,208	6,211	6,217	6,229	6,23	6,228	6,23	6,234	6,259
WAC	325/35	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	360/0
WAMIAge	67.21%	67.17%	67.14%	67.04%	66.97%	66.85%	66.80%	66.86%	66.76%	66.59%	66.72%	66.72%	66.61%	66.61%	66.64%	66.49%
Delinq 30 days	2.91%	3.17%	3.12%	4.70%	5.24%	4.84%	3.63%	3.40%	2.35%	3.85%	4.50%	3.15%	2.69%	2.03%	2.01%	0.00%
Delinq 60 days	3.71%	2.77%	1.85%	2.41%	1.86%	2.24%	1.98%	2.31%	2.96%	2.38%	1.91%	1.59%	0.97%	1.70%	1.15%	0.00%
Delinq 90 days	5.12%	4.59%	4.36%	3.16%	3.33%	2.52%	3.29%	3.80%	2.84%	2.31%	2.73%	1.87%	1.51%	0.55%	0.79%	0.00%
Bankruptcy	0.57%	0.73%	0.72%	0.57%	0.95%	0.94%	0.23%	0.23%	0.37%	0.37%	0.48%	0.97%	0.59%	0.61%	0.50%	-
Foreclosure	11.00%	11.31%	11.39%	10.68%	9.74%	8.31%	7.78%	5.61%	4.32%	3.34%	2.01%	1.60%	1.70%	1.78%	1.78%	0.00%
REO	1.78%	1.45%	0.81%	0.53%	0.43%	0.60%	0.59%	0.86%	0.64%	0.69%	0.68%	0.52%	0.50%	0.35%	0.45%	0.00%
Delinq, 60+	22.18%	20.85%	19.13%	17.36%	16.31%	15.01%	13.88%	12.81%	11.13%	9.09%	7.81%	6.49%	5.27%	4.99%	4.67%	0.00%
Delinq, 90+	16.47%	18.08%	17.28%	14.95%	14.45%	12.77%	11.85%	10.50%	8.17%	6.71%	5.80%	4.95%	4.30%	3.29%	3.52%	0.00%
Limited Doc.	90.98%	90.56%	90.63%	90.60%	90.64%	90.76%	90.78%	90.76%	90.83%	90.86%	90.88%	90.92%	90.99%	90.81%	90.65%	91.12%
Credit Score	731	731	731	731	732	732	732	732	732	732	732	731	732	732	731	733
Mod # of loans	1	0	0	1	0	0	0	2	2	1	2	-	-	-	-	-
Mod Balance (M)	550	0	0	882	433	0	0	1,238	654	1,140	-	-	-	-	-	-
Mod 1 Mo. CDR	3.86	2.47	0	3.43	4.1	7.11	3.27	0	3.29	2.75	1.63	1.35	-	-	-	-
Mod 1 Mo. EFF CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	12.6	8.3	12.6	21.4	14.3	16.1	12.3	8.6	8	2.9	5.3	8.9	7	9.8	5.4	-
1 Mo. CPR	CA 75.9	CA 75.6	CA 75.5	CA 75.6	CA 75.7	CA 75.4	CA 74.8	CA 75.0	CA 74.5	CA 74.7	CA 74.5	CA 74.5	CA 74.7	CA 74.6	CA 74.5	CA 73.6
Geo 1st %	NY 5.3	NY 5.2	NY 5.2	NY 5.1	NY 5.0	NY 4.9	NY 4.9	NY 4.8	NY 4.5							
Geo 2nd %	IL 2.6	IL 2.6	IL 2.5	IL 2.5	IL 2.6	IL 2.6	IL 2.5	IL 2.5	IL 2.6	IL 2.5	IL 2.8	MA 3.4				
Geo 3rd %	NJ 2.0	NJ 2.0	NJ 2.0	NJ 2.0	NJ 1.9	WA 1.9	WA 2.0	WA 2.0	MA 2.1	MA 2.1	FL 2.0	IL 2.6				
Geo 4th %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**Exhibit C-3: WaMu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 2	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	199,237	204,392	207,405	212,676	214,353	217,339	217,477	220,548	222,666	225,631	227,468	229,630	231,100	232,508	236,070	242,991
Pool Factor	0.545	0.559	0.567	0.582	0.586	0.594	0.595	0.603	0.609	0.617	0.622	0.628	0.632	0.635	0.646	0.665
# of Loans	279	286	291	295	298	302	302	307	311	315	318	321	323	325	330	339
WAC	6.312	6.308	6.306	6.309	6.308	6.305	6.325	6.327	6.328	6.328	6.338	6.341	6.349	6.349	6.341	6.351
WAMIAge	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36
WALTV (Amort)	67.40%	67.47%	67.40%	67.19%	66.99%	66.95%	66.99%	67.05%	67.03%	67.07%	67.05%	67.03%	67.07%	66.98%	66.70%	66.54%
Delinq 30 days	4.16%	4.55%	1.78%	3.47%	2.79%	4.84%	3.34%	5.80%	3.20%	3.44%	3.00%	2.49%	3.36%	4.57%	4.14%	3.04%
Delinq 60 days	1.16%	0.99%	1.92%	1.55%	2.55%	1.61%	2.47%	0.52%	2.22%	2.52%	1.30%	1.41%	1.50%	2.17%	0.68%	2.13%
Delinq 90 days	6.55%	6.89%	7.55%	6.71%	5.70%	5.82%	6.53%	6.39%	6.26%	4.57%	4.80%	7.33%	6.07%	4.95%	4.41%	3.82%
Bankruptcy	0.99%	1.33%	1.31%	1.28%	1.27%	1.25%	1.48%	0.56%	0.76%	0.75%	0.75%	0.80%	0.80%	0.54%	0.83%	0.61%
Foreclosure	16.37%	15.52%	14.63%	14.55%	13.43%	12.76%	11.16%	11.92%	10.88%	10.75%	11.11%	8.62%	9.02%	8.99%	8.02%	8.69%
REO	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.27%	1.27%	0.80%	1.01%	0.69%	0.69%	0.89%	1.23%
Delinq 60+	26.07%	24.73%	25.41%	24.09%	22.95%	21.44%	21.64%	19.39%	20.39%	19.86%	18.76%	19.17%	18.70%	17.34%	15.83%	16.68%
Delinq 90+	23.91%	23.74%	23.49%	22.54%	20.40%	19.63%	19.17%	18.87%	18.17%	17.34%	17.46%	17.76%	17.20%	15.17%	15.15%	14.55%
Limited Doc.	83.90%	84.07%	84.27%	84.62%	84.73%	84.94%	84.94%	85.14%	84.86%	84.77%	84.65%	84.79%	84.89%	84.64%	84.32%	83.99%
Credit Score	730	730	730	730	730	730	731	731	731	731	731	732	732	732	732	732
Mod # of loans	0	0	0	2	0	0	0	0	0	1	1	1	1	0	0	0
Mod Balance (M)	0	0	0	0	1,002	0	0	0	0	583	564	537	0	0	0	0
Mod 1 Mo. CDR	12.67	2.67	8.69	0	0	0	2.84	3.25	11.36	2.5	2.63	3.57	2.98	2.47	8.88	3.95
Mod 1 Mo. Eff CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	0.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	26.3	16	25.9	8.9	15.2	0.6	15.4	10.8	14.5	9.2	10.6	7.3	6.9	16.6	29.2	14
1 Mo. CPR	CA 59.8	CA 59.5	CA 59.2	CA 59.1	CA 59.2	CA 59.5	CA 59.5	CA 59.5	CA 59.2	CA 59.4	CA 59.5	CA 59.6	CA 59.9	CA 59.8	CA 59.8	CA 60.4
Geo 1st %	WA 5.7	WA 6.8	WA 7.1	WA 7.7	WA 7.6	WA 7.7	WA 7.6	WA 7.5	WA 7.5	WA 7.4	WA 7.6	WA 7.5	WA 7.5	WA 7.4	WA 7.3	WA 7.1
Geo 2nd %	NY 6.6	NY 6.7	NY 6.6	NY 6.4	NY 6.4	NY 6.3	NY 6.3	NY 6.2	NY 6.1	NY 6.1	NY 6.0	NY 6.0	NY 5.9	NY 5.9	NY 6.2	NY 6.3
Geo 3rd %	FL 4.3	FL 4.2	FL 4.1	VA 4.1	VA 4.1	VA 4.0	VA 4.0	VA 4.0	VA 3.9	FL 4.1	FL 4.1	FL 4.3	FL 4.2	FL 4.5	FL 4.7	FL 4.8
Geo 4th %																

**Exhibit C-3: WaMu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 2 USD Bal Wtd (Deal: WAMU 2006-AR16)	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
Balance (M)	246,091	250,027	252,140	253,502	258,113	260,467	263,902	266,352	269,230	270,488	271,973	274,596	277,142	279,730	280,179	365,619
Pool Factor	0.673	0.684	0.69	0.693	0.706	0.712	0.722	0.728	0.736	0.74	0.744	0.751	0.758	0.765	0.766	1
# of Loans	343	348	352	354	361	363	369	372	376	378	380	383	388	390	391	496
WAC	6.354	6.353	6.351	6.352	6.35	6.361	6.365	6.366	6.364	6.363	6.367	6.368	6.367	6.366	6.367	6.418
WAM/Age	3257/35	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	360/0
WALTV (Amort)	66.64%	66.53%	66.31%	66.39%	66.40%	66.41%	66.33%	66.14%	66.12%	66.13%	66.21%	66.12%	65.98%	65.97%	65.97%	66.55%
Delinq 30 days	3.14%	2.51%	5.62%	2.04%	3.03%	3.36%	3.61%	3.70%	3.40%	1.73%	2.75%	5.12%	2.23%	4.08%	2.20%	0.00%
Delinq 60 days	1.81%	2.33%	0.84%	1.00%	2.09%	1.61%	3.41%	2.73%	1.42%	1.49%	3.79%	1.48%	1.33%	0.26%	1.97%	0.00%
Delinq 90 days	3.70%	2.50%	2.27%	1.86%	1.14%	2.13%	1.06%	0.92%	1.42%	3.00%	1.19%	0.22%	1.72%	1.45%	0.22%	0.00%
Bankruptcy	1.43%	1.12%	0.50%	0.49%	0.29%	0.00%	0.71%	0.93%	0.23%	0.23%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Foreclosure	7.67%	8.56%	7.95%	8.15%	8.22%	7.02%	5.12%	4.34%	4.06%	2.29%	1.52%	1.50%	0.67%	0.66%	0.66%	0.00%
REC	1.55%	0.99%	0.98%	0.73%	0.72%	0.39%	0.39%	0.38%	0.19%	0.00%	0.27%	0.27%	0.45%	0.45%	0.45%	0.00%
Delinq, 90+	16.16%	15.53%	12.54%	12.23%	12.46%	11.15%	10.69%	9.30%	7.35%	7.01%	6.77%	3.47%	4.17%	2.82%	3.30%	0.00%
Delinq, 90+	14.35%	13.20%	11.70%	11.23%	10.37%	9.54%	7.28%	6.57%	5.93%	5.52%	2.98%	1.99%	2.84%	2.56%	1.33%	0.00%
Limited Doc.	83.85%	84.18%	84.25%	84.33%	84.60%	84.22%	84.13%	84.27%	84.21%	84.05%	83.90%	84.04%	83.97%	84.07%	83.96%	85.08%
Credit Score	731	731	732	732	733	732	733	733	733	733	733	733	733	733	734	736
Mod # of loans	0	0	0	0	2	0	1	0	0	1	-	-	-	-	-	100
Mod Balance (M)	0	0	0	0	1,485	0	478	0	1,552	-	-	-	-	-	-	0
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	2.48	0	0	4.8	0	0	0	0	0	3.23	0	2.21	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	17.2	9.5	6.2	19.4	10.2	14.5	10.4	12	5.3	6.2	10.8	10.4	10.5	1.8	16.6	-
Geo 1st %	CA 60.4	CA 60.8	CA 60.9	CA 60.6	CA 60.8	CA 60.9	CA 60.9	CA 60.3	CA 60.4	CA 60.6	CA 60.8	CA 61.1	CA 60.9	CA 61.1	CA 61.0	CA 59.6
Geo 2nd %	WA 7.3	WA 7.4	WA 7.3	WA 7.6	WA 7.5	WA 7.5	WA 7.4	WA 7.4	WA 7.4	WA 7.4	WA 7.3	WA 10.6				
Geo 3rd %	NY 6.4	NY 6.3	NY 6.3	NY 6.4	NY 6.4	NY 6.7	NY 6.7	NY 6.7	NY 6.9	NY 6.9	NY 6.9	NY 6.8	NY 7.0	NY 6.9	NY 6.9	NY 6.4
Geo 4th %	FL 4.8	FL 4.7	FL 4.9	FL 4.8	FL 4.8	FL 4.7	FL 4.7	FL 4.6	FL 4.6	FL 4.6	FL 4.5	FL 4.5	FL 4.5	FL 4.4	FL 4.4	FL 3.9

