

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

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In re	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <i>et al</i>	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Hearing Date: May 7, 2012, at 10:30 a.m. (ET)
	:	Objection Deadline: April 30, 2012, at 4:00 p.m. (ET)
	:	

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**FOURTH MOTION OF WILMINGTON TRUST COMPANY, IN ITS
CAPACITIES AS INDENTURE TRUSTEE AND GUARANTEE
TRUSTEE FOR FIVE SERIES OF WMB/CCB SUBORDINATED NOTES,
FOR ENTRY OF AN ORDER LIQUIDATING AND
ALLOWING PROOFS OF CLAIM FOR FEES AND EXPENSES**

Wilmington Trust Company (“Wilmington Trust”), in its capacities as Indenture Trustee and Guarantee Trustee for five series of WMB/CCB Subordinated Notes (defined below), by and through its undersigned counsel, Arent Fox LLP (“Arent Fox”) and Polsinelli Shughart PC (“Polsinelli”), hereby files this Fourth Motion (the “Fourth Motion”) pursuant to Sections 501, 502, 1123(b)(6) and 1129(a)(4) of the Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) and this Court’s Opinion (defined below) for entry of a fourth order (a) allowing and liquidating certain proofs of claim filed by Wilmington Trust for fees and expenses incurred pursuant to the Trust Documents (defined below) in connection with the satisfaction of Wilmington Trust’s obligations arising under the Trust Documents in the total amount of (i) \$229,577.61 for the period from January 1, 2012 through and including March 31, 2012, and (ii) \$5,334.65 for the period from September 1, 2011 through and including December 31, 2011; and



(b) granting Wilmington Trust such other further relief as is just and proper. In support of this Fourth Motion, Wilmington Trust respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this Fourth Motion pursuant to 28 U.S.C. §§ 157(b) and 1334(b). This is a core proceeding under 28 U.S.C. §§ 157(b)(2). Venue of this proceeding is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fourth Motion are Sections 501, 502, 1123(b)(6) and 1129(a)(4) of the Bankruptcy Code.

BACKGROUND¹

I. The WMB/CCB Subordinated Notes and the WMI Guarantees

A. The WMB/CCB Subordinated Notes

2. Washington Mutual Bank (“WMB”), in connection with its acquisition of Commerce Capital Bancorp in 2006 and Hawthorne Financial Corporation, became the successor issuer of seven series of junior subordinated debt securities (the “WMB/CCB Subordinated Notes”) in the aggregate original principal amount of \$68,580,000. Each series of WMB/CCB Subordinated Notes was issued pursuant to a separate indenture (each, a “WMB/CCB Indenture”). The issues of WMB/CCB Subordinated Notes are as follows:

- (i) Floating Rate Junior Subordinated Debt Securities due 2033 issued pursuant to the Indenture dated as of September 25, 2003, in the original principal amount of \$7,732,000 (the “CCB IV Notes”);
- (ii) Floating Rate Junior Subordinated Notes due 2034 issued pursuant to the Indenture dated as of December 9, 2003, in the original principal amount of \$10,310,000 (the “CCB V Notes”);
- (iii) Floating Rate Junior Subordinated Notes due 2034 issued pursuant to the

¹ Due to the complexities of the Debtors’ capital structure and in the interest of brevity, Wilmington Trust does not set forth the complete background of such structure in this Motion. Rather, Wilmington Trust briefly sets forth only that portion of the Debtors’ capital structure that relates to its issues and concerns with respect to this Fourth Motion. This background was also set forth in Wilmington Trust First Fee Motion (defined below).

Indenture dated as of March 31, 2004, in the original principal amount of \$10,310,000 (the “CCB VI Notes”);

- (iv) Floating Rate Junior Subordinated Debt Securities due 2034 issued pursuant to the Indenture dated as of May 27, 2004, in the original principal amount of \$7,732,000 (the “CCB VII Notes”);
- (v) Floating Rate Junior Subordinated Debt Securities due 2034 issued pursuant to the Indenture dated as of June 22, 2004 in the original principal amount of \$7,732,000 (the “CCB VIII Notes”);
- (vi) Junior Subordinated Notes due 2035 issued pursuant to the Indenture dated as of February 2, 2005, in the original principal amount of \$15,464,000 (the “CCB IX Notes”); and
- (vii) 10.18% Junior Subordinated Deferrable Interest Debentures due June 8, 2034 issued pursuant to the Indenture dated as of March 28, 2001, in the original principal amount of \$9,300,000 (the “HFC Notes”).

3. Wilmington Trust is the successor Indenture Trustee under the WMB/CCB

Indenture for the following five series of WMB/CCB Subordinated Notes: the CCB IV Notes, CCB V Notes, CCB VII Notes, CCB VIII Notes and HFC Notes.

B. The Capital Trusts

4. Each series of the WMB/CCB Subordinated Notes was sold to a separate special purpose Delaware statutory trust. Specifically, (i) the CCB IV Notes were sold to the CCB Capital Trust IV, (ii) the CCB V Notes were sold to the CCB Capital Trust V, (iii) the CCB VI Notes were sold to the CCB Capital Trust VI, (iv) the CCB VII Notes were sold to the CCB Capital Trust VII, (v) the CCB VIII Notes were sold to the CCB Capital Trust VIII, (vi) the CCB IX Notes were sold to the Capital Trust IX, and (vii) the HFC Notes were sold to the HFC Capital Trust I.²

5. Each Capital Trust was organized and issued capital securities (the “Capital Securities”) to investors and common securities (the “Common Securities”) to WMB pursuant to

² The CCB IV Capital Trust, CCB V Capital Trust, CCB VI Capital Trust, CCB VII Capital Trust, CCB VIII Capital Trust, CCB IX Capital Trust and HFC Capital Trust I shall collectively be referred to herein as the “Capital Trusts”.

separate declarations of trust (the “Trust Declarations”). The Capital Securities and the Common Securities (collectively, the “Trust Securities”) evidence beneficial ownership interests in the assets of the related Capital Trust, and are entitled to received distributions (“Distributions”) as a result of payments on the WMB/CCB Subordinated Notes.

