

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
 :
 WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
 :
 : (Jointly Administered)
 Debtors. :
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**NOTICE OF WAIVER OF CERTAIN CONDITIONS
 PRECEDENT TO THE (A) SEVENTH AMENDED
 JOINT PLAN OF AFFILIATED DEBTORS PURSUANT TO
 CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE;
 (B) GLOBAL SETTLEMENT AGREEMENT AND (C) CREDIT FACILITY**

**TO CREDITORS, EQUITY INTEREST HOLDERS, AND OTHER PARTIES IN
 INTEREST:**

PLEASE TAKE NOTICE that, pursuant to an order, dated February 23, 2012 [D.I. 9759] (the “Confirmation Order”), the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 12, 2011 [D.I. 9178] (as modified, the “Plan”), of Washington Mutual, Inc. (“WMI”) and WMI Investment Corp. (together with WMI, the “Debtors”), as debtors and debtors in possession, was confirmed by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). Unless otherwise defined in this Notice, capitalized terms used herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that, pursuant to Section 37.2 of the Plan, the Debtors, with the approval of the Creditors’ Committee, the Equity Committee, the JPMC Entities, the FDIC Receiver, FDIC Corporate and AAOC, hereby waive the condition precedent set forth in Section 37.1(b) of Plan that the Confirmation Order become a Final Order prior to the occurrence of the Effective Date and the substantial consummation of the Plan.

PLEASE TAKE FURTHER NOTICE that, pursuant to Section 7.2 of the Global Settlement Agreement, the parties thereto have agreed to waive the condition set forth in Section

¹ The Debtors in these chapter 11 cases along with the last four digits of each Debtor’s federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors’ principal offices are located at 1201 Third Avenue, Suite 3000, Seattle, Washington 98101.



7.2(b) of the Global Settlement Agreement that the Confirmation Order become a Final Order for the Effective Date of the Global Settlement Agreement (as defined therein) to occur.

PLEASE TAKE FURTHER NOTICE that the Lenders to the Credit Facility (as defined therein) have agreed to waive the condition precedent to the effectiveness of the Credit Facility set forth in Section 4.01(g) thereof to the extent such condition precedent requires that the Confirmation Order become final.

Dated: Wilmington, Delaware
March 16, 2012

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