**Exhibit C-3: WaMu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 3	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt. WAMU 2006-AR16)	301,720	311,655	317,740	325,040	329,816	331,581	333,635	340,603	344,508	350,358	356,908	362,357	368,140	372,561	379,400	383,094
Balance (M)	0.598	0.616	0.628	0.642	0.652	0.655	0.659	0.673	0.681	0.692	0.705	0.718	0.723	0.736	0.749	0.757
Pool Factor	393	402	408	415	422	425	428	438	443	451	458	464	469	478	488	494
# of Loans	6,061	6,062	6,082	6,081	6,089	6,086	6,107	6,129	6,142	6,144	6,157	6,16	6,16	6,172	6,173	6,173
WAC	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36
WAM/AGE	65.38%	65.66%	65.69%	65.35%	65.29%	65.33%	65.30%	65.28%	65.23%	65.24%	65.17%	65.09%	65.21%	65.22%	65.19%	65.05%
WALTY (Armort)	4.70%	4.42%	4.73%	3.32%	1.92%	2.43%	2.09%	2.37%	2.60%	3.10%	2.12%	3.04%	2.41%	2.53%	3.65%	3.05%
Delinq 30 days	1.62%	2.89%	2.12%	1.91%	2.40%	2.20%	2.53%	2.37%	2.49%	3.02%	3.57%	1.99%	1.87%	2.91%	2.83%	2.16%
Delinq 60 days	8.41%	7.82%	8.46%	9.31%	8.59%	8.47%	8.10%	8.07%	7.60%	7.64%	7.60%	7.46%	7.92%	6.48%	4.38%	4.38%
Delinq 90 days	0.41%	0.22%	0.14%	0.14%	0.13%	0.00%	0.13%	0.63%	0.53%	0.66%	0.65%	0.75%	0.74%	1.09%	1.07%	1.11%
Bankruptcy	10.93%	10.39%	9.34%	7.45%	8.07%	8.03%	7.24%	6.61%	7.09%	6.73%	6.24%	5.99%	5.28%	5.53%	5.95%	6.00%
Foreclosure	0.40%	0.23%	0.46%	0.45%	0.45%	0.57%	0.73%	0.56%	0.74%	0.00%	0.14%	0.00%	1.02%	1.26%	1.82%	1.04%
REO	21.77%	21.05%	20.52%	19.26%	19.64%	19.27%	18.73%	18.24%	18.45%	18.05%	18.20%	16.13%	16.83%	17.27%	16.14%	14.69%
Delinq. 90+	20.15%	18.66%	18.40%	17.35%	17.24%	17.07%	16.20%	15.87%	15.96%	15.03%	14.63%	14.20%	14.96%	14.36%	13.31%	12.53%
Limited Doc.	89.08%	88.47%	88.61%	88.52%	88.26%	88.32%	87.96%	88.21%	88.34%	87.48%	87.41%	87.11%	87.05%	86.98%	86.36%	86.47%
Credit Score	737	737	737	737	737	737	737	738	738	738	738	737	737	738	738	738
Mod # of Loans	0	0	0	0	0	3	3	3	2	3	0	0	2	2	0	0
Mod Balance (M)	0	0	0	0	0	1,460	2,039	1,945	948	2,045	0	0	1,120	933	0	0
Mod 1 Mo. CDR																
Mod 1 Mo. Eff CDR																
Arm Collat. %																
Balance < 417																
1 Mo. CPR																
Geo 1st %	10.24	7.48	0	0	3.9	1.99	4.54	6.64	4.36	4.14	0	11.55	6.84	6.59	0	2.85
Geo 2nd %	100															
Geo 3rd %	0.63															
Geo 4th %	32.2	20.7	23.8	16	8.2	7.1	21.9	12.8	18.3	19.9	16.6	11.7	18.3	20.1	10.9	10.2
CA 78.0	CA 77.5	CA 77.0	CA 76.8	CA 76.2	CA 76.4	CA 76.1	CA 76.2	CA 76.1	CA 75.8	CA 76.0	CA 76.3	CA 76.1	CA 76.3	CA 76.1	CA 76.5	CA 76.5
CT 4.2	CT 4.0	CT 4.2	CT 4.1	CT 4.1	CT 4.0	CT 4.0	CT 4.0	CT 4.3	CT 4.4	CT 4.4	CT 4.3	CT 4.3	CT 4.3	CT 4.2	CT 4.1	CT 4.3
NY 3.6	NY 3.5	NY 4.1	NY 4.0	NY 4.0	NY 3.9	NY 3.9	NY 4.0	NY 4.0	NY 4.0	NY 4.0	NY 4.1	NY 4.0	NY 4.0	NY 4.1	NY 4.0	NY 4.0
WA 3.4	WA 3.2	WA 3.2	WA 3.3	WA 3.5	WA 3.5	WA 3.5	WA 3.5	WA 3.6	WA 3.5	WA 3.8	WA 3.7	WA 3.6	WA 3.6	WA 4.0	WA 3.9	WA 3.9

**Exhibit C-3: Waifu 2006-AR16
Selected Monthly Loan Data by Mortgage Pool**

Group 3	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2006-AR16)	386,566	388,650	394,172	399,892	405,774	410,135	414,682	419,776	427,005	430,504	430,715	431,625	434,499	435,353	436,352	506,212
Balance (M)	0.764	0.768	0.779	0.79	0.802	0.81	0.819	0.829	0.844	0.85	0.851	0.853	0.858	0.86	0.862	1
Pool Factor	499	502	509	517	524	530	535	543	553	556	557	561	561	561	562	630
# of Loans	6.175	6.175	6.176	6.177	6.176	6.18	6.183	6.183	6.181	6.19	6.19	6.19	6.189	6.189	6.188	6.206
WAC	325/35	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	360/0
WAM/AGE	65.10%	65.17%	65.03%	65.16%	64.99%	65.07%	65.06%	65.08%	64.90%	64.99%	65.01%	65.05%	65.03%	65.05%	65.08%	65.57%
DELINQ 30 days	3.38%	2.58%	2.43%	2.03%	3.27%	3.75%	2.79%	4.02%	1.93%	1.85%	2.40%	1.17%	0.97%	0.98%	1.61%	0.00%
DELINQ 60 days	1.52%	1.52%	1.67%	1.62%	1.33%	1.44%	2.87%	1.51%	1.21%	1.30%	1.06%	0.86%	1.12%	1.33%	0.14%	0.00%
DELINQ 90 days	3.38%	2.84%	2.10%	2.58%	2.59%	3.08%	1.50%	2.54%	1.91%	1.54%	1.62%	1.14%	0.73%	0.10%	0.34%	0.00%
BANKRUPTCY	1.87%	1.31%	0.42%	0.16%	0.63%	0.62%	0.36%	0.00%	0.00%	0.47%	0.47%	0.39%	0.06%	0.16%	0.16%	-
FORECLOSURE	6.55%	7.19%	6.92%	6.66%	5.38%	4.11%	3.87%	2.82%	2.74%	2.12%	1.20%	1.33%	1.44%	1.44%	1.20%	0.00%
REO	0.72%	0.86%	1.01%	0.98%	0.97%	0.80%	0.64%	0.46%	0.26%	0.12%	0.12%	0.12%	0.00%	0.00%	0.00%	0.00%
DELINQ 60+	14.04%	13.72%	12.12%	12.00%	10.90%	10.05%	9.24%	7.33%	6.12%	5.55%	4.47%	3.83%	3.29%	3.03%	1.84%	0.00%
DELINQ 90+	12.52%	12.20%	10.45%	10.38%	9.57%	8.61%	6.37%	5.82%	4.91%	4.25%	3.41%	2.97%	2.17%	1.70%	1.70%	0.00%
LIMITED DOC.	86.59%	86.56%	86.85%	86.82%	86.47%	86.47%	86.59%	86.62%	86.56%	86.55%	86.55%	86.56%	86.36%	86.34%	86.37%	86.21%
CREDIT SCORE	738	738	738	738	738	738	739	739	739	739	739	739	739	739	739	740
MOD # of loans	0	0	0	1	0	0	0	0	1	-	-	-	-	-	-	-
MOD BALANCE (M)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
MOD 1 Mo. CPR	1.72	1.91	6.31	0	1.62	0	1.42	0	0	0	0	1.19	-	-	-	100
MOD 1 Mo. EFF CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
ARM COLLAT. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
BALANCE < 417	6.2	15.5	15.8	16	12	12.4	13.6	18.5	9.3	0.5	2.5	7.6	2.3	2.7	2.7	-
1 Mo. CPR	CA 76.7	CA 76.8	CA 76.7	CA 76.8	CA 76.3	CA 75.8	CA 75.9	CA 75.9	CA 76.2	CA 75.8	CA 75.6	CA 75.6	CA 75.6	CA 75.6	CA 75.5	CA 75.5
Geo 1st %	CT 4.2	CT 4.2	NY 4.2	NY 4.2	WA 4.4	WA 4.5	WA 4.6	WA 4.6	WA 4.5	CT 4.8						
Geo 2nd %	NY 4.0	NY 3.9	CT 4.2	CT 4.1	NY 4.2	NY 4.2	NY 4.1	NY 4.1	NY 4.1	WA 4.5	NY 4.6					
Geo 3rd %	WA 3.8	WA 3.8	WA 3.8	WA 3.7	CT 4.1	CT 4.2	CT 4.1	CT 4.0	CT 4.0	NY 4.1	NY 4.1	NY 4.2	NY 4.4	NY 4.4	NY 4.4	WA 4.4
Geo 4th %																

**Exhibit C-4: WaMu 2006-AR17
Selected Monthly Loan Data by Mortgage Pool**

Group 1	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2006-AR17)	549,336	555,793	559,022	563,476	566,731	571,982	577,827	585,791	592,958	600,427	612,263	620,586	624,542	629,111	639,192	645,130
Balance (M)	0.562	0.568	0.571	0.576	0.579	0.585	0.591	0.599	0.606	0.614	0.628	0.634	0.638	0.643	0.653	0.66
Pool Factor	1.013	1.023	1.029	1.038	1.045	1.053	1.064	1.075	1.083	1.095	1.113	1.128	1.136	1.145	1.159	1.169
# of Loans	2.971	2.98	2.984	2.995	3.006	3.023	3.037	3.054	3.063	3.07	3.093	3.115	3.124	3.134	3.199	3.267
WAC	355/51	356/50	357/49	358/48	359/47	360/46	361/45	362/44	363/43	363/42	365/41	366/40	368/39	367/38	368/37	369/36
WAM/Age	72.23%	72.32%	72.47%	72.61%	72.74%	72.80%	72.86%	73.12%	73.22%	73.37%	73.56%	73.65%	73.78%	73.89%	74.09%	74.18%
WALTV (Amort)	2.20%	2.93%	3.32%	2.38%	2.84%	2.03%	3.01%	4.7%	3.58%	4.28%	4.41%	4.56%	3.63%	4.31%	6.02%	5.43%
Delinq 30 days	2.15%	2.48%	2.90%	3.04%	2.31%	2.58%	3.19%	2.15%	2.38%	2.55%	3.03%	3.24%	3.42%	3.29%	3.61%	2.88%
Delinq 60 days	8.99%	9.82%	8.79%	8.32%	9.44%	9.16%	8.47%	8.87%	8.73%	8.98%	8.89%	8.70%	8.38%	8.10%	6.35%	5.19%
Delinq 90 days	2.89%	2.44%	2.60%	2.78%	2.53%	2.13%	1.98%	1.45%	1.94%	1.91%	1.79%	2.25%	2.09%	2.29%	2.47%	2.55%
Bankruptcy	21.17%	20.45%	20.34%	19.81%	18.88%	19.26%	19.16%	19.48%	18.65%	18.60%	19.44%	18.21%	17.32%	15.93%	15.37%	15.16%
Foreclosure	2.76%	2.44%	2.22%	2.20%	2.38%	2.24%	2.51%	2.94%	3.25%	2.83%	2.40%	2.28%	2.66%	2.83%	3.83%	3.84%
REO	37.96%	37.63%	36.85%	36.15%	35.54%	35.37%	35.31%	34.89%	34.95%	34.87%	35.35%	34.68%	33.87%	32.44%	31.63%	29.62%
Delinq 60+	35.81%	35.15%	33.95%	33.11%	33.23%	32.79%	32.12%	32.74%	32.57%	32.32%	32.32%	31.44%	30.45%	29.15%	28.02%	26.74%
Limited Doc.	93.45%	93.47%	93.50%	93.54%	93.47%	93.52%	93.47%	93.49%	93.54%	93.38%	93.50%	93.58%	93.61%	93.61%	93.51%	93.53%
Credit Score	733	733	733	734	734	734	733	733	733	733	733	732	732	732	732	732
Mod # of loans	0	0	0	0	3	5	2	0	0	5	3	0	1	1	0	0
Mod Balance (M)	0	0	0	1,422	2,350	933	0	2,251	1,678	0	507	292	0	0	0	0
Mod 1 Mo. CDR	6.83	3.42	6.65	5.2	6.82	9.06	13.99	10.53	12.5	18.76	11.29	5.3	6.66	15.35	9.4	17.71
Mod 1 Mo. EFFCDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	22.1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	11.5	5.1	7.5	5.3	9.2	10.3	14	11.9	13.3	19.9	13.9	6.2	7.3	16.5	9.6	21.9
1 Mo. CPR	CA 61.3	CA 61.4	CA 61.5	CA 61.5	CA 61.6	CA 61.5	CA 61.4	CA 61.3	CA 61.6	CA 61.5	CA 61.6	CA 61.5	CA 61.4	CA 61.2	CA 61.1	CA 61.1
Geo 1st %	FL 11.1	FL 11.0	FL 11.0	FL 11.1	FL 11.2	FL 11.2	FL 11.2	FL 11.1	FL 10.9	FL 10.8	FL 10.9	FL 10.8	FL 11.0	FL 10.9	FL 10.9	FL 11.1
Geo 2nd %	WA 5.0	WA 4.9	WA 4.9	WA 4.8	WA 4.9	WA 5.0	WA 4.9	WA 4.9	WA 4.8	WA 4.8	WA 4.8	WA 4.9	WA 4.9	WA 4.8	WA 5.0	WA 4.9
Geo 3rd %	NY 3.2	NY 3.1	NY 3.0	NY 2.9												
Geo 4th %																