6. Wilmington Trust serves as successor (a) Delaware Trustee, Institutional Trustee, Paying Agent, Registrar and Transfer Agent under the Trust Declaration for the following four series of WMB/CCB Subordinated Notes: the CCB IV Notes, CCB V Notes, CCB VII Notes and CCB VIII Notes, and (b) Property Trustee and Delaware Trustee under the Trust Declaration for the HFC Notes.

C. The Guarantees

7. In addition, pursuant to a Guarantee Agreement for each series of the WMB/CCB Subordinated Notes (the “WMB Guarantees”), WMB guaranteed the payment of (i) accumulated and unpaid Distributions when due, to the extent each Capital Trust has funds legally available therefor, (ii) the redemption price of the Capital Securities, to the extent each Capital Trust has funds legally available therefor, and (iii) upon dissolution, winding up or liquidation of a Capital Trust, the lesser of (a) the aggregate liquidation amount and all accumulated and unpaid distributions, to the extent the Capital Trust has funds legally available therefor and (b) the amount of assets of the Capital Trust remaining available for distribution to the holders after satisfaction of liabilities to creditors of the Capital Trust as required by applicable law.

8. In connection with a merger and restructuring of Washington Mutual Inc’s (“WMI”) corporate structure, on November 1, 2007, WMI entered into separate guarantees (each

a “CCB Guarantee”³ relating to each of the Capital Trusts. Pursuant to the CCB Guarantees, WMI guaranteed, among other things, that the principal of and premium, if any, and interest on all of the related WMB/CCB Subordinated Notes will be paid in full when due and all other obligations of WMB to the holders and the Trustee under the WMB/CCB Indentures and the WMB/CCB Subordinated Notes will be promptly paid in full or performed in accordance with the applicable terms thereof. WMI further guaranteed the payment and performance of all obligations of WMB under the related WMB/CCB Indentures, the WMB Guarantees and the Trust Declarations.

9. Wilmington Trust serves as successor Guarantee Trustee under the CCB Guarantees for the following series of WMB/CCB Subordinated Notes: the CCB IV Notes, CCB V Notes, CCB VII Notes, CCB VIII Notes and HFC Notes.

II. The Receivership and the Bankruptcy Filing Petition

10. On September 25, 2008, pursuant to order number 2008-36, the Director of the Office of Thrift Supervision appointed the Federal Deposit Insurance Corporation (“FDIC”) as receiver for WMB and on the same date the FDIC sold substantially all of the assets of WMB to JPMorgan Chase Bank, National Association (“JPMC”). On September 26, 2008 (the “Petition Date”), WMI and WMI Investment Corp. (the “Debtors”) filed a voluntary petitions for relief under Chapter 11 of Bankruptcy Code. The Debtors have continued to operate their business and manage their affairs pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

11. On October 15, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”) pursuant to Section 1102 of the Bankruptcy Code. Wilmington Trust, in its capacities as Indenture Trustee

³ The Indenture, Trust Declarations, WMB Guarantees and CCB Guarantees (collectively, the “Trust Documents”) are voluminous and, as a result, are not attached hereto. To the extent necessary, Wilmington Trust can provide copies of the Trust Documents to the Court upon request.

and Guarantee Trustee under the Trust Documents, is a member of the Creditors' Committee. The Creditors' Committee is comprised of four (4) indenture trustees for various funded debt (collectively, the "Indenture Trustees").

12. Wilmington Trust retained Arent Fox to act as its primary legal counsel during these cases. Wilmington Trust also retained Polsinelli to act as its Delaware counsel.

III. The CCB Guarantee Claims

13. On March 26, 2009, Wilmington Trust, in its capacities as Indenture Trustee and Guarantee Trustee under the Trust Documents, filed proofs of claim against WMI for WMI's obligations for both principal and interest, as well as compensation and indemnity under the CCB Guarantees and related and ancillary documents and instruments (Proof of Claim Nos. 2113 – 2122) (collectively, the "CCB Guarantee Claims"). WMI and Wilmington Trust agreed on the amount of the principal and interest claims in the following amounts:

Trust	Principal	Interest	Total
CCB IV Capital Trust	\$ 7,732,000.00	\$ 97,777.67	\$ 7,829,777.67
CCB V Capital Trust	\$ 10,310,000.00	\$ 103,244.98	\$ 10,413,244.98
CCB VII Capital Trust	\$ 7,732,000.00	\$ 73,982.29	\$ 7,805,982.29
CCB VIII Capital Trust	\$ 7,732,000.00	\$ 78,851.03	\$ 7,810,851.03
HFC Capital Trust I	\$ 9,300,000.00	\$ 284,022.00	\$ 9,584,022.00

14. In addition to the principal and interest amounts set forth above, Wilmington Trust, in its capacities as Indenture Trustee and Guarantee Trustee, filed proofs of claim for unliquidated amounts due and owing under the Trust Documents for both the pre- and post-petition periods, including, but not limited to, indemnity and the fees and expenses of the Indenture Trustee and Guarantee Trustee and its professionals pursuant to the Trust Documents (the "CCB Compensation and Indemnity Claims").⁴

⁴ Copies of CCB Compensation and Indemnity Claims were attached as Exhibit A to the Motion of Wilmington Trust Company, in its Capacities as Indenture Trustee and Guarantee Trustee for Five Series of WMB/CCB Subordinated Notes, for Entry of an Order (A) Partially Liquidating and Allowing Proofs of Claim for Fees and

15. On August 20, 2010, the Debtors and Wilmington Trust entered into that certain Stipulation and Agreement Reducing and Allowing, in Part, Certain Proofs of Claims (the “Claims Stipulation”), which was approved by the Court on September 13, 2010 [Docket No. 5415].⁵

16. Pursuant to the Trust Documents and the CCB Compensation and Indemnity Claims, Wilmington Trust and its counsel are entitled to compensation for performing their obligations in accordance with, *inter alia*, Sections 5.02, 5.03 and 6.06 of the Indenture, Sections 2.6, 2.8, 9.4 and 9.6 of the Trust Declaration and Sections 4.1(b), 7.2 and 7.3 of the Guarantee.

