

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

WASHINGTON MUTUAL, INC.,¹ *et al.*,
Debtors.

Chapter 11

Case No. 08-12229 (MFW)

Jointly Administered

Reference Docket No. 7137

**CERTIFICATION OF COUNSEL REGARDING STIPULATION
AMONG DEBTORS, THE BKK CLAIMANTS AND JPMORGAN CHASE BANK IN
FURTHERANCE OF THE APPROVED BKK SETTLEMENT AGREEMENT**

The undersigned hereby certifies as follows:

1. On December 5, 2010 the BKK Joint Defense Group and certain of its Members (collectively, the “BKK Group”), the California Department of Toxic Control (“DTSC,” and together with the BKK Group, the “BKK Claimants”), Debtors, and JPMorgan Chase (“JPMC”), entered into the BKK Settlement Agreement which, as amended by subsequent letter agreement, was approved by this Court by final order entered April 13, 2011 (the “BKK Settlement”).

2. The BKK Settlement contemplates among other things that the Parties shall enter into the attached stipulation (“the Stipulation”) upon the occurrence of the Effective Date² of the BKK Settlement. The form of stipulation and the proposed order approving it were submitted to the Court as Exhibit B to the BKK Settlement and approved as part of the April 13, 2011 order approving the BKK Settlement.

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

² Capitalized terms herein shall have the meaning ascribed in the BKK Settlement unless expressly noted otherwise herein.



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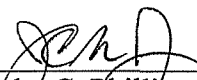
3. The Parties have agreed upon and made certain edits to the Stipulation and proposed order to conform dates and document titles and the like. These changes are reflected in the black-lined version of the Stipulation and order attached hereto as Exhibit A.

4. The form of order approving the Stipulation (the “Proposed Order”) is attached hereto as Exhibit B. A clean copy of the Stipulation is attached to the Proposed Order as Exhibit 1.

WHEREFORE the BKK Joint Defense Group respectfully request that the Proposed *ORDER APPROVING STIPULATION PURSUANT TO SETTLEMENT AGREEMENT BETWEEN DEBTORS, JPMORGAN CHASE BANK N.A., CALIFORNIA DEPARTMENT OF TOXIC SUBSTANCES CONTROL, THE BKK JOINT DEFENSE GROUP AND CERTAIN OF THAT GROUP’S INDIVIDUAL MEMBERS* be entered at the Court’s earliest convenience.

Dated: Wilmington, Delaware
March 23, 2012

PHILLIPS, GOLDMAN & SPENCE, P.A.



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— and —

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202.373.6511
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Counsel to the BKK Joint Defense Group

Exhibit “A”

**Exhibit B UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

----- X
: **Chapter 11**
In re :
: **Case No. 08-12229 (MFW)**
WASHINGTON MUTUAL, INC., et al.,¹ :
: **(Jointly Administered)**
Debtors. :
:
:
----- X

**STIPULATION PURSUANT TO SETTLEMENT AGREEMENT BETWEEN
DEBTORS, JP MORGAN <JPMORGAN> CHASE BANK N.A., CALIFORNIA
DEPARTMENT OF
TOXIC SUBSTANCES CONTROL, THE BKK JOINT DEFENSE GROUP
AND CERTAIN OF THAT GROUP'S INDIVIDUAL MEMBERS**

WHEREAS, on ~~December, 2010,~~ <April 13, 2011,> the Court approved that certain Settlement Agreement (the "Settlement Agreement"), dated on or about ~~November 29,~~ <December 3,> 2010, between California Department Of Toxic Substances Control < ("DTSC")>, The BKK Joint Defense Group and certain of that group's individual members (collectively < the "BKK Group, and together with the DTSC,> the "BKK Claimants"), Debtors and JP Morgan <JPMorgan> Chase Bank N.A. < ("JPMC")>, (collectively "the Parties"), regarding a landfill facility located at 2210 South Azusa Avenue, West Covina, California, which includes any associated "area where hazardous substances have come to be located" 42 U.S.C. § 9601(9) (the "Facility"); <: and>