**Exhibit C-4: WaMu 2006-AR17
Selected Monthly Loan Data by Mortgage Pool**

Group 1 USD Bal Wtd (Debt: WAMU 2006-AR17)	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
Balance (M)	656,910	667,037	670,773	674,803	680,188	687,323	691,693	698,988	704,813	708,268	709,812	711,643	714,812	716,788	718,800	978,203
Pool Factor	0.674	0.682	0.686	0.69	0.695	0.703	0.707	0.715	0.721	0.724	0.726	0.728	0.731	0.733	0.735	1
# of Loans	1,183	1,201	1,207	1,216	1,228	1,241	1,250	1,261	1,273	1,281	1,285	1,291	1,299	1,306	1,311	1,785
WAC	3.41	3.554	3.705	3.862	3.99	4.092	4.168	4.292	4.48	4.713	4.885	5.139	5.325	5.515	5.738	2,578
WAM/Age	370/35	371/34	372/33	373/32	374/31	375/30	376/29	377/28	378/27	379/26	380/25	381/24	382/23	383/22	384/21	399/0
WALTV (Amort)	74.33%	74.44%	74.45%	74.48%	74.50%	74.56%	74.61%	74.62%	74.60%	74.60%	74.60%	74.60%	74.52%	74.46%	74.35%	69.56%
Delinq 30 days	3.72%	3.38%	3.55%	5.02%	5.00%	5.34%	5.30%	4.86%	4.51%	4.14%	3.96%	4.29%	3.59%	4.74%	3.60%	0.00%
Delinq 60 days	3.32%	3.93%	3.80%	3.32%	2.82%	2.40%	3.32%	3.01%	2.88%	3.05%	2.52%	2.18%	3.16%	2.49%	1.82%	0.00%
Delinq 90 days	5.88%	4.67%	4.29%	3.86%	3.94%	4.75%	3.78%	3.81%	3.04%	2.52%	3.53%	4.94%	2.76%	2.17%	2.21%	0.00%
Bankruptcy	1.57%	1.40%	1.07%	0.65%	0.84%	0.81%	0.54%	0.32%	0.18%	0.27%	0.60%	0.55%	0.34%	0.14%	0.14%	-
Foreclosure	15.53%	15.28%	14.88%	14.19%	14.25%	13.61%	13.23%	11.74%	11.31%	11.45%	8.70%	6.33%	5.98%	5.79%	5.04%	0.00%
REO	4.57%	5.00%	4.70%	4.43%	3.42%	2.53%	2.25%	2.84%	2.66%	1.53%	1.55%	1.32%	1.37%	1.09%	0.89%	0.00%
Delinq. 60+	30.87%	30.28%	28.74%	26.46%	25.31%	24.10%	23.12%	21.72%	20.07%	18.82%	16.90%	15.32%	13.61%	11.68%	10.10%	0.00%
Delinq. 90+	27.55%	26.35%	24.94%	23.14%	22.49%	21.70%	19.80%	18.71%	17.19%	15.77%	14.38%	13.14%	10.45%	9.19%	8.28%	0.00%
Limited Doc.	93.46%	93.54%	93.57%	93.44%	93.43%	93.42%	93.46%	93.38%	93.36%	93.40%	93.41%	93.43%	93.47%	93.46%	93.49%	91.83%
Credit Score	732	732	731	731	731	731	731	731	731	731	731	731	731	731	731	734
Mod # of loans	0	0	0	3	0	2	1	0	1	0	0	0	0	0	0	-
Mod Balance (M)	0	0	0	2,129	0	2,839	341	0	640	0	0	0	0	0	0	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	12.27	3.2	4.82	6.99	10.12	6.99	7.19	7.33	5.64	1.96	2.48	4.69	-	-	-	100
1 Mo. CPR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	23.73
Geo 1st %	13.4	6.3	6.9	9.1	11.9	7.5	12.2	10.1	6.5	3.6	4.3	6.8	5.1	5.4	14.1	-
Geo 2nd %	CA 61.4	CA 61.4	CA 61.1	CA 61.0	CA 61.0	CA 61.2	CA 61.3	CA 61.6	CA 61.6	CA 61.4	CA 61.3	CA 61.3	CA 61.4	CA 61.3	CA 61.3	CA 63.3
Geo 3rd %	FL 10.8	FL 11.0	FL 11.2	FL 11.3	FL 11.3	FL 11.2	FL 11.1	FL 11.1	FL 11.1	FL 11.0	FL 11.1	FL 8.6				
Geo 4th %	WA 4.8	WA 4.8	WA 4.8	WA 4.8	WA 4.9	WA 4.8	WA 4.8	WA 4.7	WA 4.7	WA 4.7	WA 4.7	WA 4.6	WA 4.6	WA 4.6	WA 4.6	WA 5.1
	AZ 2.9	AZ 2.8	AZ 2.8	AZ 2.9	AZ 2.9	AZ 2.9	AZ 2.9	AZ 3.0	AZ 3.1	IL 3.3						

**Exhibit C-4: WaMu 2006-AR17
Selected Monthly Loan Data by Mortgage Pool**

Group 2	USD Bal Wtd (Debt: WAMU 2006-AR17)	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	102,250	103,898	104,993	107,159	107,198	108,011	108,022	108,555	112,895	115,094	116,767	117,313	117,313	118,295	119,572	119,767	120,790
Pool Factor	0.848	0.658	0.665	0.679	0.684	0.684	0.684	0.688	0.716	0.729	0.74	0.743	0.749	0.751	0.751	0.759	0.765
# of Loans	158	160	162	164	164	165	165	166	172	176	178	179	180	180	181	183	184
WAC	4.353	4.408	4.469	4.497	4.545	4.573	4.615	4.626	4.661	4.695	4.76	4.825	4.865	4.865	4.917	4.111	4.131
WAM/Age	354/52	354/51	358/50	357/49	358/48	360/47	361/46	362/45	363/44	364/43	366/42	368/41	369/40	370/39	372/38	373/37	
WALTV (Amort)	69.77%	69.82%	69.85%	70.13%	70.15%	70.26%	70.26%	70.37%	70.59%	70.76%	70.80%	70.79%	70.81%	70.81%	70.83%	70.88%	71.01%
Delinq 30 days	6.34%	5.85%	5.56%	5.26%	4.36%	4.83%	3.56%	4.03%	5.56%	5.60%	4.94%	6.19%	6.19%	5.42%	3.68%	5.96%	5.17%
Delinq 60 days	3.03%	4.22%	3.58%	2.64%	2.57%	2.29%	4.76%	3.71%	1.80%	3.85%	3.69%	4.88%	4.88%	4.44%	3.85%	3.81%	3.79%
Delinq 90 days	11.30%	10.53%	10.16%	11.08%	10.21%	9.60%	8.93%	10.55%	10.15%	10.50%	8.53%	6.25%	6.25%	5.38%	5.82%	7.68%	6.97%
Bankruptcy	5.55%	3.86%	2.38%	2.34%	2.32%	4.33%	3.04%	2.92%	2.86%	3.69%	4.96%	4.96%	4.96%	3.64%	4.73%	3.57%	2.28%
Foreclosure	14.08%	13.74%	15.02%	15.95%	16.82%	17.02%	13.65%	13.75%	16.07%	14.44%	14.10%	12.58%	13.40%	13.40%	12.27%	8.37%	10.41%
REO	1.42%	2.41%	1.65%	1.13%	0.27%	0.26%	0.00%	0.00%	0.36%	0.35%	1.28%	0.92%	0.92%	0.92%	1.18%	2.12%	2.10%
Delinq 60+	35.38%	34.76%	32.79%	33.14%	32.21%	31.48%	31.69%	31.05%	31.30%	32.00%	31.29%	29.61%	27.78%	27.85%	27.85%	25.55%	25.55%
Delinq 90+	32.35%	30.54%	29.21%	30.50%	29.64%	29.20%	26.91%	27.34%	29.50%	28.15%	27.60%	24.73%	24.73%	23.34%	24.00%	21.74%	21.76%
Limited Doc.	95.06%	95.14%	95.18%	95.27%	95.27%	95.30%	95.28%	95.27%	95.45%	95.53%	95.59%	95.60%	95.60%	95.64%	95.64%	95.68%	95.73%
Credit Score	736	736	736	737	737	737	737	737	736	736	736	736	736	736	736	736	736
Mod # of Loans	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	1
Mod Balance (M)	0	0	0	0	0	0	446	0	0	0	0	393	0	0	0	0	0
Mod 1 Mo. CDR	16.92	3.2	9.38	0	8.36	0	4.19	37.65	16.16	10.59	0	0	0	3.14	10.9	9.54	0
Mod 1 Mo. EFT CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	16.97	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	17.1	11.5	21.5	0.3	8.6	0.2	5.9	38.2	19.9	16.1	5.7	10.1	2.6	11.2	9.7	10.4	
1 Mo. CPR	CA 79.3	CA 79.3	CA 79.5	CA 79.9	CA 80.0	CA 80.0	CA 80.0	CA 80.2	CA 80.7	CA 81.0	CA 80.8	CA 80.8	CA 81.0	CA 81.0	CA 81.0	CA 81.2	
Geo 1st %	FL 4.8	FL 4.7	FL 4.6	FL 4.5	FL 4.3	FL 4.2	FL 4.2	FL 4.2	FL 4.1	FL 4.1	FL 4.1	FL 4.1	FL 4.0				
Geo 2nd %	VA 2.5	VA 2.4	VA 2.4	VA 2.3	VA 2.2	VA 2.2	VA 2.1										
Geo 3rd %	NC 2.0	NC 2.0	NC 1.9	NC 1.8	NC 1.8	NC 1.7	MD 1.9										
Geo 4th %																	MD 2.0

**Exhibit C-4: Waifu 2006-AR17
Selected Monthly Loan Data by Mortgage Pool**

Group 2	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Deal: WAMU 2006-AR17)	120,818	123,332	126,103	126,678	126,681	127,724	128,034	128,372	128,499	128,630	128,746	128,637	129,310	129,164	129,692	157,860
Balance (M)	0.765	0.781	0.799	0.802	0.802	0.808	0.811	0.813	0.814	0.815	0.816	0.815	0.819	0.818	0.822	1
Pool Factor	184	194	196	196	199	200	201	202	202	203	204	204	205	205	206	263
# of Loans	4,266	4,312	4,452	4,478	4,239	4,848	4,87	5,317	5,628	6,031	6,001	5,647	5,583	5,568	5,718	4,174
WAC	374/36	374/35	376/34	377/33	378/32	379/31	380/30	381/29	382/28	383/27	384/26	385/25	386/24	386/23	388/22	408/1
WAMIAge	71.03%	71.26%	71.28%	71.32%	71.32%	71.30%	71.32%	71.28%	71.23%	71.17%	71.12%	71.05%	70.85%	70.77%	70.70%	67.70%
Delinq 30 days	5.79%	4.53%	2.76%	4.44%	7.00%	3.40%	4.01%	7.49%	8.99%	3.39%	8.23%	2.85%	2.78%	2.69%	3.89%	0.00%
Delinq 60 days	3.77%	4.19%	5.79%	5.67%	4.07%	4.84%	4.21%	6.12%	2.73%	3.10%	2.38%	1.38%	1.43%	2.16%	2.12%	0.00%
Delinq 90 days	5.78%	6.41%	4.07%	3.64%	2.62%	5.12%	6.46%	2.62%	2.47%	2.60%	2.84%	3.36%	2.73%	2.54%	1.32%	0.00%
Bankruptcy	3.15%	4.13%	3.20%	3.48%	3.72%	2.68%	2.15%	2.79%	0.83%	1.01%	0.00%	0.27%	0.00%	0.00%	0.00%	-
Foreclosure	10.41%	10.07%	10.46%	10.15%	10.39%	10.32%	7.86%	6.03%	7.70%	6.35%	7.11%	5.74%	5.39%	4.49%	4.15%	0.00%
REO	2.10%	1.96%	2.66%	1.99%	1.74%	1.76%	1.62%	1.36%	0.85%	0.77%	0.95%	0.95%	0.94%	0.68%	0.49%	0.00%
Delinq 60+	25.21%	26.76%	26.18%	24.93%	22.54%	24.72%	22.40%	19.12%	14.58%	13.83%	13.28%	11.70%	10.49%	9.87%	8.08%	0.00%
Delinq 90+	21.44%	22.57%	20.39%	19.26%	18.47%	19.88%	18.19%	13.00%	11.85%	10.73%	10.80%	10.32%	9.06%	7.71%	5.96%	0.00%
Limited Doc.	95.72%	95.80%	95.89%	95.90%	95.92%	95.93%	95.94%	95.94%	95.95%	95.95%	95.95%	95.94%	95.32%	95.32%	95.34%	93.53%
Credit Score	736	735	735	735	735	736	736	736	736	736	736	736	736	736	736	742
Mod # of loans	0	0	0	1	2	0	0	1	1	1	-	-	-	-	-	-
Mod Balance (M)	0	0	0	1,054	1,302	0	0	452	238	-	-	-	-	-	-	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	21.74	18.63	5.61	0	4.02	3.21	0	2.31	3.01	2.21	0	0	0	-	-	100
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	22.2	23.9	5.5	0.5	10.1	4.1	4.6	3.1	3.1	2.7	0.6	7.7	0.5	6.7	13.3	21.25
Geo 1st %	CA 81.2	CA 80.8	CA 80.1	CA 80.2	CA 80.2	CA 79.7	CA 79.8	CA 79.4	CA 79.4	CA 79.4	CA 79.5	CA 79.5	CA 79.5	CA 79.6	CA 79.7	CA 81.2
Geo 2nd %	FL 4.0	FL 4.6	FL 4.5	FL 4.6	FL 4.5											
Geo 3rd %	VA 2.1	VA 2.0	AZ 2.1	AZ 2.0	VA 2.0											
Geo 4th %	MD 1.9	MD 1.9	VA 2.0	VA 2.0	VA 2.0	VA 1.9	VA 1.6									