IV. The Filing of the Debtors’ Prior Plans and Disclosure Statements and the Opinions of the Court

17. On March 26, 2010, the Debtors filed the Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 2622] (the “Plan”) and a related disclosure statement. The Plan sought to implement a global settlement agreement (the “Global Settlement”) between the Debtors, JPMC, FDIC and other significant parties, and provided for a distribution of the Debtors’ assets to creditors according to the priority scheme set forth in the Bankruptcy Code and the various contractual obligations of the Debtors. The provision in the Plan relating to payment of indenture trustee fees and expenses, including those of Wilmington Trust, provided that such fees and expenses are to be paid in cash on the Plan’s Effective Date. The Plan also contemplated full recoveries to almost all of the classes of unsecured creditors, including holders of the CCB Guarantee Claims.

18. On October 6, 2010, after several amendments, the Debtors filed their Sixth Amended Joint Plan (the “Sixth Amended Plan”). The Court held hearings on December 1, 2, 3,

Expenses and (B) Establishing a Protocol for Review of Additional Fees and Expenses [Docket No. 7425] (the “Wilmington Trust First Fee Motion”) and are incorporated herein by reference.

⁵ A copy of the Claim Stipulation was attached as Exhibit B to the Wilmington Trust First Fee Motion and is incorporated herein by reference.

6 and 7 to hear testimony and arguments with regard to confirmation of the Sixth Amended Plan.

19. On January 7, 2011, the Court issued its Opinion Denying Confirmation with respect to the Sixth Amended Plan (the “Court’s Opinion”). While the Court denied confirmation of the Sixth Amended Plan, the Court found that the Global Settlement was fair and reasonable. The Court’s Opinion required that the fees of the Indenture Trustees and certain other parties must be approved by the Court as reasonable before such fees are paid.

20. The Debtors subsequently filed an amended plan (the “Modified Plan”) and disclosure statement [Docket Nos. 6964 and 6966, respectively]. On September 13, 2011, the Court entered an Order [Docket No. 8613] (the “Order”) and Opinion Denying Confirmation of the Modified Plan and Granting Motion of Equity Committee for Standing to Prosecute Claim Stayed Pending Mediation [Docket No. 8612] (the “Confirmation Opinion”). In the Confirmation Opinion, the Court again affirmed its prior approval of the Global Settlement, but denied confirmation of the Modified Plan because of additional infirmities.

21. Thereafter, on December 12, 2011, the Debtors filed the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 9178] (the “Seventh Plan”) and a related disclosure statement [Docket No. 9179] (the “Seventh Disclosure Statement”). The Seventh Plan incorporated many of the same provisions as was provided in the Modified Plan and sought to correct the infirmities set forth in the Confirmation Opinion. After hearings held on February 16 and 17, 2012, the Court orally confirmed the Seventh Plan and, on February 24, 2012, entered the Findings of Fact, Conclusions of Law, and Order Confirming the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 9759] (the “Confirmation Order”).

22. On March 19, 2012, the Effective Date of the Seventh Plan occurred [Docket No. 9933].

V. Wilmington Trust's Role in These Cases

23. Steven M. Cimalore, Vice President and Manager at Wilmington Trust, performed the majority of work on behalf of Wilmington Trust, in consultation with its counsel. These matters included, but are not limited to: (a) participating in weekly Committee calls as well as numerous meetings and mediation sessions with the Debtors, and other significant parties throughout these cases, including JPMC, FDIC, other noteholder groups, and the Official Committee of Equity Security Holders (the "Equity Committee"); (b) reviewing and analyzing significant pleadings filed on behalf of the Creditors' Committee; (c) participating in the negotiation and formulation of the Global Settlement, the Plan, the Sixth Amended Plan, the Modified Plan, the Seventh Plan, settlement negotiations, related disclosure statements and solicitation documents and all related pleadings; (d) analyzing complex legal issues, inter-creditor issues, subordination issues, subrogation issues and reviewing various corporate documents relevant to these bankruptcy cases, including those related to the Trust Documents as well as other funded debt; (e) preparing the CCB Guarantee Claims and CCB Compensation and Indemnity Claims and negotiating and finalizing the Claims Stipulation; and (f) preparing various notices to holders regarding these cases.

24. In an effort to avoid the duplication of work, Wilmington Trust relied primarily on counsel and advisors to the Creditors' Committee to perform a majority of the work, due diligence and legal research required of the Creditors' Committee in the exercise of its fiduciary duties. In this regard, Wilmington Trust, through its counsel, reviewed significant pleadings, reports and legal memoranda prepared by counsel and advisors to the Creditors' Committee on a weekly basis, relating to the wide-ranging issues in these bankruptcy proceedings.

25. As these Chapter 11 proceedings progressed, more attention was given to complex legal analysis, including analyzing, commenting on and negotiating: (i) drafts of the Global Settlement Agreement and amendments; (ii) numerous drafts of bankruptcy plans, term sheets, disclosure statements and related solicitation documents; (iii) various bondholder claims; (iv) complex intercreditor issues and subordination provisions; and (v) complex distribution issues. In addition, additional time was dedicated to attending (a) significant settlement negotiation meetings, conferences and mediation sessions and (b) significant hearings, such as the hearings to approve the Global Settlement, disclosure statements and the plan confirmation hearings.

26. The services rendered by Wilmington Trust were necessary and appropriate to carry out its contractual and fiduciary duties and to protect the interests of its holders. The fees represent Wilmington Trust's customary fees and the corresponding invoices are consistent with Wilmington's business practice.