WHEREAS on ~~December, 2010,~~ the Court confirmed the ~~Sixth Amended Joint Plan,~~ approved the ~~Amended and Restated~~ <Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 12, 2011, as amended (the

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. < ("WMI")> (3725); and (ii) WMI Investment Corp. (5395) < (collectively,

“Plan”),²>< and approved the Global> Settlement Agreement, and issued<the Court entered> a Confirmation Order to that effect <on February 23, 2012> (“the Confirmation Order”);<;>

The Parties hereby stipulate as follows:

- (i) the BKK Proofs of Claim, which are the claims numbered 2213, 2405, 2138, 2233, 2467, 2693 and 3148, shall be deemed withdrawn, without prejudice<;> but subject to both an absolute bar on refileing such proofs of claim and to the requirement that neither DTSC, the BKK Group nor any individual member of the BKK Group shall file any additional claims or proofs of claim, whatsoever, in the Chapter 11<11> Cases against any of the Debtors (including secured, unsecured, administrative, priority or substantial contribution claims) relating to the Facility ~~Or~~<or> the BKK Litigation,
- (ii) the withdrawal of the BKK Proofs of Claim specified herein shall be without prejudice to DTSC’s and the BKK Group’s rights arising from the Settlement Agreement, this ~~Stipulated Order~~<Stipulation>, the Plan and the ~~Plan~~ Confirmation Order,
- (iii) the automatic stay of 11 U.S.C. § 362, if applicable, is hereby lifted solely to permit litigation in the United States District Court for the Central District of California against WMI for the purpose of obtaining a determination of its liabilities related to the Facility, including, without limitation, its derivative liability, if any, for the liabilities of WMI Rainier LLC, Ahmanson Developments Inc. and Oxford Investment Company for Response ~~Costs~~<Costs> Related to the BKK Facility <(as defined in the Settlement Agreement)> with the Parties retaining their right to

“Debtors”>. The Debtors’ principal offices are located at 925 ~~Fourth~~<1201 Third> Avenue, <Suite 3000> Seattle, Washington 98104.<, 98101>

appeal to the Ninth Circuit ~~<United States>~~ Court of Appeals ~~<for the Ninth Circuit>~~ any determination by that Court ~~and < >~~

- (iv) bankruptcy defenses, including, but not limited to, discharge, injunction, exculpation, bar, and release, except as set forth in the Settlement Agreement, shall not be applicable or preclude the determination and collection from JPMC of WMI's liability for the BKK Facility as described in subsection (iii) of this ~~Stipulated Order~~ <Stipulation>, and
- (v) ~~Nothing~~ <nothing> in this ~~order~~ <Stipulation> is intended to limit or expand the obligations or releases set forth in the Settlement Agreement.

IT IS SO STIPULATED:

WASHINGTON MUTUAL, INC.,
as Debtor in Possession

By: _____
Name:
Title:

WMI INVESTMENT CORP., as Debtor in
Possession

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.

By: _____
Name:
Title:

CALIFORNIA DEPARTMENT OF TOXIC
SUBSTANCES CONTROL

² Any capitalized terms not expressly defined herein shall have the meaning set forth in the Plan.²

By: _____
Name:
Title:

BKK JOINT DEFENSE GROUP, on behalf of
itself and each individual member thereof

By: _____
Name:
Title:

Atlantic Richfield Corporation,

By: _____
Name:
Title:

THUMS Long Beach Company,

By: _____
Name:
Title:

Shell Exploration & Production Company, Shell Oil
Company,

By: _____
Name:
Title:

Stauffer Management Company LLC, agent for
Bayer CropScience Inc.