**Exhibit C-5: WAMU 2006-AR18
Selected Monthly Loan Data by Mortgage Pool**

Group 1	USD Bal Wtd (Deal: WAMU 2006-AR18)	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	453,222	458,393	464,121	470,822	476,400	480,879	490,571	499,638	504,880	513,455	521,712	526,131	529,756	540,683	545,837	552,400	
Pool Factor	0.543	0.549	0.556	0.564	0.571	0.576	0.588	0.599	0.605	0.615	0.625	0.63	0.635	0.648	0.654	0.662	
# of Loans	605	611	619	625	632	638	651	662	668	683	694	700	708	720	729	738	
WAC	5.99	6.004	6.022	6.02	6.032	6.034	6.058	6.07	6.075	6.108	6.135	6.14	6.141	6.146	6.16	6.155	
WAM/Age	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35	
WALTV (Amort)	67.98%	68.02%	68.04%	68.01%	67.92%	67.87%	67.82%	67.87%	67.85%	67.82%	67.80%	67.74%	67.74%	67.82%	67.81%	67.84%	
Delinq 30 days	3.08%	2.94%	3.49%	3.93%	3.26%	3.14%	3.10%	2.77%	3.92%	3.42%	2.85%	3.98%	2.65%	2.15%	2.50%	2.59%	
Delinq 60 days	2.45%	2.58%	2.48%	1.48%	2.43%	2.44%	2.29%	2.88%	2.02%	2.44%	2.25%	2.12%	2.15%	2.43%	2.66%	2.58%	
Delinq 90 days	10.74%	10.93%	10.73%	11.26%	10.71%	10.74%	10.63%	9.12%	9.00%	9.53%	8.72%	9.09%	9.39%	9.52%	8.68%	7.91%	
Bankruptcy	1.97%	1.91%	1.83%	1.26%	1.29%	1.49%	1.14%	1.63%	0.90%	1.29%	1.26%	1.15%	1.79%	1.97%	2.25%	1.61%	
Foreclosure	16.40%	15.86%	15.69%	15.14%	15.13%	14.48%	14.27%	14.33%	15.75%	15.31%	16.28%	15.71%	14.12%	13.20%	12.64%	13.53%	
REO	0.98%	0.80%	0.93%	0.69%	0.66%	0.84%	1.10%	1.48%	1.13%	1.67%	1.75%	1.39%	1.48%	1.87%	2.32%	1.90%	
Delinq. 60+	32.54%	32.08%	31.86%	29.83%	30.24%	29.99%	29.43%	29.45%	28.80%	30.24%	30.26%	29.46%	28.93%	28.99%	28.55%	27.53%	
Delinq. 90+	30.09%	29.50%	29.38%	28.35%	27.81%	27.55%	27.14%	26.56%	26.78%	27.80%	28.01%	27.34%	26.78%	26.56%	25.89%	24.95%	
Limited Doc.	92.36%	92.45%	92.41%	92.40%	92.49%	92.56%	92.40%	92.53%	92.61%	92.52%	92.43%	92.06%	92.05%	91.96%	91.79%	91.70%	
Credit Score	728	728	728	728	728	728	728	729	729	729	728	729	729	729	728	728	
Mod # of loans	0	0	1	0	0	3	3	3	14	8	0	1	1	3	0	0	
Mod Balance (M)	0	0	652	0	1,658	1606	1631	8,141	4,758	0	447	615	1573	0	0	0	
Mod 1 Mo. CDR	4.56	6.01	0	3.81	4.46	9.48	12.43	6.04	10.2	8.88	1.55	2.72	13.23	5.52	5.15	1.14	
Mod 1 Mo. Eff CDR	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
Arm Collat. %	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	1.06	
Balance < 417	12.7	13.8	15.9	13.2	10.6	21.3	19.7	11.7	18.3	17.4	9.6	7.9	21.7	10.7	13.3	5.2	
1 Mo. CPR	CA 74.3	CA 74.0	CA 73.5	CA 73.5	CA 73.4	CA 72.7	CA 72.1	CA 71.7	CA 71.5	CA 71.0	CA 70.9	CA 71.0	CA 70.8	CA 70.9	CA 70.9	CA 70.8	
Geo 1st %	WA 3.8	WA 3.7	WA 3.6	WA 3.6	WA 3.7	WA 3.9	WA 4.3	WA 4.2	WA 4.3	WA 4.2	WA 4.2	WA 4.2	WA 4.2	WA 4.1	WA 4.0	WA 4.0	
Geo 2nd %	MA 3.5	MA 3.4	MA 3.3	MA 3.3	MA 3.3	MA 3.6	MA 3.5	MA 3.7	MA 3.6	MA 3.5	MA 3.6	MA 3.6					
Geo 3rd %	FL 2.9	FL 2.9	FL 2.9	NY 2.8	NY 2.8	NY 2.8	NY 3.1	NY 3.0	NY 3.0	NY 2.9	NY 3.1	NY 3.1	NY 3.0	NY 3.0	NY 3.0	NY 3.0	
Geo 4th %																	IL 3.1

**Exhibit C-5: Waifu 2006-AR18
Selected Monthly Loan Data by Mortgage Pool**

Group 1	10/2008	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Deal: WAMU 2006-AR18)	554,879	562,227	571,910	582,895	586,855	591,350	600,989	604,939	610,678	612,165	618,107	619,744	622,278	622,995	624,468	834,685
Balance (M)	0.665	0.674	0.685	0.698	0.703	0.708	0.72	0.725	0.732	0.733	0.741	0.742	0.746	0.746	0.748	1
Pool Factor	742	753	765	781	788	799	805	810	812	812	818	820	824	825	826	1,041
# of Loans	6,156	6,154	6,156	6,156	6,168	6,172	6,178	6,182	6,192	6,196	6,211	6,214	6,215	6,217	6,217	6,247
WAC	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	340/20	360/0
WAM/Age	67.79%	67.65%	67.48%	67.29%	67.29%	67.29%	67.09%	67.00%	66.97%	67.01%	66.97%	66.95%	66.97%	66.95%	67.00%	66.73%
Delinq 30 days	2.98%	2.82%	3.62%	3.68%	4.31%	3.51%	5.10%	5.52%	5.38%	4.99%	4.03%	4.07%	1.89%	2.24%	1.42%	0.00%
Delinq 60 days	3.08%	2.85%	3.07%	3.23%	3.63%	3.63%	4.49%	4.15%	4.29%	2.96%	2.23%	0.92%	1.39%	1.12%	0.69%	0.00%
Delinq 90 days	6.52%	5.79%	4.65%	4.85%	5.26%	5.40%	4.09%	3.96%	2.96%	2.69%	2.39%	2.46%	1.53%	1.16%	1.08%	0.00%
Bankruptcy	1.30%	1.43%	1.30%	0.87%	0.94%	0.61%	0.21%	0.12%	0.12%	0.12%	0.12%	0.28%	0.12%	0.12%	0.12%	0.12%
Foreclosure	13.40%	12.73%	13.05%	12.27%	10.63%	9.16%	7.60%	5.67%	4.29%	3.37%	2.16%	1.59%	1.56%	1.74%	1.34%	0.00%
REO	1.87%	1.66%	1.29%	0.98%	0.88%	0.45%	0.66%	0.66%	0.65%	0.50%	0.57%	0.81%	0.61%	0.47%	0.47%	0.00%
Delinq, 60+	26.17%	24.16%	23.35%	22.20%	20.73%	19.25%	17.05%	14.56%	12.31%	9.24%	7.47%	5.76%	5.23%	4.61%	3.70%	0.00%
Delinq, 90+	23.09%	21.61%	20.28%	18.97%	17.71%	15.62%	12.56%	10.41%	8.02%	6.68%	5.24%	4.94%	3.84%	3.49%	3.01%	0.00%
Limited Doc.	91.62%	91.66%	91.60%	91.93%	91.98%	91.96%	91.99%	91.95%	91.60%	91.61%	91.60%	91.48%	91.51%	91.45%	91.47%	91.23%
Credit Score	728	728	729	729	729	729	729	730	730	730	730	730	730	730	730	730
Mod # of loans	0	0	0	1	1	2	4	4	2	2	5	2	2	2	2	0
Mod Balance (M)	0	0	0	1,608	681	1,343	0	2765	1241	2804	-	-	-	-	-	-
Mod 1 Mo. CDR	2.57	8.55	0.92	1.03	0	3.75	0	0.83	0	0.99	1.66	0	0	0	0	0
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	14.6	18.5	20.4	7.8	8.7	17.6	7.6	10.7	2.8	10.9	3.1	4.8	1.2	3	15.1	-
Geo 1st %	CA 71.0	CA 71.0	CA 70.9	CA 70.9	CA 70.9	CA 70.8	CA 70.7	CA 70.5	CA 70.1	CA 70.0	CA 70.2	CA 70.2	CA 70.3	CA 70.4	CA 70.3	CA 68.5
Geo 2nd %	WA 4.0	WA 4.0	WA 3.9	WA 3.8	WA 3.9	WA 3.9	WA 4.1	WA 4.1	WA 4.1	WA 4.1	WA 4.0	WA 4.0	WA 4.0	WA 3.9	WA 4.1	IL 4.3
Geo 3rd %	MA 3.6	MA 3.5	MA 3.5	MA 3.5	MA 3.6	MA 3.5	MA 3.7	MA 3.7	MA 3.6	MA 3.7	MA 3.7	MA 3.7	MA 3.7	MA 3.6	MA 3.7	MA 4.1
Geo 4th %	IL 3.1	IL 3.2	IL 3.4	IL 3.3	IL 3.5	WA 3.9										

**Exhibit C-5: WaMu 2006-AR18
Selected Monthly Loan Data by Mortgage Pool**

Group 2	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2006-AR18)	173,517	174,341	176,679	177,055	178,988	184,193	187,017	189,479	191,473	195,925	197,712	201,900	203,490	204,389	205,857	208,064
Balance (M)	0.57	0.573	0.58	0.581	0.588	0.605	0.614	0.622	0.629	0.643	0.649	0.663	0.668	0.671	0.676	0.687
Pool Factor	239	240	244	245	248	253	257	261	263	267	269	274	277	278	280	285
# of Loans	6,254	6,255	6,252	6,252	6,267	6,294	6,295	6,327	6,324	6,342	6,354	6,352	6,351	6,35	6,348	6,349
WAC	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35
WAMIAge	68.14%	68.21%	68.08%	68.04%	67.95%	67.55%	67.60%	67.59%	67.73%	67.70%	67.74%	67.49%	67.49%	67.53%	67.51%	67.43%
WALTY (Amort)	1.74%	2.73%	1.28%	2.29%	2.05%	3.30%	1.46%	3.52%	3.12%	2.64%	2.84%	2.51%	2.60%	1.16%	2.57%	1.42%
Delinq 30 days	0.29%	0.85%	0.92%	1.70%	1.65%	1.38%	2.12%	1.22%	1.90%	1.02%	0.55%	1.46%	2.37%	2.80%	1.84%	3.24%
Delinq 60 days	6.51%	7.81%	9.28%	8.48%	9.64%	10.13%	9.61%	9.07%	7.55%	7.59%	7.71%	7.46%	7.86%	7.03%	6.73%	5.40%
Delinq 90 days	1.53%	1.16%	0.88%	1.46%	1.45%	1.08%	1.33%	1.08%	0.58%	0.30%	0.30%	0.00%	0.00%	0.23%	0.23%	0.23%
Bankruptcy	12.47%	11.63%	9.33%	8.73%	8.33%	8.16%	7.41%	6.56%	9.00%	10.71%	10.63%	10.32%	8.78%	8.75%	8.40%	7.80%
Foreclosure	1.12%	0.84%	0.89%	0.82%	0.81%	1.13%	1.12%	0.58%	1.09%	1.03%	0.74%	1.18%	1.39%	0.94%	0.93%	1.15%
REO	21.92%	22.09%	21.24%	21.19%	20.89%	21.88%	21.59%	20.51%	20.12%	20.65%	20.13%	20.42%	20.40%	19.75%	18.73%	17.82%
Delinq, 90+	21.63%	21.24%	20.32%	19.49%	19.23%	20.50%	19.47%	19.29%	18.22%	19.63%	19.58%	18.96%	18.03%	16.95%	16.29%	14.58%
Limited Doc.	89.38%	89.43%	88.77%	88.60%	88.72%	88.07%	88.55%	87.99%	88.11%	88.10%	88.17%	88.09%	88.18%	88.23%	88.30%	88.14%
Credit Score	730	730	730	730	730	730	730	729	730	730	730	730	730	730	730	730
Mod # of loans	0	0	0	0	1	0	1	1	3	2	0	0	0	0	0	0
Mod Balance (M)	0	0	0	0	785	0	1,049	477	1,592	919	0	0	0	0	0	0
Mod 1 Mo. CDR	0	0	0	0	6.96	8.72	3.57	9.15	14.81	0	5.28	5.49	0	0	2.8	0
Mod 1 Mo. Eff CDR	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Arm Collat. %	1.22	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Balance < 417	5.4	14.7	2.4	12.1	29	16.6	14.4	11.7	24	10.2	22.2	8.9	5.1	8.1	16.8	5.8
1 Mo. CPR	CA 67.6	CA 67.3	CA 67.5	CA 67.3	CA 66.6	CA 65.0	CA 64.8	CA 64.9	CA 65.0	CA 65.8	CA 65.4	CA 64.5	CA 64.8	CA 64.5	CA 64.8	CA 64.7
Geo 1st %	WA 6.2	WA 6.2	WA 6.1	WA 6.1	WA 6.0	WA 7.2	WA 7.1	WA 7.0	WA 7.0	WA 6.6	WA 7.3	WA 7.6	WA 7.6	WA 7.6	WA 7.5	WA 7.5
Geo 2nd %	NY 3.8	NY 3.8	NY 4.0	NY 4.0	NY 4.0	NY 3.9	NY 4.1	NY 4.1	NY 4.1	NY 4.0	NY 4.0	FL 4.1	FL 4.1	FL 4.1	FL 4.0	NY 4.0
Geo 3rd %	FL 3.4	FL 3.4	FL 3.4	FL 3.4	FL 3.8	FL 3.7	FL 3.7	FL 3.6	FL 3.8	FL 3.7	FL 3.7	NY 3.9	NY 3.9	NY 3.9	NY 3.8	FL 4.0
Geo 4th %																