27. On May 6, 2011, Wilmington Trust filed a motion seeking allowance of approximately \$1,268,388.14 in fees and expenses pursuant to the Trust Documents, which included \$189,953.88 for Wilmington Trust in its capacities as Indenture Trustee and Guarantee Trustee, \$1,045,704.05 for Arent Fox as lead counsel, and \$32,730.21 for Polsinelli as local counsel. No objections to the Wilmington Trust Fee Motion were filed, and on June 8, 2011, the Court entered an order granting the relief requested in the Wilmington Trust First Fee Motion [Docket No. 7871] (the "Wilmington Trust First Fee Order") to the extent set forth in the Wilmington Trust First Fee Order.⁶

⁶ In addition to approving the partial liquidating of the CCB Compensation and Indemnity Claims in the amount of the fees and expenses sought by Wilmington Trust and its professionals, the Wilmington Trust First Fee Motion also requested the approval of a protocol to liquidate additional amounts going forward; however, at the request of the

28. Subsequently, on August 17, 2011 and January 13, 2012, Wilmington Trust filed two additional motions⁷ seeking allowance of \$1,201,723.50 of fees and expenses pursuant to the Trust Documents, which included \$489,300.82 for Wilmington Trust in its capacities as Indenture Trustee and Guarantee Trustee,⁸ \$685,616.65 for Arent Fox as lead counsel, and \$26,806.03 for Polsinelli as local counsel.⁹ No objections to the Wilmington Trust Subsequent Fee Motions were filed, and on October 6, 2011 and February 29, 2012, the Court entered orders granting the relief requested in those motions.¹⁰

29. In accordance with the Court's Opinion, the Confirmation Opinion, the Claims Stipulation, the CCB Guarantee Claims, the CCB Compensation and Indemnity Claims, and the Trust Documents, Wilmington Trust, in its capacities as Indenture Trustee and Guarantee Trustee, hereby files this Fourth Motion and respectfully requests that the Court approve the fees and expenses as set forth in the detailed invoices annexed to this Fourth Motion.

30. Specifically, as of April 1, 2012, Wilmington Trust is owed, for the period from January 1, 2012 through and including March 31, 2012, \$229,577.61 in fees and expenses pursuant to the Trust Documents, which includes: \$10,583.21 for Wilmington Trust in its capacities as Indenture Trustee and Guarantee Trustee, \$207,688.32 for Arent Fox as lead counsel, and \$11,351.08 for Polsinelli as local counsel. In addition, due to a clerical error in the

Debtors, Wilmington Trust agreed to hold that request in abeyance. Wilmington Trust reserves the right to request approval of any future protocol at a future date, if appropriate.

⁷ See Docket No. 8504 (the "Wilmington Trust Second Fee Motion") and Docket No. 9416 (the "Wilmington Trust Third Fee Motion, together with the Wilmington Trust Second Fee Motion, the "Wilmington Trust Subsequent Fee Motions").

⁸ The amount sought in the Wilmington Trust Subsequent Fee Motions on behalf of Wilmington Trust, as Indenture Trustee and Guarantee Trustee, inadvertently contained duplicate amounts from the amount sought in prior fee motions. Accordingly, Wilmington Trust, as Indenture Trustee and Guarantee Trustee, received an over-payment of \$422,939.84. Wilmington Trust will work with the Debtors to determine how best to resolve the over-payment and, when requested by the Debtors, will promptly return the overpayment.

⁹ The amount sought in the Wilmington Trust Subsequent Fee Motions on behalf of Polsinelli as local counsel inadvertently omitted Polsinelli's fee and expenses for the period from September 1, 2011 through and including December 31, 2011. A request for approval of those fees and expenses is included in this Fourth Motion.

¹⁰ See Docket No. 8757 (the "Wilmington Trust Second Fee Order") and Docket No. 9787 (the "Wilmington Trust Third Fee Order").

Wilmington Trust Third Fee Motion, as of April 1, 2012, Wilmington Trust is owed \$5,334.65 in fees and expenses pursuant to the Trust Documents for Polsinelli as local counsel for the period from September 1, 2011 through and including December 31, 2011.

31. Attached to this Fourth Motion as **Exhibit A** is a copy of Wilmington Trust's invoice for the period from January 1, 2012 through and including March 31, 2012. Attached to this Fourth Motion as **Exhibit B** is a copy of Arent Fox's invoice for the period from January 1, 2012 through and including March 31, 2012. Attached to this Fourth Motion as **Exhibit C** are copies of Polsinelli's invoices for the period from January 1, 2012 through and including March 31, 2012. Attached to this Fourth Motion as **Exhibit D** are copies of Polsinelli's invoices for the period from September 1, 2011 through and including December 31, 2011.

RELIEF REQUESTED

32. Section 1129(a)(4) of the Bankruptcy Code provides, in pertinent part, that, “[t]he court shall confirm a plan only if all of the following requirements are met . . . (4) Any payment made or to be made . . . by the debtor . . . for services or for costs and expenses in or in connection with the case, or in connection with the plan and incident to the case, has been approved by, or is subject to the approval of, the court as reasonable.” 11 U.S.C. 1129(a)(4). For this reason, as noted above, the Opinion and the Confirmation Opinion require that the fees of the Indenture Trustees, including Wilmington Trust, and various other parties in these proceedings, be approved by the Court as reasonable before they are paid.

A. Wilmington Trust's Fees and Expenses Arising Under the CCB Guarantee Claims and CCB Compensation and Indemnity Claims Should Be Allowed as Reasonable and Liquidated

33. By this Fourth Motion, Wilmington Trust respectfully requests the enter an order, the form of which is attached hereto as **Exhibit E**, liquidating and approving the fees and expense portion of the CCB Compensation and Indemnity Claims sought in this Fourth Motion.

34. Section 502(a) of the Bankruptcy Code provides:

A claim or interest, proof of which is filed under section 501 of this title, is deemed allowed unless a party in interest, including a creditor of a general partner in a partnership that is a debtor in a case under chapter 7 of this title, objects.

11 U.S.C. § 502(a). Rule 3001(f) of the Federal Rules of Bankruptcy Procedure provides that a properly executed and filed proof of claim is *prima facie* evidence of the validity and amount of the claim. Fed. R. Bankr. P. 3001(f). Pursuant to the Bankruptcy Code, an indenture trustee is permitted to file a proof of claim. *See* 11 U.S.C. § 501(a).