By: _____
Name:
Title:

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

----- X
: **Chapter 11**
In re :
: **Case No. 08-12229 (MFW)**
WASHINGTON MUTUAL, INC., et al., ~~2~~<3> :
: **(Jointly Administered)**
Debtors. :
:
:
----- X

**ORDER APPROVING STIPULATION PURSUANT TO SETTLEMENT
AGREEMENT BETWEEN DEBTORS, JP MORGAN <JPMORGAN> CHASE BANK
N.A.,
CALIFORNIA DEPARTMENT OF TOXIC SUBSTANCES CONTROL,
THE BKK JOINT DEFENSE GROUP AND
CERTAIN OF THAT GROUP'S INDIVIDUAL MEMBERS**

On ~~December~~, <April 13, 2011,> upon the presentment of a certain Settlement Agreement between Washington Mutual, Inc. (“WMI”) and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), JPMorgan Chase, N.A., < (“JPMC”), the> California Department Of Toxic Substances Control (“DTSC”), the BKK Joint Defense Group and certain of that group’s individual members (the “BKK Group”) < > (the “Settlement Agreement”), the Court issued an Order approving the Settlement Agreement.

The Settlement Agreement provided that the Parties thereto would execute a stipulation if certain conditions were met.

The Parties having presented that stipulation to the Court, a copy of which is attached to this Order as Attachment A- < (the “Stipulation”), >

~~2~~<3> The Debtors in these chapter 11 cases along with the last four digits of each Debtor’s federal tax identification number are: (i) Washington Mutual, Inc. (3725); and (ii) WMI Investment Corp. (5395). The Debtors’ principal offices are located at 925 ~~Fourth~~ <1201 Third> Avenue, < Suite 3000.> Seattle, Washington-98104- < 98101.>

IT IS ORDERED that the Stipulation is approved: and it is further

ORDERED that the stay is lifted and the BKK Claims are deemed withdrawn in
accordance with and subject to the terms of the Stipulation.

>

Dated: ~~December~~ March __, 2010 <2012>
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit “B”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

----- X
:
In re : Chapter 11
:
WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
:
Debtors. : (Jointly Administered)
:
----- X

**ORDER APPROVING STIPULATION PURSUANT TO SETTLEMENT
AGREEMENT BETWEEN DEBTORS, JPMORGAN CHASE BANK N.A.,
CALIFORNIA DEPARTMENT OF TOXIC SUBSTANCES CONTROL,
THE BKK JOINT DEFENSE GROUP AND
CERTAIN OF THAT GROUP'S INDIVIDUAL MEMBERS**

On April 13, 2011, upon the presentment of a certain Settlement Agreement between Washington Mutual, Inc. (“WMI”) and WMI Investment Corp., as debtors and debtors in possession (collectively, the “Debtors”), JPMorgan Chase, N.A. (“JPMC”), the California Department Of Toxic Substances Control (“DTSC”), the BKK Joint Defense Group and certain of that group’s individual members (the “BKK Group”), (the “Settlement Agreement”), the Court issued an Order approving the Settlement Agreement.

The Settlement Agreement provided that the Parties thereto would execute a stipulation if certain conditions were met.

The Parties having presented that stipulation to the Court, a copy of which is attached to this Order as Exhibit 1, (the “Stipulation”),

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.

IT IS ORDERED that the Stipulation is approved; and it is further
ORDERED that the stay is lifted and the BKK Claims are deemed withdrawn in
accordance with and subject to the terms of the Stipulation.

Dated: March __, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit “1”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

----- X
:
In re : Chapter 11
:
WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
:
Debtors. : (Jointly Administered)
:
----- X

**STIPULATION PURSUANT TO SETTLEMENT AGREEMENT BETWEEN
DEBTORS, JPMORGAN CHASE BANK N.A., CALIFORNIA DEPARTMENT OF
TOXIC SUBSTANCES CONTROL, THE BKK JOINT DEFENSE GROUP
AND CERTAIN OF THAT GROUP'S INDIVIDUAL MEMBERS**