**Exhibit C-5: WaMu 2006-AR18
Selected Monthly Loan Data by Mortgage Pool**

Group 2	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2006-AR18)	210,132	211,220	214,119	214,898	219,796	221,301	223,573	226,246	226,840	229,218	232,211	233,995	236,345	240,436	241,620	304,509
Balance (M)	0.69	0.684	0.703	0.706	0.722	0.727	0.734	0.743	0.745	0.753	0.763	0.768	0.783	0.79	0.793	1
Pool Factor	287	289	294	295	301	303	307	310	311	315	319	321	326	329	330	397
# of Loans	6.35	6.35	6.347	6.346	6.348	6.359	6.366	6.365	6.365	6.365	6.365	6.364	6.366	6.367	6.368	6,391
WAC	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	340/20	360/0
WAMI/Age	67.37%	67.31%	67.28%	67.16%	67.23%	67.25%	67.26%	67.24%	67.23%	67.07%	66.86%	66.81%	66.88%	66.86%	66.90%	67.47%
WALTV (Amort)	5.32%	4.98%	3.00%	2.61%	3.99%	2.54%	2.56%	2.12%	2.74%	2.70%	2.43%	3.94%	2.82%	2.95%	2.14%	0.00%
Delinq 30 days	2.15%	2.23%	1.04%	2.87%	0.84%	2.93%	2.15%	2.56%	2.81%	2.13%	2.06%	0.92%	1.00%	0.52%	0.61%	0.00%
Delinq 60 days	5.18%	3.72%	4.95%	2.70%	3.05%	2.00%	2.38%	2.59%	1.04%	1.67%	1.93%	1.81%	0.75%	0.38%	0.60%	0.00%
Delinq 90 days	0.23%	0.44%	0.49%	0.48%	0.48%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Bankruptcy	6.53%	6.29%	4.24%	4.64%	4.98%	5.46%	4.96%	4.00%	3.56%	2.25%	1.21%	0.35%	0.35%	0.86%	0.00%	*
Foreclosure	1.15%	1.39%	1.62%	1.19%	0.94%	0.38%	0.37%	0.37%	0.37%	0.36%	0.36%	0.36%	0.35%	0.35%	0.35%	0.00%
REO	15.24%	14.07%	12.34%	11.89%	10.29%	10.77%	10.07%	9.31%	7.87%	6.41%	5.56%	3.48%	2.48%	2.11%	1.82%	0.00%
Delinq_90+	13.09%	11.84%	11.30%	9.02%	9.45%	7.84%	7.92%	6.75%	4.97%	4.28%	3.50%	2.56%	1.48%	1.59%	1.21%	0.00%
Limited Doc.	88.19%	88.24%	88.39%	88.43%	88.16%	88.23%	88.34%	87.75%	87.78%	87.80%	88.05%	88.13%	88.11%	88.17%	88.22%	87.87%
Credit Score	730	730	731	731	731	731	731	732	732	732	732	732	733	733	733	735
Mod # of loans	0	0	0	1	1	0	0	0	1	0	0	0	0	0	0	0
Mod Balance (M)	0	0	0	648	823	0	0	0	432	0	0	0	0	0	0	0
Mod 1 Mo. CDR	2.96	2.89	0	7.27	4.44	2.68	0	0	0	0	0	2.75	0	0	0	0
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	5.9	15	4.2	23.6	7.8	11.5	13.2	3	11.7	14.3	8.7	19.8	9.9	5.6	9	0.24
Geo 1st %	CA 64.8	CA 65.2	CA 65.3	CA 65.8	CA 65.4	CA 65.2	CA 64.7	CA 64.7	CA 65.3	CA 65.6	CA 65.3	CA 64.4				
Geo 2nd %	WA 7.5	WA 7.7	WA 7.6	WA 7.5	WA 7.4	WA 7.5	WA 7.4	WA 7.4	WA 7.4	WA 7.3	WA 7.2	WA 7.2	WA 7.1	WA 7.0	WA 7.0	WA 7.8
Geo 3rd %	NY 4.0	NY 4.0	NY 3.9	NY 3.9	NY 3.8	NY 4.0	NY 4.0	NY 4.0	NY 4.0	NY 3.9	NY 4.3	NY 4.2	NY 4.2	NY 4.1	NY 4.1	NY 3.8
Geo 4th %	FL 4.0	FL 4.0	FL 3.9	FL 3.9	FL 3.8	FL 4.0	FL 4.0	FL 3.9	FL 3.9	FL 3.9	FL 4.0	FL 4.0	FL 3.9	FL 3.9	FL 3.9	FL 3.6

**Exhibit C-5: WaMu 2006-AR18
Selected Monthly Loan Data by Mortgage Pool**

Group 3	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2006-AR18)	266,808	270,341	274,321	278,452	285,382	287,428	291,518	299,112	305,849	307,137	312,143	314,360	319,815	327,283	331,387	332,684
Balance (M)	0.619	0.627	0.636	0.646	0.662	0.667	0.676	0.684	0.71	0.713	0.724	0.729	0.742	0.759	0.772	0.772
Pool Factor	346	350	355	360	367	371	377	388	395	397	402	405	410	420	425	427
# of Loans	5,984	5,992	6	6,017	6,05	6,057	6,077	6,089	6,108	6.1	6,115	6,122	6,123	6,127	6,136	6,134
WAC	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35
WAMU/Age	67.87%	67.84%	67.83%	67.78%	67.58%	67.56%	67.35%	67.38%	67.43%	67.46%	67.41%	67.40%	67.53%	67.49%	67.49%	67.52%
Delinq 30 days	1.96%	2.66%	2.17%	2.84%	1.73%	2.53%	2.20%	2.15%	1.79%	1.88%	1.53%	2.29%	3.34%	1.80%	2.45%	2.03%
Delinq 60 days	0.46%	1.23%	1.63%	1.34%	1.29%	1.20%	0.67%	0.53%	0.84%	1.46%	1.62%	2.05%	1.37%	1.37%	2.11%	2.16%
Delinq 90 days	10.23%	10.16%	9.57%	9.43%	9.79%	9.21%	9.60%	9.73%	9.25%	8.27%	8.60%	7.11%	7.46%	6.78%	5.19%	4.64%
Bankruptcy	0.26%	0.43%	0.17%	0.68%	0.67%	0.66%	0.20%	0.49%	0.00%	0.19%	0.00%	0.54%	1.33%	1.13%	0.67%	1.02%
Foreclosure	8.13%	7.60%	7.56%	6.79%	6.79%	7.09%	7.94%	8.62%	8.92%	9.70%	9.67%	9.71%	7.40%	8.25%	8.90%	8.93%
REO	1.23%	1.05%	1.56%	1.56%	1.29%	1.29%	1.09%	1.47%	0.29%	0.44%	0.43%	0.28%	0.96%	1.03%	0.88%	0.58%
Delinq 60+	20.31%	20.53%	20.51%	19.80%	19.83%	19.45%	20.54%	20.54%	20.30%	20.06%	20.38%	19.69%	18.52%	18.56%	17.75%	17.33%
Delinq 90+	19.85%	19.24%	18.88%	18.46%	18.25%	18.33%	20.01%	19.46%	18.60%	18.60%	18.76%	17.64%	17.15%	17.19%	15.64%	15.17%
Limited Doc.	87.21%	86.74%	86.82%	87.11%	87.43%	87.51%	87.21%	87.37%	86.60%	86.65%	86.49%	86.52%	86.55%	85.74%	85.90%	85.95%
Credit Score	738	738	739	739	739	739	740	740	740	740	740	740	740	741	741	741
Mod # of loans	0	0	2	2	1	1	3	3	0	2	1	0	0	1	1	0
Mod Balance (M)	0	0	940	-	487	477	2,018	1,677	0	1,000	732	0	644	748	0	0
Mod 1 Mo. CDR	4.77	6.35	2.05	2.93	2.12	3.82	14.73	0	1.83	4.23	0	4.58	12.53	0	1.61	0
Mod 1 Mo. Eff CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	1.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	14.2	16	16.5	25.5	8.2	15.6	26.5	23.4	4.9	17.6	8.1	18.6	24.2	13.9	4.6	10.7
1 Mo. CPR	CA 81.7	CA 82.0	CA 81.7	CA 81.9	CA 81.7	CA 81.5	CA 81.7	CA 82.0	CA 82.1	CA 82.1	CA 82.1	CA 82.2	CA 81.9	CA 82.0	CA 81.9	CA 81.9
Geo 1st %	NY 5.1	NY 5.1	NY 5.0	NY 4.9	NY 4.8	NY 4.8	NY 4.7	NY 4.7	NY 5.0	NY 5.0	NY 4.9	NY 4.9	NY 5.2	NY 5.1	NY 5.0	NY 5.0
Geo 2nd %	WA 4.5	WA 4.4	WA 4.3	WA 4.3	WA 4.2	WA 4.2	WA 4.1	WA 4.0	WA 3.9	WA 3.9	WA 3.8	WA 3.8	WA 3.9	WA 3.8	WA 4.0	WA 4.1
Geo 3rd %	CT 1.9	CT 1.8	CO 2.1	CO 2.0	CO 2.0	CO 2.0	CO 1.9	CO 1.9	CO 1.8	CO 1.7	CO 1.7	CO 1.7				
Geo 4th %																

**Exhibit C-6: Waifu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 1	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Deal: WAMU 2007-HY1)	357,579	365,719	372,308	375,139	375,500	381,736	386,989	388,387	401,937	408,062	420,253	426,556	435,409	440,728	444,645	451,207
Balance (M)	0.543	0.568	0.566	0.57	0.571	0.58	0.588	0.605	0.611	0.62	0.639	0.648	0.662	0.67	0.678	0.686
Pool Factor	487	499	509	514	515	521	527	541	547	554	567	576	585	592	599	607
# of Loans	5,959	5,98	5,993	5,992	5,992	5,999	6,021	6,043	6,068	6,101	6,131	6,164	6,179	6,178	6,172	6,177
WAC	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35
WAMA/Age	68.70%	68.68%	68.72%	68.75%	68.71%	68.79%	68.96%	68.89%	68.85%	68.91%	68.63%	68.55%	68.55%	68.54%	68.50%	68.36%
WALTY (Amort)	3.03%	3.32%	2.33%	2.44%	1.91%	2.12%	2.69%	3.40%	3.70%	3.77%	3.11%	3.59%	4.14%	4.17%	2.73%	2.25%
Delinq 30 days	1.91%	1.78%	1.95%	1.83%	1.59%	2.59%	2.05%	2.96%	1.66%	2.53%	2.43%	1.35%	1.53%	1.99%	2.31%	3.78%
Delinq 60 days	11.14%	11.84%	12.16%	13.16%	13.54%	12.97%	13.03%	11.34%	11.27%	10.44%	9.78%	10.48%	9.90%	8.70%	8.68%	7.10%
Delinq 90 days	1.97%	2.26%	1.74%	2.17%	2.28%	1.41%	1.55%	1.31%	1.24%	1.53%	2.09%	1.76%	1.26%	1.05%	0.91%	1.50%
Bankruptcy	18.52%	17.20%	16.97%	14.45%	13.39%	14.14%	14.03%	13.93%	14.78%	14.73%	14.69%	14.56%	14.01%	15.03%	14.80%	14.62%
Foreclosure	1.19%	1.71%	1.54%	1.89%	1.75%	1.71%	1.77%	2.32%	1.82%	2.46%	2.17%	2.19%	2.95%	2.54%	2.56%	2.00%
REC	34.73%	34.75%	34.36%	33.50%	32.55%	32.82%	32.43%	31.66%	31.71%	31.16%	31.16%	30.34%	29.65%	29.31%	29.06%	29.00%
Delinq, 60+	32.82%	33.01%	32.41%	31.67%	30.96%	30.23%	30.38%	28.50%	29.11%	29.18%	28.73%	28.99%	28.12%	27.32%	26.75%	25.22%
Delinq, 90+	89.50%	89.73%	89.91%	89.85%	89.37%	89.50%	89.44%	89.53%	89.55%	89.46%	89.62%	89.62%	89.53%	89.66%	89.38%	89.44%
Limited Doc.	723	723	723	723	723	724	724	724	724	724	725	725	725	725	726	726
Credit Score	0	0	0	0	1	4	2	4	5	7	5	2	2	1	1	0
Mod # of loans	0	0	0	0	465	2,421	961	2,103	2,850	4,109	2,842	1,329	700	0	563	0
Mod Balance (M)	13.37	8.09	5.66	0	13.07	7.04	14.82	6.35	12.62	5.85	7.13	9.17	7.02	3.55	9.33	8.37
Mod 1 Mo. CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	0.67	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	23.7	19.3	8.7	1.1	17.9	15.1	29.4	10.1	16.6	29.7	16.3	21.8	13.5	10.1	16.1	22.3
Balance < 417	CA 67.5	CA 67.4	CA 67.8	CA 67.9	CA 67.8	CA 67.9	CA 67.7	CA 67.7	CA 67.6	CA 67.7	CA 67.0	CA 67.3	CA 67.5	CA 67.4	CA 67.3	CA 66.9
1 Mo. CPR	FL 5.3	FL 5.5	FL 5.5	FL 5.4	FL 5.5	FL 5.6	FL 5.9	FL 5.9	FL 6.0	FL 5.9	FL 5.8	FL 5.7	FL 5.6	FL 5.5	FL 5.6	FL 5.5
Geo 1st %	NY 4.2	NY 4.3	NY 4.2	NY 4.3	NY 4.3	NY 4.2	WA 4.4	WA 4.2	WA 4.2	WA 4.1	NY 4.1	NY 4.0	NY 4.4	NY 4.3	NY 4.4	NY 4.9
Geo 2nd %	WA 4.1	WA 4.0	WA 4.0	WA 3.9	WA 3.9	WA 3.9	NY 4.2	NY 4.1	NY 4.0	NY 4.0	WA 4.0	WA 4.0	WA 3.9	WA 4.0	WA 4.0	WA 3.9
Geo 3rd %																
Geo 4th %																