35. The CCB Guarantee Claims and the CCB Compensation and Indemnity Claims are contractual obligations of the Debtors pursuant to valid pre-petition contracts -- the Trust Documents -- have been memorialized in the Claim Stipulation approved by this Court and have been agreed to be paid by the Debtors as contemplated under the Seventh Plan. As the Trust Documents authorize the payment of fees and expenses and these Chapter 11 cases are solvent estates, the CCB Compensation and Indemnity Claims can be allowed and liquidated. *See generally, Travelers Cas. & Sur. Co. v. Pacific Gas & Elec. Co. , 549 U.S. 443, 448-54 (2007).*

36. Moreover, since it is expected that holders of the CCB Guarantee Claims will receive full payment of its claims should the Seventh Plan be promptly confirmed, Wilmington Trust will not be required to enforce any of its charging liens pursuant to the Trust Documents, thereby preventing dilution to recoveries to holders of the CCB Guarantee Claims. In the event that the fees and expenses of Wilmington Trust are not allowed as reasonable prior to the making

of distributions to holders of the CCB Guarantee Claims, Wilmington Trust will be required to exercise its charging liens pursuant to the Trust Documents. This complex and cumbersome process would create undue delay and would dilute recoveries to bondholders -- a result that Wilmington Trust would like to avoid.

37. In light of Wilmington Trust's extensive involvement, cooperation and engagement in these bankruptcy proceedings, both as a member of the Creditors' Committee and as Guarantee Trustee and Indenture Trustee on behalf of its bondholder constituents, Wilmington Trust submits that the fees and expenses that were incurred in connection with its participation in these complex cases are reasonable.

38. As set forth above, all throughout these proceedings Wilmington Trust and its professionals worked diligently to avoid duplication of work and consistently relied upon counsel to the Creditors' Committee to perform the bulk of the Creditors' Committee work and analysis of complex legal issues throughout these cases. As such, unnecessary and duplicative work was avoided. For these reasons, the requested compensation for fees and expenses is reasonable in light of the nature, extent and value of such services and should therefore be approved.

NO PRIOR REQUEST

39. Wilmington Trust has not made a previous application for the relief requested herein to this or any other Court.

NOTICE

40. Notice of this Fourth Motion will be given to: (i) counsel to the Debtors; (ii) the Office of the United States Trustee for the District of Delaware; (iii) counsel for the Creditors' Committee; (iv) counsel for the Equity Committee; and (v) all parties that have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. Wilmington Trust submits

that no further notice of this Fourth Motion is required.

CONCLUSION

WHEREFORE, Wilmington Trust respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit E**, (i) allowing and liquidating the CCB Guarantee Claims and CCB Compensation and Indemnity Claims in the amount of \$229,577.61 for the period from January 1, 2012 through and including March 31, 2012; (ii) allowing and liquidating the CCB Guarantee Claims and CCB Compensation and Indemnity Claims in the amount of \$5,334.65 for the period from September 1, 2011 through and including December 31, 2011, and (iii) granting Wilmington Trust such other and further relief as the Court deems just and proper.

Dated: April 19, 2012
Wilmington, Delaware

Respectfully submitted,

/s/ Shanti M. Katona

Christopher A. Ward (Del. Bar No. 3877)

Shanti M. Katona (Del. Bar No. 5352)

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**Counsel to Wilmington Trust Company, solely in
its capacities as Indenture Trustee and
Guarantee Trustee**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re :
 :
WASHINGTON MUTUAL, INC., *et al.* : Chapter 11
 :
 : Case No. 08-12229 (MFW)
Debtors. :
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 : Jointly Administered
 :
 : **Hearing Date: May 7, 2012 at 10:30 a.m. (ET)**
 : **Objection Deadline: April 30, 2012 at 4:00 p.m. (ET)**
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NOTICE OF MOTION

PLEASE TAKE NOTICE that Wilmington Trust Company (“Wilmington Trust”), in its capacities as Indenture Trustee and Guarantee Trustee for Five Series of WMB/CCB Subordinated Notes has filed the *Fourth Motion for Entry of an Order Liquidating and Allowing Proofs of Claim for Fees and Expenses* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be filed with the Court and served on undersigned counsel so as to be received on or before **April 30, 2012 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE, that a hearing on the Motion will be held on **May 7, 2012 at 10:30 a.m. (ET)** before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801 and that the hearing may be adjourned from time to time without further notice.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO FILE AN OBJECTION TO THE MOTION OR APPEAR AT THE HEARING IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 19, 2012
Wilmington, Delaware

Respectfully submitted,

/s/ Shanti M. Katona

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-and-

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**Counsel to Wilmington Trust Company, solely in
its capacities as Indenture Trustee and
Guarantee Trustee**

EXHIBIT A

Wilmington Trust Invoice



Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Washington Mutual Bank
Attn: Treasurer
1301 Second Avenue
Seattle, WA 98101

Date: April 18, 2012
Invoice: 061889-4
Account #: 061889-000
Administrator: Steven Cimalore
Vice President

Accounts: CCB IV, CCB V, CCB VII, CCB VIII and HFC I

Bankruptcy/Default Administration Fees:	\$10,143.00
Bankruptcy/Default administration hourly fees for services rendered for the period of January, 2012 through March, 2012 (20.7 hours @ \$490)	
Expenses:	
Expenses related to travel to unsecured creditor meetings	395.21
TOTAL FEES and EXPENSES:	\$10,538.21

Please **wire transfer** payment to our account at Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19890, ABA #: 031100092, Account # 061889-000, Invoice # 061889-4, Ref: WAMU: Cheniqua Rivera. Thank you.