WHEREAS, on April 13, 2011, the Court approved that certain Settlement Agreement (the "Settlement Agreement"), dated on or about December 3, 2010, between California Department Of Toxic Substances Control ("DTSC"), The BKK Joint Defense Group and certain of that group's individual members (collectively, the "BKK Group, and together with the DTSC, the BKK Claimants"), Debtors and JPMorgan Chase Bank N.A. ("JPMC"), (collectively "the Parties"), regarding a landfill facility located at 2210 South Azusa Avenue, West Covina, California, which includes any associated "area where hazardous substances have come to be located" 42 U.S.C. § 9601(9) (the "Facility"); and

WHEREAS the Court confirmed the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 12, 2011, as

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. ("WMI") (3725); and (ii) WMI Investment Corp. (5395) (collectively, ("Debtors"). The Debtors' principal offices are located at 1201 Third Avenue, Suite 3000, Seattle, Washington, 98101.

amended (the “Plan”),² and approved the Global Settlement Agreement, and the Court entered a Confirmation Order to that effect on February 23, 2012 (“the Confirmation Order”).

The Parties hereby stipulate as follows:


- (i) the BKK Proofs of Claim, which are the claims numbered 2213, 2405, 2138, 2233, 2467, 2693 and 3148, shall be deemed withdrawn, without prejudice, but subject to both an absolute bar on refileing such proofs of claim and to the requirement that neither DTSC, the BKK Group nor any individual member of the BKK Group shall file any additional claims or proofs of claim, whatsoever, in the Chapter 11 Cases against any of the Debtors (including secured, unsecured, administrative, priority or substantial contribution claims) relating to the Facility or the BKK Litigation,
- (ii) the withdrawal of the BKK Proofs of Claim specified herein shall be without prejudice to DTSC’s and the BKK Group’s rights arising from the Settlement Agreement, this Stipulation, the Plan and the Confirmation Order,
- (iii) the automatic stay of 11 U.S.C. § 362, if applicable, is hereby lifted solely to permit litigation in the United States District Court for the Central District of California against WMI for the purpose of obtaining a determination of its liabilities related to the Facility, including, without limitation, its derivative liability, if any, for the liabilities of WMI Rainier LLC, Ahmanson Developments Inc. and Oxford Investment Company for Response Costs Related to the BKK Facility (as defined in the Settlement Agreement) with the Parties retaining their right to appeal to the United States Court of Appeals for the Ninth Circuit any determination by that Court,

² Any capitalized terms not expressly defined herein shall have the meaning set forth in the Plan.

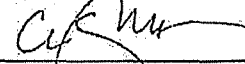
- (iv) bankruptcy defenses, including, but not limited to, discharge, injunction, exculpation, bar, and release, except as set forth in the Settlement Agreement, shall not be applicable or preclude the determination and collection from JPMC of WMI's liability for the BKK Facility as described in subsection (iii) of this Stipulation, and
- (v) nothing in this Stipulation is intended to limit or expand the obligations or releases set forth in the Settlement Agreement.

IT IS SO STIPULATED:

WASHINGTON MUTUAL, INC.,
as Debtor in Possession

By: 
Name: Charles Edward Smith
Title: Executive Vice President &
General Counsel

WMI INVESTMENT CORP., as Debtor in
Possession

By: 
Name: Charles Edward Smith
Title: Executive Vice President &
General Counsel

JPMORGAN CHASE BANK, N.A.

By: _____
Name:
Title:

CALIFORNIA DEPARTMENT OF TOXIC
SUBSTANCES CONTROL

By: _____
Name:
Title:

- (iv) bankruptcy defenses, including, but not limited to, discharge, injunction, exculpation, bar, and release, except as set forth in the Settlement Agreement, shall not be applicable or preclude the determination and collection from JPMC of WMI's liability for the BKK Facility as described in subsection (iii) of this Stipulation, and
- (v) nothing in this Stipulation is intended to limit or expand the obligations or releases set forth in the Settlement Agreement.