**Exhibit C-6: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 1	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2007-HY1)	460,817	473,487	479,270	482,881	495,380	505,104	512,589	516,450	519,627	522,906	525,714	527,642	530,606	530,787	537,839	657,999
Balance (M)	0.7	0.72	0.728	0.734	0.753	0.768	0.779	0.785	0.78	0.795	0.799	0.802	0.806	0.807	0.817	1
Pool Factor	616	630	636	638	651	661	670	676	682	687	691	695	698	698	704	832
# of Loans	6,175	6,172	6,178	6,178	6,186	6,187	6,193	6,194	6,197	6,198	6,206	6,21	6,212	6,212	6,213	6,232
WAC	326/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	340/20	359/1
WAMIAge	68.23%	68.03%	68.11%	68.09%	68.09%	67.86%	67.84%	67.77%	67.52%	67.83%	67.86%	67.84%	67.83%	67.83%	67.83%	67.91%
WALTV (Amort)	3.47%	3.07%	3.63%	3.44%	3.32%	3.49%	3.23%	3.51%	4.60%	4.54%	5.59%	5.39%	2.56%	4.38%	2.43%	0.00%
Delinq 30 days	3.28%	3.13%	2.44%	2.74%	2.46%	3.25%	3.67%	3.50%	4.44%	3.72%	4.18%	1.72%	2.16%	1.28%	0.70%	0.00%
Delinq 60 days	7.02%	5.50%	4.73%	4.44%	4.88%	4.56%	4.26%	5.23%	4.49%	4.41%	2.05%	2.12%	0.95%	1.53%	1.72%	0.00%
Delinq 90 days	1.86%	1.92%	1.44%	1.43%	1.45%	0.95%	0.59%	0.73%	0.37%	0.35%	0.21%	0.53%	0.00%	0.00%	0.00%	-
Bankruptcy	13.87%	13.62%	13.56%	12.83%	12.02%	12.10%	10.84%	8.25%	6.47%	4.83%	4.58%	4.32%	4.48%	3.56%	3.45%	0.00%
Foreclosure	2.30%	3.03%	3.50%	3.55%	3.22%	1.93%	2.07%	2.18%	2.55%	2.36%	2.16%	1.76%	1.89%	1.76%	1.54%	0.00%
REO	28.33%	27.20%	25.67%	24.99%	23.85%	22.79%	21.43%	19.89%	18.33%	15.67%	13.18%	10.48%	9.48%	8.15%	7.41%	0.00%
Delinq, 60+	25.05%	24.07%	23.23%	22.25%	21.37%	19.54%	17.66%	16.39%	13.89%	11.95%	9.00%	8.79%	7.32%	6.87%	6.71%	0.00%
Delinq, 90+	89.66%	89.94%	89.94%	89.51%	89.66%	89.84%	89.90%	89.87%	89.93%	89.99%	90.04%	89.95%	90.01%	90.01%	90.14%	90.28%
Limited Doc.	726	726	726	726	727	728	728	728	728	728	728	728	728	728	728	729
Credit Score	0	0	1	0	1	0	1	0	2	1	1	1	1	-	-	-
Mod # of loans	0	0	2,017	0	670	0	456	0	1,218	460	448	507	-	-	-	-
Mod Balance (M)	0	0	2,017	0	670	0	456	0	1,218	460	448	507	-	-	-	-
Mod 1 Mo. CDR	14	11.96	2.46	9.93	3.64	7.01	2.45	5.72	2.98	2.42	3	2.78	-	-	-	-
Mod 1 Mo. EFCDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	27.8	13.5	8.6	26.4	20.8	16.2	8.6	7.1	7.3	6.2	4.3	6.5	0.4	14.3	15	0.05
Geo 1st %	CA 67.4	CA 67.1	CA 66.5	CA 66.5	CA 66.0	CA 65.8	CA 65.5	CA 65.4	CA 65.4	CA 65.3	CA 65.2	CA 65.2	CA 64.9	CA 64.9	CA 64.4	CA 62.8
Geo 2nd %	FL 5.4	FL 5.4	FL 5.3	FL 5.3	FL 5.3	FL 5.2	FL 5.1	FL 5.0	FL 4.9	IL 5.4						
Geo 3rd %	NY 4.8	NY 4.7	NY 4.8	NY 4.8	NY 4.8	NY 4.7	NY 5.0	NY 4.9	NY 5.1							
Geo 4th %	WA 3.9	WA 3.8	WA 3.7	WA 3.7	WA 3.7	IL 3.9	IL 4.0	IL 4.1	IL 4.1	IL 4.2	IL 4.3	IL 4.3	IL 4.3	IL 4.3	IL 4.2	FL 4.5

**Exhibit C-6: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 2	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2007-HY1)	428,786	432,217	438,682	446,219	453,274	458,170	461,176	469,192	473,772	480,718	486,243	492,983	501,578	510,045	517,140	522,174
Balance (M)	0.571	0.575	0.584	0.594	0.603	0.61	0.614	0.625	0.631	0.64	0.647	0.656	0.668	0.679	0.688	0.695
Pool Factor	596	600	608	618	627	632	636	648	656	662	669	676	685	696	706	714
# of Loans	6,075	6,081	6,094	6,106	6,117	6,121	6,131	6,157	6,172	6,185	6,196	6,197	6,208	6,207	6,21	6,209
WAC	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35
WAM/Age	67.20%	67.23%	67.09%	67.01%	67.03%	67.10%	67.08%	67.15%	67.09%	67.01%	67.02%	66.98%	66.81%	66.71%	66.56%	66.60%
WALTV (Amort)	1.95%	2.04%	3.84%	3.15%	3.33%	4.62%	3.21%	4.00%	3.91%	3.33%	4.02%	4.27%	3.94%	3.02%	2.56%	2.77%
Delinq 30 days	2.50%	3.11%	2.25%	2.42%	2.59%	0.91%	1.97%	1.59%	2.02%	1.98%	3.08%	2.04%	3.00%	2.25%	2.30%	2.54%
Delinq 60 days	8.03%	7.92%	8.24%	7.81%	7.71%	8.21%	7.48%	8.03%	7.43%	8.00%	5.84%	6.44%	4.99%	4.92%	4.30%	4.19%
Delinq 90 days	0.71%	0.64%	0.63%	0.50%	0.49%	0.67%	0.66%	0.43%	0.43%	0.69%	0.55%	0.42%	0.55%	0.71%	0.49%	0.83%
Bankruptcy	13.62%	13.16%	12.58%	13.01%	12.51%	12.52%	12.23%	12.06%	12.37%	10.54%	11.02%	10.37%	9.95%	9.83%	9.75%	9.20%
Foreclosure	0.72%	0.86%	0.87%	0.71%	0.71%	0.39%	0.30%	0.60%	0.72%	0.71%	0.66%	0.63%	0.85%	0.71%	1.01%	0.80%
REO	25.58%	25.71%	24.57%	24.45%	24.01%	22.70%	22.84%	22.71%	22.97%	21.92%	21.15%	19.90%	19.34%	18.43%	17.85%	17.56%
Delinq, 60+	23.08%	22.60%	22.32%	22.03%	21.42%	21.79%	20.67%	21.12%	20.95%	19.94%	18.07%	17.86%	16.34%	16.17%	15.55%	15.02%
Delinq, 90+	92.44%	92.15%	92.05%	92.01%	91.76%	91.69%	91.71%	91.85%	91.92%	91.90%	91.99%	92.10%	91.53%	91.53%	91.55%	91.62%
Limited Doc.	731	731	732	732	732	732	733	733	733	733	733	734	735	735	735	735
Credit Score	0	0	2	2	2	3	3	5	4	4	4	1	2	1	0	0
Mod # of loans	0	0	2	2	3	3	5	4	4	4	4	1	2	1	0	0
Mod Balance (M)	5.87	4.06	6.52	4.35	6.26	5.85	9.97	1.680	3.161	2.191	2.300	527	1,026	533	621	0
Mod 1 Mo. CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	1.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ann Collat. %	9.1	16.3	18.5	17.1	12.1	7.5	18.7	11	16	12.8	15.2	18.7	18.2	15.2	10.9	16.3
Balance < 417	CA 79.2	CA 79.1	CA 79.3	CA 79.2	CA 78.9	CA 79.1	CA 79.1	CA 79.1	CA 78.5	CA 78.1	CA 78.3	CA 78.4	CA 78.2	CA 78.0	CA 78.0	CA 78.1
1 Mo. CPR	FL 3.5	FL 3.4	FL 3.5	FL 3.4	FL 3.4	FL 3.3	FL 3.3	FL 3.2	FL 3.2	FL 3.2	FL 3.2	FL 3.1	FL 3.1	FL 3.0	FL 3.0	FL 3.1
Geo 1st %	WA 3.1	WA 3.2	WA 3.1	WA 3.2	WA 3.2	WA 3.1	WA 3.1	WA 3.2	WA 3.5	WA 3.6	WA 3.6	WA 3.6	WA 3.5	WA 3.5	WA 3.4	WA 3.5
Geo 2nd %	NY 2.5	NY 2.4	NY 2.5	NY 2.4	IL 2.5	IL 2.5	IL 2.5	IL 2.4	FL 3.0	FL 3.0	FL 3.1	FL 3.1				
Geo 3rd %																
Geo 4th %																

**Exhibit C-6: Waifu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 2	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wid (Debt: WAMU 2007-HY1)	529,299	535,378	543,227	551,903	559,694	573,432	578,226	583,814	585,773	581,505	593,361	593,575	594,492	595,536	598,740	751,177
Balance (M)	0.705	0.713	0.723	0.735	0.745	0.763	0.777	0.787	0.78	0.787	0.791	0.79	0.791	0.793	0.797	1
Pool Factor	725	734	744	755	769	787	793	799	802	811	813	813	814	815	819	951
# of Loans	6,208	6,208	6,205	6,208	6,208	6,208	6,212	6,22	6,226	6,234	6,238	6,238	6,24	6,241	6,243	6,254
WAC	328/34	327/33	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	340/20	359/1
WAM/AGE	66.61%	66.53%	66.53%	66.42%	66.29%	66.21%	66.18%	66.03%	66.02%	66.03%	66.04%	66.06%	66.06%	66.06%	66.10%	66.85%
WALTY (Amort)	3.70%	3.62%	2.20%	2.51%	3.01%	2.37%	3.08%	3.63%	3.91%	2.95%	2.70%	2.76%	3.60%	1.78%	1.60%	0.00%
Delinq 30 days	1.95%	1.13%	2.05%	1.67%	1.84%	3.07%	2.94%	2.85%	2.71%	1.56%	1.63%	1.02%	0.50%	0.43%	0.82%	0.00%
Delinq 60 days	4.22%	4.13%	3.96%	3.77%	2.96%	2.18%	2.09%	2.65%	1.57%	1.57%	1.61%	0.75%	0.68%	0.42%	0.42%	0.00%
Delinq 90 days	0.72%	0.81%	0.37%	0.09%	0.20%	0.08%	0.00%	0.08%	0.00%	0.00%	0.00%	0.09%	0.09%	0.00%	0.00%	0.00%
Bankruptcy	8.23%	8.39%	8.10%	7.61%	7.28%	6.23%	5.30%	3.39%	2.82%	2.73%	1.82%	1.86%	1.72%	1.98%	1.64%	0.00%
Foreclosure	1.15%	0.94%	0.55%	0.72%	0.79%	0.91%	0.81%	0.80%	1.03%	0.83%	0.76%	0.43%	0.43%	0.29%	0.29%	0.00%
REO	16.17%	15.40%	15.05%	13.86%	13.05%	12.47%	11.14%	9.87%	8.13%	6.69%	5.82%	4.15%	3.42%	3.12%	3.17%	0.00%
Delinq_60+	14.32%	14.27%	13.00%	12.19%	11.21%	9.40%	8.20%	6.92%	5.42%	5.13%	4.19%	3.13%	2.92%	2.69%	2.35%	0.00%
Delinq_90+	91.62%	91.59%	91.71%	91.78%	91.89%	91.22%	91.21%	91.05%	91.07%	91.16%	90.98%	90.98%	90.90%	90.91%	90.96%	90.15%
Limited Doc.	735	735	735	735	735	736	736	736	736	736	736	736	736	736	736	737
Credit Score	0	0	0	0	0	1	1	4	2	-	-	-	-	-	-	-
Mod # of loans	0	0	0	0	0	0	967	495	2,428	1,183	-	-	-	-	-	-
Mod Balance (M)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mod 1 Mo. CDR	5.93	0	3.14	4.37	4.54	0	0	3.53	4.69	0	0	0	0	0	0	0
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.19
1 Mo. CPR	12.8	16	17.3	15.5	25.2	9.5	10.9	3.9	11	3.7	0.4	1.8	2	6.2	14.6	-
Geo 1st %	CA 77.7	CA 77.6	CA 77.6	CA 77.5	CA 77.4	CA 77.3	CA 77.3	CA 77.5	CA 77.6	CA 77.8	CA 77.7	CA 77.3				
Geo 2nd %	WA 3.5	WA 3.6	WA 3.5	WA 3.6	WA 3.6	WA 3.7	WA 3.6	WA 3.6	WA 3.6	WA 3.6	WA 3.5	WA 3.5	WA 3.6	WA 3.6	WA 3.6	WA 3.8
Geo 3rd %	FL 3.0	FL 3.0	FL 2.9	FL 3.0	FL 2.9	FL 2.8	FL 3.5									
Geo 4th %	IL 2.8	IL 2.7	IL 2.7	IL 2.7	IL 2.6	IL 2.6	FL 2.8	FL 2.8	FL 2.8	FL 2.8	FL 2.7	FL 2.5				