Time Sheet Edit List

Entry ID Status	Date Tkpr	Client Matter	Client Name Matter Name	Billable	Task Activity	Hours To Bill/ Worked	Rate Amount
23128 Posted	01/03/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Prepare and participate creditor committee conference call	Yes	CRCM	2.30	\$490.00 \$1,127.00
23129 Posted	01/06/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Prepare and participate creditor committee conference call	Yes	CRCM	1.80	\$490.00 \$882.00
23130 Posted	01/10/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, Akin Gump, email and pleadings	Yes	CRCM	0.60	\$490.00 \$294.00
23131 Posted	01/17/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Prepare and participate creditor committee conference call	Yes	CRCM	1.70	\$490.00 \$833.00
23132 Posted	01/25/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	0.70	\$490.00 \$343.00
23133 Posted	01/31/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	0.80	\$490.00 \$392.00
23134 Posted	02/03/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel email and pleadings	Yes	CRCM	1.00	\$490.00 \$490.00
23136 Posted	02/08/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Attend and participate creditor committee meeting in NYC	Yes	ACM	4.00	\$490.00 \$1,960.00
23135 Posted	02/08/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Travel from creditor committee meeting in NYC and review documents	Yes	TRV	3.50	\$490.00 \$1,715.00
23137 Posted	02/10/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	0.80	\$490.00 \$392.00
23138 Posted	02/15/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	1.20	\$490.00 \$588.00
23139 Posted	02/17/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel email and pleadings	Yes	CRCM	0.50	\$490.00 \$245.00

Time Sheet Edit List

Entry ID Status	Date Tkpr	Client Matter	Client Name Matter Name	Billable	Task Activity	Hours To Bill/ Worked	Rate Amount
23140 Posted	02/24/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	0.50	\$490.00 \$245.00
23141 Posted	02/29/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel email	Yes	CRCM	0.30	\$490.00 \$147.00
23142 Posted	03/09/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel, AG, email and pleadings	Yes	CRCM	0.70	\$490.00 \$343.00
23143 Posted	03/15/12 SMC	WAMU 061888-000	Washington Mutual Washington Mutual Bank Review committee counsel email and pleadings	Yes	CRCM	0.30	\$490.00 \$147.00
Totals:						20.70	0.00 \$10,143.00

EXHIBIT B

Arent Fox Invoice

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Steven M. Cimalore
Vice President & Manager
Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Invoice Number 1373429
Invoice Date 04/04/12
Client Number 025839
Matter Number 00027

RE: Washington Mutual Inc.

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 31 MARCH 2012

Date	Timekeeper		Hours	Value
01/03/12	JN ROTHLEDER	Review correspondence from Committee regarding status and conference with L. Eisenberg regarding status.	.7	423.50
01/03/12	LM EISENBERG	Review LTW decision; emails on same. and notice preparation.	.8	560.00
01/03/12	LM EISENBERG	Conference with J. Rothleder regarding update, case, call.	.4	280.00
01/03/12	LM EISENBERG	Review Tranquility decision.	.4	280.00
01/03/12	LM EISENBERG	Prepare for committee call; review revised draft motion to vacate and emails on same.	.4	280.00
01/03/12	LM EISENBERG	Attend committee call; follow-up emails.	1.7	1,190.00
01/03/12	LM EISENBERG	Emails with J. Rothleder regarding disclosure statement objection deadlines..	.2	140.00
01/03/12	LM EISENBERG	Review draft beneficial ballot for CCB's in class 14.	.8	560.00
01/03/12	LM EISENBERG	Review draft master ballot for CCB's in class 14.	.8	560.00
01/03/12	LM EISENBERG	Review draft beneficial ballot for CCB's in class 15.	.8	560.00
01/03/12	LM EISENBERG	Review draft master ballot for CCB's in class 15.'	.8	560.00
01/03/12	LM EISENBERG	Review disclosure statement approval motion.	.6	420.00
01/03/12	LM EISENBERG	Review disclosure statement.	.9	630.00

Date	Timekeeper		Hours	Value
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01/03/12	LM EISENBERG	Emails with committee members regarding invoices for IT fee motion; emails with R. Arnold regarding same and invoices.	.2	140.00
01/03/12	LM EISENBERG	Call with S. Cimalore after call.	.2	140.00
01/03/12	LM EISENBERG	Emails with WTC regarding fee and bills needed for next fee motion.	.4	280.00
01/03/12	LM EISENBERG	Review minutes for 12/12, 12/13, 12/19, 12/11.	.4	280.00
01/03/12	RN ARNOLD	Attend Committee call.	1.5	802.50
01/03/12	RN ARNOLD	Review draft Committee motion to vacate re Tranquility and related correspondence.	.4	214.00
01/03/12	RN ARNOLD	Review prior WTC fee motion.	.2	107.00
01/03/12	RN ARNOLD	Review LTW opinion.	.4	214.00
01/03/12	RN ARNOLD	Correspondence regarding solicitation period.	.1	53.50
01/04/12	JN ROTHLEDER	Review correspondence regarding plan solicitation issues.	.4	242.00
01/04/12	LM EISENBERG	Review and revise draft notice No. 12 to holders regarding LTW opinion.	.6	420.00
01/04/12	LM EISENBERG	Review D&O settlement order.	.2	140.00
01/04/12	LM EISENBERG	Review further emails from Akin and Weil on solicitation issues.	.2	140.00
01/04/12	LM EISENBERG	Review committee's motion to amend Tranquility opinion as filed; review debtor's joinder.	.4	280.00
01/04/12	LM EISENBERG	Review Akin's email regarding solicitation update; committee emails on same.	.3	210.00
01/04/12	LM EISENBERG	Review miscellaneous disclosure statement objections.	.4	280.00
01/04/12	LM EISENBERG	Emails with Akin regarding Tricadia, debtor's response emails.	.2	140.00
01/04/12	LM EISENBERG	Review Debtor's objection to joinder.	.4	280.00
01/04/12	LM EISENBERG	Review Debtor's draft opposition to TPS stay motion, review portions of confirmation order; review Akin's comments.	.4	280.00
01/04/12	LM EISENBERG	Review EC objection to TPS motion.	.4	280.00
01/04/12	LM EISENBERG	Email from Akin regarding cancelled hearing.	.1	70.00
01/04/12	LM EISENBERG	Review MBS objection disclosure statement.	.4	280.00
01/04/12	RN ARNOLD	Correspondence regarding solicitation.	.3	160.50
01/04/12	RN ARNOLD	Draft notice to holders regarding LTW litigation.	.7	374.50
01/05/12	LM EISENBERG	Email to WTC and other ITs regarding IT fee motion.	.4	280.00