IT IS SO STIPULATED:

WASHINGTON MUTUAL, INC.,
as Debtor in Possession

By: _____
Name:
Title:

WMI INVESTMENT CORP., as Debtor in
Possession

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.

By: Lawrence N. Chanen
Name: LAWRENCE N. CHANEN
Title: SVP and Associate C.C.

CALIFORNIA DEPARTMENT OF TOXIC
SUBSTANCES CONTROL

By: _____
Name:
Title:

- (iv) bankruptcy defenses, including, but not limited to, discharge, injunction, exculpation, bar, and release, except as set forth in the Settlement Agreement, shall not be applicable or preclude the determination and collection from JPMC of WMI's liability for the BKK Facility as described in subsection (iii) of this Stipulation, and
- (v) nothing in this Stipulation is intended to limit or expand the obligations or releases set forth in the Settlement Agreement.

IT IS SO STIPULATED:

WASHINGTON MUTUAL, INC.,
as Debtor in Possession

By: _____
Name:
Title:

WMI INVESTMENT CORP., as Debtor in
Possession

By: _____
Name:
Title:

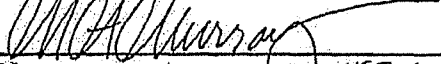
JPMORGAN CHASE BANK, N.A.

By: _____
Name:
Title:

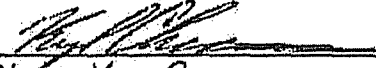
CALIFORNIA DEPARTMENT OF TOXIC
SUBSTANCES CONTROL

By: Stewart W. Black 3-14-12
Name: STEWART W. BLACK
Title: DEPUTY DIRECTOR

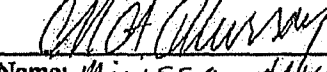
BKK JOINT DEFENSE GROUP, on behalf of
itself and each individual member thereof

By: 
Name: MELISSA MURRAY
Title: Counsel

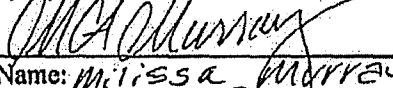
Atlantic Richfield Corporation,

By:  3/14/2012
Name: KYLE CHRISTIE
Title: LIFECYCLE STRATEGIC MANAGER

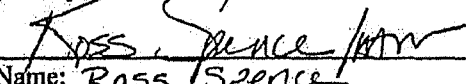
THUMS Long Beach Company,

By: 
Name: MELISSA MURRAY
Title: Counsel

Shell Exploration & Production Company, Shell Oil
Company,

By: 
Name: MELISSA MURRAY
Title: Counsel

Stauffer Management Company LLC, agent for
Bayer CropScience Inc.

By: 
Name: ROSS SPENCE
Title: Counsel

CERTIFICATE OF SERVICE

I, CELESTE A. HARTMAN, do hereby certify that I am over the age of 18, and on March 23, 2012, I caused the foregoing *Certification of Counsel Regarding Stipulation among Debtors, the BKK Claimants and JPMorgan Chase Bank in Furtherance of the Approved Bkk Settlement Agreement* upon all persons receiving notice through the Court's cm/ecf system, and by U.S. First Class Mail on the persons listed below.

Counsel to the Debtors

Brian S. Rosen, Esquire
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767 Fifth Avenue
New York, NY 10153

Co-counsel to the Debtors

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Special Litigation

And Conflicts Counsel to the Debtors

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Conflicts Co-counsel to the Debtors

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Co-counsel to the Creditors' Committee

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Counsel to the Equity Committee
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Counsel to JPMorgan Chase
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Co-counsel to JPMorgan Chase
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P.O. Box 2087
Wilmington, DE 19899

Counsel to the FDIC
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DLA Piper US LLP
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New York, NY 10020

Co-counsel to the FDIC
M. Blake Cleary, Esquire
Young Conaway Stargatt & Taylor, LLP,
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801

Under penalty of perjury, I certify the foregoing is true and correct.



CELESTE A. HARTMAN