**Exhibit C-6: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 3	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Deal: WAMUJ 2007-HY1)	219,604	225,642	229,527	235,744	239,737	243,579	244,305	245,992	250,272	253,545	254,250	258,804	263,151	266,441	269,990	271,824
Balance (M)	0.665	0.684	0.695	0.714	0.726	0.738	0.74	0.745	0.768	0.77	0.784	0.797	0.807	0.818	0.823	0.823
Pool Factor	289	296	300	305	311	317	318	321	327	333	334	339	344	346	350	353
# of Loans	5,963	5,972	6,001	6,002	6,021	6,027	6,027	6,065	6,066	6,085	6,097	6,105	6,104	6,104	6,119	6,118
WAC	310/50	311/49	312/48	313/47	314/46	315/45	316/44	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35
WAM/Age	64.57%	64.76%	64.70%	64.80%	64.83%	64.77%	64.75%	64.84%	64.56%	64.54%	64.49%	64.36%	64.09%	63.94%	63.82%	63.80%
WALTV (Amort)	0.85%	0.48%	2.14%	1.23%	2.20%	1.54%	1.35%	1.88%	0.71%	1.16%	2.41%	1.37%	2.54%	2.03%	2.25%	2.43%
Delinq 30 days	1.95%	2.56%	1.28%	1.64%	0.88%	1.14%	2.01%	0.87%	1.69%	1.56%	1.25%	3.17%	2.21%	2.18%	3.57%	2.24%
Delinq 60 days	7.93%	7.03%	7.19%	7.84%	9.41%	9.88%	8.53%	9.20%	8.09%	8.25%	8.38%	6.27%	5.99%	5.42%	3.16%	2.97%
Delinq 90 days	0.46%	0.45%	0.25%	0.65%	0.64%	0.63%	0.55%	0.55%	0.18%	0.21%	0.21%	0.68%	0.94%	0.73%	0.69%	0.68%
Bankruptcy	7.87%	7.89%	7.85%	7.38%	6.59%	6.64%	6.69%	6.72%	7.15%	6.55%	5.71%	5.17%	4.33%	4.27%	5.54%	5.33%
Foreclosure	0.00%	0.32%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.17%	0.00%	0.00%	0.00%	0.26%	0.45%	0.45%
REC	18.01%	18.25%	16.57%	17.48%	17.52%	18.29%	17.78%	17.44%	17.11%	16.74%	15.55%	15.28%	13.47%	12.86%	13.41%	11.67%
Delinq 60+	16.06%	15.69%	15.28%	15.84%	16.64%	17.15%	15.77%	16.47%	15.42%	15.19%	14.30%	12.12%	11.26%	10.68%	9.84%	9.43%
Delinq 90+	87.85%	87.15%	87.36%	87.16%	87.03%	86.60%	86.83%	86.92%	86.89%	87.05%	87.09%	86.98%	87.19%	87.34%	87.30%	87.16%
Limited Doc.	736	735	736	735	735	735	736	736	736	736	736	737	737	737	737	737
Credit Score	0	0	0	0	1	0	3	0	2	3	0	0	0	0	0	0
Mod # of loans	0	0	0	0	0	0	2,084	0	1,031	1,617	0	0	0	1,191	0	0
Mod Balance (M)	6.54	0	6.55	0	6.56	0	0	0	2.03	0	0	0	0	3.09	2.29	0
Mod 1 Mo. CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	0.85	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	27.7	18.5	27.4	18.2	17.3	3.5	7.9	18.7	14.4	3.2	19.1	18.1	13.8	14.5	7.8	5.7
Balance < 417	CA 71.9	CA 70.7	CA 71.2	CA 71.1	CA 70.7	CA 71.0	CA 71.0	CA 71.0	CA 70.8	CA 71.1	CA 71.2	CA 71.1	CA 70.5	CA 69.9	CA 70.1	CA 70.1
1 Mo. CPR	NY 4.8	NY 5.0	NY 4.9	NY 5.3	NY 5.4	NY 5.3	NY 5.3	NY 5.2	NY 5.3	NY 5.3	NY 5.3	NY 5.2	NY 5.1	NY 5.0	NY 5.0	NY 4.9
Geo 1st %	WA 4.0	WA 4.1	WA 4.1	WA 4.0	CT 4.1	CT 4.1	CT 4.1	CT 4.1	CT 4.3	CT 4.2	CT 4.2	CT 4.4	CT 5.0	CT 5.0	CT 4.9	CT 4.9
Geo 2nd %	CT 3.2	CT 4.0	CT 3.9	CT 3.8	WA 3.9	WA 3.8	WA 3.8	WA 3.8	WA 3.7	WA 3.7	WA 3.7	WA 3.9	WA 3.9	WA 4.8	WA 4.7	WA 4.8
Geo 3rd %																
Geo 4th %																

**Exhibit C-8: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 3	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	Issuance
USD Bal Wtd (Debt: WAMU 2007-HY1)	273,167	274,578	275,639	276,624	281,998	283,746	288,018	290,826	293,463	295,882	297,702	299,810	300,445	300,584	300,899	330,109
Balance (M)	0.828	0.832	0.835	0.844	0.854	0.86	0.872	0.881	0.889	0.896	0.902	0.908	0.91	0.911	0.912	1
Pool Factor	355	357	358	363	369	371	375	378	383	387	388	390	391	391	391	419
# of Loans	6,119	6,116	6,118	6,118	6,118	6,126	6,126	6,126	6,125	6,132	6,133	6,131	6,132	6,132	6,132	6,139
WAC	327/33	328/32	328/32	329/31	330/30	331/29	332/28	333/27	334/26	335/25	336/24	337/23	338/22	339/21	340/20	359/1
WAM/Age	63.66%	63.59%	63.63%	63.62%	63.41%	63.43%	63.22%	63.28%	63.29%	63.23%	63.31%	63.39%	63.42%	63.44%	63.51%	64.26%
WALTV (Amort)	2.37%	1.87%	2.11%	3.99%	1.58%	1.86%	2.89%	1.08%	2.06%	4.11%	2.07%	1.94%	2.40%	1.24%	1.09%	0.00%
Delinq 30 days	1.81%	2.91%	3.55%	1.87%	2.35%	1.71%	1.26%	1.21%	3.08%	1.52%	1.60%	0.59%	0.76%	0.39%	0.14%	0.00%
Delinq 60 days	3.11%	2.94%	1.40%	1.77%	2.13%	2.31%	2.00%	2.42%	0.53%	1.15%	0.56%	0.78%	0.00%	0.00%	0.00%	0.00%
Delinq 90 days	1.08%	0.87%	0.47%	0.46%	0.93%	0.86%	0.41%	0.20%	0.19%	0.19%	0.19%	0.37%	0.18%	0.00%	0.00%	0.00%
Bankruptcy	5.28%	4.36%	4.53%	3.91%	3.19%	3.04%	2.48%	1.70%	1.54%	0.74%	0.17%	0.00%	0.00%	0.22%	0.21%	0.00%
Foreclosure	0.19%	0.19%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.19%	0.19%	0.19%	0.00%	0.00%
REC	11.48%	11.27%	9.95%	8.01%	8.60%	7.92%	6.15%	5.53%	5.34%	3.60%	2.52%	1.93%	1.13%	0.80%	0.54%	0.00%
Delinq 60+	9.67%	8.36%	6.40%	6.14%	6.25%	6.21%	4.89%	4.32%	2.26%	2.08%	0.92%	1.34%	0.37%	0.41%	0.40%	0.00%
Delinq 90+	87.22%	87.28%	87.32%	87.46%	87.12%	87.06%	86.24%	85.93%	85.72%	85.83%	85.36%	85.46%	85.48%	85.48%	85.44%	85.52%
Limited Doc.	737	737	737	737	738	737	737	738	738	738	739	739	739	739	739	739
Credit Score	1	0	0	1	0	0	0	0	1	-	-	-	-	-	-	-
Mod # of loans	528	0	0	437	0	0	0	0	2,044	-	-	-	-	-	-	-
Mod Balance (M)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. CDR	0	0	0	0	4.91	0	0	0	0	0	2.22	0	0	0	0	0
Mod 1 Mo. EF CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.06
1 Mo. CPR	5.9	4.5	12.1	13.4	7.1	16.4	10.9	10.2	9.3	7	8.1	2.5	0.5	1.2	3.2	-
Geo 1st %	CA 69.8	CA 69.9	CA 70.0	CA 69.7	CA 69.7	CA 69.7	CA 69.9	CA 70.2	CA 70.1	CA 70.2	CA 70.3	CA 70.4	CA 70.2	CA 70.2	CA 70.2	CA 71.1
Geo 2nd %	NY 5.3	NY 5.3	NY 5.2	NY 5.4	NY 5.3	NY 5.3	NY 5.2	NY 5.5	NY 5.4	NY 5.4	NY 5.4	NY 5.4	NY 5.3	NY 5.3	NY 5.4	NY 5.4
Geo 3rd %	CT 4.9	CT 4.8	CT 4.8	WA 4.9	WA 5.0	WA 5.0	WA 4.9	WA 4.8	WA 4.9	WA 5.2						
Geo 4th %	WA 4.8	WA 4.8	WA 4.8	CT 4.8	CT 4.7	CT 4.7	CT 4.6	CT 4.6	CT 4.5	CT 4.4						

**Exhibit C-6: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 4	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
USD Bal Wtd (Debt: WAMU 2007-HY1)	463,533	466,652	470,990	476,022	484,293	490,617	494,486	501,391	504,525	511,400	516,319	525,159	532,259	532,796	537,384	539,883
Balance (M)	0.638	0.642	0.648	0.655	0.666	0.675	0.68	0.69	0.694	0.704	0.71	0.723	0.732	0.733	0.739	0.743
Pool Factor	661	666	673	678	687	696	703	713	719	729	738	751	760	762	768	771
# of Loans	4,589	5,142	5,142	5,387	5,464	5,51	5,621	5,675	5,707	5,747	5,778	5,78	5,771	5,765	5,767	5,762
WAC	298/62	299/61	300/60	301/59	302/58	303/57	304/56	305/55	306/54	307/53	308/52	309/51	310/50	311/49	312/48	313/47
WAMIAge	70.87%	70.89%	71.03%	71.14%	71.14%	71.09%	71.10%	71.17%	71.18%	71.16%	71.08%	71.01%	71.08%	71.05%	71.00%	71.02%
Delinq 30 days	3.35%	3.44%	2.95%	3.16%	3.18%	3.18%	3.57%	2.10%	2.89%	2.60%	3.72%	3.37%	3.88%	4.29%	2.90%	2.72%
Delinq 60 days	2.41%	1.78%	1.31%	1.81%	1.70%	2.76%	1.94%	2.25%	1.83%	2.44%	2.42%	2.37%	2.68%	1.90%	2.27%	2.89%
Delinq 90 days	8.66%	9.46%	10.18%	10.87%	12.78%	12.06%	12.50%	12.10%	11.31%	12.04%	12.74%	12.78%	12.17%	11.59%	10.50%	9.40%
Bankruptcy	1.74%	1.77%	2.17%	2.16%	2.24%	1.93%	1.69%	0.85%	1.25%	1.44%	1.04%	1.15%	1.24%	1.47%	1.20%	1.22%
Foreclosure	14.63%	13.36%	12.65%	11.63%	10.28%	10.21%	9.41%	10.92%	12.33%	10.70%	10.88%	10.01%	8.99%	8.52%	8.78%	8.88%
REO	1.36%	1.05%	1.37%	1.08%	0.85%	0.75%	0.51%	1.28%	0.50%	0.90%	0.60%	0.51%	1.09%	1.12%	1.20%	1.10%
Delinq_60+	28.80%	27.41%	27.68%	27.55%	27.85%	27.71%	26.05%	27.40%	27.22%	27.52%	27.68%	26.82%	26.17%	24.60%	23.95%	23.49%
Delinq_90+	26.39%	25.63%	26.37%	25.74%	26.15%	24.95%	24.11%	25.15%	25.39%	25.08%	25.26%	24.45%	23.48%	22.70%	21.68%	20.60%
Limited Doc.	95.24%	95.15%	95.19%	95.24%	95.32%	95.38%	95.42%	95.48%	95.51%	95.56%	95.61%	95.60%	95.65%	95.68%	95.69%	95.71%
Credit Score	715	715	715	715	716	716	716	716	717	717	717	718	717	717	717	717
Mod # of loans	0	0	3	3	2	1	4	4	4	13	14	0	0	0	1	0
Mod Balance (M)	0	0	1,429	-	-	1,076	391	1,880	2,524	7,979	8,372	0	0	0	459	0
Mod 1 Mo. CDR	2.59	5.07	0	1.12	7.55	2.77	14.8	3.49	7.11	3.65	5.15	8.02	0	0.97	3.41	1.96
Arm Collat. %	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance < 417	2.43	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	7.4	9.6	11.3	18.5	14.3	9	15.3	7.2	15	10.8	18.4	14.9	1.2	9.8	5.4	5.5
Geo 1st %	CA 76.5	CA 76.5	CA 76.6	CA 76.3	CA 76.2	CA 76.1	CA 76.2	CA 76.4	CA 76.6	CA 76.2	CA 76.4	CA 76.4	CA 76.6	CA 76.6	CA 76.5	CA 76.6
Geo 2nd %	FL 5.4	FL 5.3	FL 5.3	FL 5.4	FL 5.5	FL 5.4	FL 5.3	FL 5.4	FL 5.4	FL 5.4	FL 5.4	FL 5.6	FL 5.5	FL 5.5	FL 5.5	FL 5.5
Geo 3rd %	NY 4.8	NY 4.8	NY 4.8	NY 4.7	NY 5.0	NY 5.0	NY 4.9	NY 4.8	NY 4.8	NY 5.3	NY 5.3	NY 5.3	NY 5.2	NY 5.2	NY 5.2	NY 5.2
Geo 4th %	NJ 1.8	NJ 1.8	NJ 1.8	NJ 1.7	NJ 1.7	NJ 1.7	NJ 1.7	NJ 1.6	NJ 1.5	NJ 1.5						