Date	Timekeeper		Hours	Value
01/05/12	LM EISENBERG	Emails with team regarding next IT fee motion and to do list.	.3	210.00
01/05/12	LM EISENBERG	Further emails from Akin regarding solicitation issues.	.2	140.00
01/05/12	LM EISENBERG	Review TPS disclosure statement objection.	.4	280.00
01/05/12	LM EISENBERG	Review noteholder joinder to debtor's objection to TPS classification motion.	.2	140.00
01/05/12	LM EISENBERG	Review limited objection to disclosure statement filed by BKK.	.3	210.00
01/05/12	LM EISENBERG	Review Akin's email regarding Martin objection to disclosure statement.	.2	140.00
01/05/12	LM EISENBERG	Emails with local counsel regarding IT fee motion and disclosure statement hearing.	.2	140.00
01/05/12	LM EISENBERG	Review disclosure statement objection chart part 1 prepared by Akin.	.4	280.00
01/05/12	RN ARNOLD	Correspondence regarding LTW settlement negotiations.	.1	53.50
01/06/12	JN ROTHLEDER	Review Committee correspondence.	.4	242.00
01/06/12	LM EISENBERG	Emails from Akin regarding LTW proposal and call today.	.2	140.00
01/06/12	LM EISENBERG	Continue reviewing disclosure statement objection chart.	.3	210.00
01/06/12	LM EISENBERG	Brief review of de minimum asset sale motion.	.4	280.00
01/06/12	LM EISENBERG	Review revised Vacatur motion.	.4	280.00
01/06/12	LM EISENBERG	Attend committee call; emails with J. Rothleder regarding LTW proposal and status.	1.8	1,260.00
01/06/12	LM EISENBERG	Review of LTW decision.	.3	210.00
01/06/12	LM EISENBERG	Follow-up emails regarding IT fee motion.	.2	140.00
01/06/12	RN ARNOLD	Draft and revise notices to holders for five series regarding LTW Decision.	.9	481.50
01/07/12	LM EISENBERG	Review disclosure statement objection chart for pro se objections from Akin.	.4	280.00
01/07/12	LM EISENBERG	Review draft notice to holders regarding LTW decision for V.	.3	210.00
01/07/12	LM EISENBERG	Review draft notice to holders regarding LTW decision for VII.	.3	210.00
01/07/12	LM EISENBERG	Review draft notice to holders regarding LTW decision for IV.	.3	210.00
01/07/12	LM EISENBERG	Review draft notice to holders regarding LTW decision for VII.	.3	210.00
01/07/12	LM EISENBERG	Emails with R. Arnold regarding draft notices.	.2	140.00
01/07/12	LM EISENBERG	Review Akin's email update regarding LTW offer.	.2	140.00

Date	Timekeeper		Hours	Value
01/07/12	RN ARNOLD	Correspondence with L. Eisenberg regarding LTW notice.	.1	53.50
01/08/12	LM EISENBERG	Review of JPM opposition to TPS stay motion.	.4	280.00
01/08/12	LM EISENBERG	Review of pro se disclosure statement objections.	.4	280.00
01/08/12	LM EISENBERG	Email from Akin regarding joinders to be filed; email to same.	.2	140.00
01/08/12	LM EISENBERG	Review objections to TPS stay motion and classification.	.4	280.00
01/08/12	LM EISENBERG	Brief review EC joinder.	.2	140.00
01/08/12	LM EISENBERG	Review debtor's objection to TPS classification motion.	.4	280.00
01/08/12	LM EISENBERG	Review SNH's joinder.	.2	140.00
01/08/12	LM EISENBERG	Review EC objection to TPS classification motion.	.3	210.00
01/09/12	LM EISENBERG	Review motion to vacate tranquility order as finalized and filed.	.4	280.00
01/09/12	LM EISENBERG	Review EC Q&A and plan supplement sent from Akin and emails on same.	.4	280.00
01/09/12	LM EISENBERG	Review Committee's joinder filed to TPS stay motion objection.	.2	140.00
01/09/12	LM EISENBERG	Review committee's joinder filed to objection to motion TPS classification.	.2	140.00
01/09/12	LM EISENBERG	Review draft modification of plan.	.3	210.00
01/09/12	LM EISENBERG	Review emails from Akin and Weil regarding motion to vacate, warrants and joinders.	.2	140.00
01/09/12	LM EISENBERG	Review revised motion to vacate.	.4	280.00
01/09/12	LM EISENBERG	Conference with R. Arnold regarding IT fee motion.	.2	140.00
01/09/12	LM EISENBERG	Emails with S. Cimalore regarding disclosure statement hearing on Wednesday.	.2	140.00
01/09/12	JN ROTHLEDER	Correspond and conferences with L. Eisenberg regarding preparation for disclosure statement hearing.	.4	242.00
01/09/12	LM EISENBERG	Review agenda for disclosure statement hearing; emails with local counsel.	.3	210.00
01/10/12	JN ROTHLEDER	Correspond and conference with L. Eisenberg regarding disclosure statement hearing preparation and LTW settlement issues; review correspondence regarding LTW settlement issues and consider same.	.8	484.00
01/10/12	JN ROTHLEDER	Correspond and conference with R. Arnold regarding fee motion revisions.	.4	242.00
01/10/12	RN ARNOLD	Correspondence re LTW settlement developments.	.1	53.50
01/10/12	RN ARNOLD	Prepare third fee motion.	1.4	749.00