**Exhibit C-6: Waifu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 5	02/2011	01/2011	12/2010	11/2010	10/2010	09/2010	08/2010	07/2010	06/2010	05/2010	04/2010	03/2010	02/2010	01/2010	12/2009	11/2009
Balance (M)	394,614	404,047	406,203	409,636	413,841	414,961	419,572	421,413	426,776	431,556	435,846	441,227	442,974	445,107	452,972	460,707
Pool Factor	0.686	0.702	0.706	0.712	0.719	0.721	0.729	0.733	0.742	0.75	0.758	0.767	0.77	0.774	0.787	0.801
# of Loans	581	589	591	595	601	603	612	615	623	630	637	644	646	649	662	672
WAC	5.858	5.893	5.906	5.921	5.934	5.939	5.962	5.984	6.008	6.05	6.073	6.093	6.092	6.108	6.114	6.112
WAM/Age	302/58	303/57	304/56	305/55	306/54	307/53	308/52	308/52	309/51	310/50	311/49	312/48	313/47	314/46	315/45	316/44
WALTV (Amort)	72.95%	72.89%	72.84%	72.87%	72.89%	72.91%	72.91%	72.91%	72.89%	72.78%	72.80%	72.83%	72.84%	72.82%	72.85%	72.78%
Delinq 30 days	2.76%	3.19%	3.66%	2.87%	1.95%	3.11%	2.12%	3.03%	2.70%	2.82%	2.93%	3.47%	4.98%	6.23%	3.94%	2.83%
Delinq 60 days	2.67%	2.20%	2.08%	1.93%	1.84%	1.75%	2.60%	2.79%	3.06%	3.04%	3.02%	3.85%	2.78%	2.13%	2.25%	2.34%
Delinq 90 days	11.50%	11.45%	10.65%	11.04%	11.50%	11.64%	11.93%	10.82%	10.41%	9.81%	10.76%	10.37%	9.21%	8.16%	7.69%	7.08%
Bankruptcy	0.42%	0.72%	0.86%	0.75%	0.44%	0.47%	0.67%	0.93%	0.98%	0.61%	0.61%	0.39%	0.42%	0.82%	0.81%	0.74%
Foreclosure	11.04%	10.53%	10.57%	10.01%	9.57%	9.26%	8.42%	8.89%	9.15%	10.10%	9.69%	8.78%	8.53%	8.32%	8.54%	8.54%
REC	1.06%	0.90%	0.90%	1.34%	1.32%	1.19%	0.82%	0.67%	0.91%	1.08%	0.51%	0.84%	0.73%	0.79%	1.28%	1.09%
Delinq 60+	26.65%	25.80%	25.06%	25.07%	24.67%	24.31%	24.44%	24.09%	24.51%	24.64%	24.59%	24.23%	21.67%	20.37%	20.35%	19.79%
Delinq 90+	24.02%	23.60%	22.98%	23.14%	22.83%	22.56%	21.84%	21.30%	21.45%	21.60%	21.57%	20.38%	18.99%	18.24%	18.10%	17.45%
Limited Doc.	96.88%	96.56%	96.21%	96.27%	96.28%	96.28%	96.17%	96.18%	96.23%	95.92%	95.95%	95.66%	95.68%	95.69%	95.48%	95.55%
Credit Score	719	718	718	718	718	718	718	718	718	718	718	718	718	718	718	718
Mod # of loans	0	0	4	4	2	5	5	6	9	10	3	0	3	1	1	0
Mod Balance (M)	10.08	1.86	7.99	3.82	1.39	6.1	3.72	6.07	6.21	4.2	5.1	2.03	1.24	6.63	6.36	1.1
Mod 1 Mo. CDR	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	0.63	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Am Collat. %	24.6	6.1	9.7	11.5	3.1	12.3	5	14	12.4	11.1	13.6	4.6	5.5	18.9	18.3	3.6
1 Mo. CPR	CA 88.6	CA 87.7	CA 87.4	CA 87.5	CA 87.6	CA 87.7	CA 87.8	CA 87.8	CA 87.6	CA 87.4	CA 87.5	CA 87.3	CA 87.4	CA 87.4	CA 87.5	CA 87.6
Geo 1st %	FL 3.7	FL 4.4	FL 4.3	FL 4.3	FL 4.2	FL 4.2	FL 4.2	FL 4.2	FL 4.5	FL 4.8	FL 4.8	FL 4.7	FL 4.7	FL 4.7	FL 4.7	FL 4.6
Geo 2nd %	TX 2.1	TX 2.1	TX 2.0	TX 1.9												
Geo 3rd %	WA 1.0	WA 1.1	WA 1.0	WA 1.0	WA 1.0											
Geo 4th %																

**Exhibit C-6: WaMu 2007-HY1
Selected Monthly Loan Data by Mortgage Pool**

Group 5	10/2009	09/2009	08/2009	07/2009	06/2009	05/2009	04/2009	03/2009	02/2009	01/2009	12/2008	11/2008	10/2008	09/2008	08/2008	08/2008	Issuance
USD Bal Wtd (Deal: WAMU 2007-HY1)	462,152	466,568	471,904	474,094	478,325	481,130	485,813	488,273	492,555	494,869	495,967	496,268	500,556	502,800	504,975	504,975	575,231
Balance (M)	0.803	0.811	0.82	0.824	0.832	0.836	0.845	0.849	0.856	0.86	0.862	0.863	0.87	0.874	0.878	0.878	1
Pool Factor	674	682	690	693	699	704	712	717	723	726	728	728	732	735	739	739	832
# of Loans	6,112	6,111	6,112	6,112	6,114	6,122	6,123	6,127	6,13	6,132	6,137	6,137	6,142	6,143	6,146	6,154	6,154
WAC	317/43	318/42	319/41	320/40	321/39	322/38	323/37	324/36	325/35	326/34	327/33	328/32	329/31	330/30	331/29	331/29	350/10
WAM/Age	72.83%	72.78%	72.81%	72.86%	72.85%	72.86%	72.81%	72.82%	72.73%	72.71%	72.72%	72.76%	72.79%	72.73%	72.74%	72.74%	72.48%
WALTV (Amort)	2.05%	1.48%	3.39%	3.61%	4.26%	4.46%	3.16%	3.91%	3.30%	3.85%	3.22%	2.55%	2.20%	2.03%	1.57%	1.57%	0.00%
Delinq 30 days	1.97%	3.08%	2.58%	2.54%	3.45%	2.96%	2.80%	2.29%	2.44%	2.04%	1.55%	1.32%	1.10%	1.10%	1.76%	1.76%	0.00%
Delinq 60 days	7.36%	6.04%	4.89%	4.77%	4.30%	3.44%	2.42%	2.71%	1.79%	1.41%	1.87%	2.30%	1.83%	1.34%	0.64%	0.64%	0.00%
Delinq 90 days	1.01%	1.33%	0.59%	0.00%	0.00%	0.00%	0.10%	0.10%	0.41%	0.30%	0.11%	0.26%	0.09%	0.15%	0.25%	-	-
Bankruptcy	8.29%	7.48%	7.25%	6.59%	5.76%	5.80%	5.42%	4.16%	3.31%	2.90%	2.02%	1.03%	1.54%	1.66%	1.28%	0.00%	0.00%
Foreclosure	1.05%	1.05%	1.14%	1.12%	0.78%	0.24%	0.37%	0.60%	0.60%	0.46%	0.57%	0.57%	0.43%	0.42%	0.49%	0.00%	0.00%
REC	19.66%	18.98%	16.45%	15.02%	14.29%	12.44%	11.11%	9.63%	8.55%	7.11%	6.12%	5.48%	4.99%	4.67%	4.44%	4.44%	0.00%
Delinq, 90+	17.71%	15.90%	13.87%	12.48%	10.84%	9.48%	8.31%	7.34%	6.11%	5.07%	4.57%	4.16%	3.89%	3.57%	2.86%	2.86%	0.00%
Limited Doc.	95.48%	95.50%	95.37%	95.20%	94.84%	94.87%	94.82%	94.84%	94.69%	94.71%	94.64%	94.60%	94.15%	94.17%	94.19%	94.19%	94.28%
Credit Score	718	718	718	718	718	718	718	719	718	718	718	718	718	718	718	718	718
Mod # of loans	0	0	0	2	0	0	0	2	3	-	-	-	-	-	-	-	-
Mod Balance (M)	0	0	0	1,440	0	0	0	1,064	1,534	-	-	-	-	-	-	-	-
Mod 1 Mo. CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mod 1 Mo. Eff CDR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arm Collat. %	3.11	3.9	1.07	2.64	2.85	1.62	2.45	4.01	0	1.25	0	3.96	-	-	-	-	-
Balance < 417	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1 Mo. CPR	10.7	12.7	5.3	10	6.7	10.9	5.8	10.1	5.2	2.5	0.6	9.7	5.1	5	0.4	-	0
Geo 1st %	CA 87.6	CA 87.5	CA 87.3	CA 87.3	CA 87.2	CA 87.2	CA 87.0	CA 87.1	CA 87.2	CA 87.2	CA 87.2	CA 87.1	CA 87.2	CA 87.3	CA 87.2	CA 87.2	CA 86.9
Geo 2nd %	FL 4.6	FL 4.7	FL 4.8	FL 4.9	FL 4.9	FL 4.9	FL 4.8	FL 4.8	FL 4.8	FL 4.7	FL 4.8	FL 4.8	FL 4.8	FL 4.8	FL 4.7	FL 4.7	FL 5.0
Geo 3rd %	TX 1.9	TX 2.0	TX 2.2														
Geo 4th %	WA 1.0	WA 0.9	AZ 0.9														

EXHIBIT 5

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

In re:	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹	:	Case No. 08-12229-(MFW)
	:	(Jointly Administered)
	:	
Debtors.	:	Objection Deadline: January 25, 2012 at 4:00 p.m. Hearing Date: February 1, 2012 at 10:30 a.m.

**ORDER GRANTING MBS PLAINTIFFS' MOTION TO
TEMPORARILY ALLOW CLAIM FOR VOTING PURPOSES**

Upon the motion dated January 18, 2012 (the "Motion"), for the entry of an order temporarily allowing MBS Plaintiffs' Class Proof of Claim² for voting purposes, 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 venue being proper before this Court pursuant to 28 U.S.C. § 1409; and due and proper notice of the Motion having been provided, and no other or further notice being required; and upon consideration of (i) the Motion, and (ii) any objections or responses thereto, as well as the argument of counsel at the hearing held on February 1, 2012; and after due deliberation and sufficient cause appearing therefor; and for the reasons set forth by the Court at the conclusion of the Hearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is Granted.
2. The MBS Plaintiffs' Class Proof of Claim is temporarily allowed as a Class 12 General Unsecured Claim in the amount of \$273,000,000 (Two Hundred Seventy-

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395).

² Capitalized terms shall have the meanings ascribed to them in the motion unless defined otherwise herein.

Three Million Dollars) for the sole purpose of voting on Debtors' proposed Seventh Amended Plan or any other plan of reorganization submitted in the above captioned bankruptcy case, and that such allowance shall not prejudice the position of any party in interest with respect to the allowance or amount of the claims for any other purpose.

Dated: February _____, 2012

HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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

In re:	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹	:	Case No. 08-12229-(MFW)
	:	(Jointly Administered)
	:	
Debtors.	:	Objection Deadline: January 25, 2012 at 4:00 p.m.
	:	Hearing Date: February 1, 2012 at 10:30 a.m.
	:	

**ORDER GRANTING MBS PLAINTIFFS' MOTION TO
TEMPORARILY ALLOW CLAIM FOR VOTING PURPOSES**

Upon the motion dated January 18, 2012 (the "Motion"), for the entry of an order temporarily allowing MBS Plaintiffs' Class Proof of Claim² for voting purposes, 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 venue being proper before this Court pursuant to 28 U.S.C. § 1409; and due and proper notice of the Motion having been provided, and no other or further notice being required; and upon consideration of (i) the Motion, and (ii) any objections or responses thereto, as well as the argument of counsel at the hearing held on February 1, 2012; and after due deliberation and sufficient cause appearing therefor; and for the reasons set forth by the Court at the conclusion of the Hearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is Granted.
2. The MBS Plaintiffs' Class Proof of Claim is temporarily allowed as a Class 12 General Unsecured Claim in the amount of \$273,000,000 (Two Hundred Seventy-

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (i) Washington Mutual, Inc. (3725) and (ii) WMI Investment Corp. (5395).

² Capitalized terms shall have the meanings ascribed to them in the motion unless defined otherwise herein.

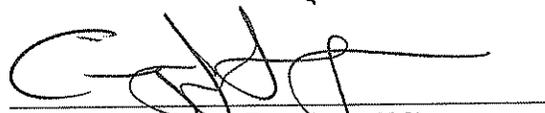
Three Million Dollars) for the sole purpose of voting on Debtors' proposed Seventh Amended Plan or any other plan of reorganization submitted in the above captioned bankruptcy case, and that such allowance shall not prejudice the position of any party in interest with respect to the allowance or amount of the claims for any other purpose.

Dated: February _____, 2012

HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I, Craig J. Springer, hereby certify that on this 18th day of January, 2012, I caused copies of the *MBS Plaintiffs' Motion to Temporarily Allow Claim for Voting Purposes* to be served on the attached service list in the manner indicated.



Craig J. Springer (Bar No. 5529)

SERVICE LIST

FIRST CLASS MAIL & ELECTRONIC MAIL

Charles Edward Smith, Esq.
Washington Mutual, Inc.
925 Fourth Avenue, Suite 2500
Seattle, WA 98104
chad.smith@wamuinc.net

FIRST CLASS MAIL & ELECTRONIC MAIL

Brian S. Rosen, Esq.
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
brian.rosen@weil.com

FIRST CLASS MAIL & ELECTRONIC MAIL

Peter Calamari, Esq.
Quinn Emanuel Urquhart & Sullivan, LLP
55 Madison Avenue, 22nd Floor
New York, NY 10010
petercalamari@quinnemanuel.com

FIRST CLASS MAIL & ELECTRONIC MAIL

Fred S. Hodara, Esq.
Akin Gump Stauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036
fhodara@akingump.com

FIRST CLASS MAIL & ELECTRONIC MAIL

Robert A. Sacks, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
sacksr@sullcrom.com

FIRST CLASS MAIL & ELECTRONIC MAIL

Edgar G. Sargent, Esq.
Susman Godfrey, L.L.P.
1201 Third Avenue, Suite 3800
Seattle, WA 98101
esargent@susmangodfrey.com

FIRST CLASS MAIL & ELECTRONIC MAIL

Thomas R. Califano, Esq.
DLA Piper US LLP
1251 Avenue of the Americas
New York, NY 10020
thomas.califano@dlapiper.com

HAND DELIVERY & ELECTRONIC MAIL

Jane Leamy, Esq.
Office of the United States Trustee
844 King Street, Suite 2207, #35
Wilmington, DE 19801
jane.m.leafy@usdoj.gov

HAND DELIVERY & ELECTRONIC MAIL

Mark D. Collins, Esq.
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
collins@rlf.com

HAND DELIVERY & ELECTRONIC MAIL

David B. Stratton, Esq.
Pepper Hamilton LLP
1313 N Market St, Suite 5100
Wilmington, DE 19801
strattond@pepperlaw.com

HAND DELIVERY & ELECTRONIC MAIL

William P. Bowden, Esq.
Ashby & Geddes, P.A.
500 Delaware Avenue, 8th Floor
Wilmington, DE 19801
wbowden@ashby-geddes.com

HAND DELIVERY & ELECTRONIC MAIL

Neil Lapinski, Esq.
Elliott Greenleaf
1105 N. Market St., Suite 1700
Wilmington, DE 19801
nrl@elliottgreenleaf.com

**HAND DELIVERY
& ELECTRONIC MAIL**

M. Blake Cleary, Esq.

Young Conaway Stargatt & Taylor, LLP

1000 West Street, 17th Floor

Wilmington, DE 19801

mbcleary@ycst.com

**HAND DELIVERY
& ELECTRONIC MAIL**

Adam G. Landis, Esq.

Landis Rath & Cobb LLP

919 Market Street, Suite 1800

Wilmington, DE 19801

landis@lrclaw.com