Date	Timekeeper		Hours	Value
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01/10/12	LM EISENBERG	Call with F. Hodera regarding committee call, LTW offer.	.3	210.00
01/10/12	LM EISENBERG	Call and follow-up emails with WTC regarding committee call, LTW offer.	.4	280.00
01/10/12	LM EISENBERG	Attend committee call	1.4	980.00
01/10/12	LM EISENBERG	Review debtor's responses to disclosure statement objection.	.6	420.00
01/10/12	LM EISENBERG	Review reply to disclosure statement objection TPS motion.	.4	280.00
01/10/12	LM EISENBERG	Review amended agenda for hearing.	.2	140.00
01/10/12	LM EISENBERG	Review revised notice of disclosure statement.	.2	140.00
01/10/12	LM EISENBERG	Review email on revised disclosure statement documents.	.2	140.00
01/10/12	LM EISENBERG	Review revised beneficial ballot for class 14.	.4	280.00
01/10/12	LM EISENBERG	Review revised beneficial ballot for class 15.	.4	280.00
01/10/12	LM EISENBERG	Review revised master ballot for class 14.	.4	280.00
01/10/12	LM EISENBERG	Review revised master ballot for class 15.	.4	280.00
01/10/12	LM EISENBERG	Review notice of confirmation hearing.	.2	140.00
01/10/12	LM EISENBERG	Review revised disclosure statement order; emails on same.	.6	420.00
01/10/12	LM EISENBERG	Review blacklined disclosure statement and exhibits.	.9	630.00
01/10/12	LM EISENBERG	Review Akin's emails regarding update on LTW matter.	.2	140.00
01/10/12	LM EISENBERG	Emails with J. Rothleder; conference with same regarding LTW settlement offer.	.4	280.00
01/10/12	LM EISENBERG	Call to WTC regarding LTW settlement offer.	.2	140.00
01/10/12	LM EISENBERG	Emails regarding status of IT motion.	.2	140.00
01/10/12	LM EISENBERG	Review emails regarding TPS discovery requests and review requests.	.2	140.00
01/10/12	LM EISENBERG	Review multiple email updates regarding LTW offer.	.3	210.00
01/10/12	LM EISENBERG	Review draft LTW stipulation.	.4	280.00
01/10/12	LM EISENBERG	Review FTI's summary of distributable value changes in disclosure statement.	.3	210.00
01/10/12	NA CONSTANTINO	Obtain Class 14 and Class 15 Master and Beneficial Ballots for L. Eisenberg.	.2	63.00
01/11/12	JN ROTHLEDER	Revise draft of fee motion and correspond with R. Arnold and L. Eisenberg re same.	.9	544.50

Date	Timekeeper		Hours	Value
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01/11/12	JN ROTHLEDER	Prepare for and telephonically participate in DS hearing and correspond with L. Eisenberg re same.	2.1	1,270.50
01/11/12	LM EISENBERG	Prepare for disclosure statement hearing; review revised disclosure statement, plan, plan objection chart, debtor's objection reply, revised ballots and disclosure statement order; review amended agenda.	3.0	2,100.00
01/11/12	LM EISENBERG	Attend disclosure statement hearing.	6.4	4,480.00
01/11/12	LM EISENBERG	Emails with WTC and local counsel to follow-up on IT fee motion bills and exhibits.	.2	140.00
01/11/12	LM EISENBERG	Emails with local counsel regarding IT fee motion bills and exhibits.	.2	140.00
01/11/12	LM EISENBERG	Emails with paralegals regarding coordinating filing of IT fee motion.	.2	140.00
01/11/12	LM EISENBERG	Further emails from Akin regarding LTW settlement.	.2	140.00
01/11/12	LM EISENBERG	Review executed LTW stipulation and emails on same.	.2	140.00
01/11/12	RN ARNOLD	Correspondence/discussions with team regarding IT Fee Motion; revise same.	.6	321.00
01/12/12	LM EISENBERG	Review and work on bill for IT motion; redact same.	1.2	840.00
01/12/12	LM EISENBERG	Review orders entered yesterday.	.4	280.00
01/12/12	LM EISENBERG	Review email on TPS motion to compel.	.2	140.00
01/12/12	LM EISENBERG	Review of TPS motion to compel discovery.	.4	280.00
01/12/12	LM EISENBERG	Review email from Akin regarding UST and letter to shareholders.	.2	140.00
01/12/12	LM EISENBERG	Review LTW settlement motion.	.4	280.00
01/12/12	LM EISENBERG	Review Akin's summary of yesterday's hearing.	.3	210.00
01/12/12	LM EISENBERG	Review further revised disclosure statement.	.6	420.00
01/12/12	LM EISENBERG	Review and edit draft third IT fee motion and notice.	.4	280.00
01/12/12	LM EISENBERG	Emails regarding IT motion, preparing and filing IT fee motion.	.3	210.00
01/12/12	LM EISENBERG	Review bill as finalized and redacted.	.7	490.00
01/12/12	RN ARNOLD	Revise third fee motion and related notice and proposed order; coordinate filing of same.	.4	214.00
01/12/12	RN ARNOLD	Review DS hearing summary.	.2	107.00
01/13/12	JN ROTHLEDER	Review revised fee motion and correspond with L. Eisenberg re same and correspond with N. Constantino regarding finalization and filing same.	.6	363.00

Date	Timekeeper		Hours	Value
01/13/12	NA CONSTANTINO	Finalize 3rd IT motion and forward to local counsel for filing.	1.6	504.00
01/13/12	LM EISENBERG	Review WTC bills, forward to team.	.3	210.00
01/13/12	LM EISENBERG	Review bill as finalized.	.6	420.00
01/13/12	LM EISENBERG	Review local counsel's bill.	.4	280.00
01/13/12	LM EISENBERG	Follow up emails to WTC regarding exhibits to IT fee motion.	.2	140.00
01/13/12	LM EISENBERG	Review revised IT fee motion.	.4	280.00
01/13/12	LM EISENBERG	Emails with Pillsbury regarding IT fee motion hearing and objections deadline.	.2	140.00
01/13/12	LM EISENBERG	Multiple emails regarding filing of IT motion, exhibits, status.	.4	280.00
01/13/12	LM EISENBERG	Review BONY IT fee motion.	.4	280.00
01/13/12	RN ARNOLD	Correspond with team regarding and coordinate filing of IT Fee Motion.	.4	214.00
01/16/12	LM EISENBERG	Review disclosure statement order.	.6	420.00
01/17/12	JN ROTHLEDER	Prepare for and participate in Committee conference call and follow-up call with L. Eisenberg re same.	1.1	665.50
01/17/12	JN ROTHLEDER	Comment on draft notice to holders regarding approval of disclosure statement	.8	484.00
01/17/12	LM EISENBERG	Call with S. Cimalore after committee call.	.3	210.00
01/17/12	LM EISENBERG	Emails with J. Rothleder regarding call today.	.2	140.00
01/17/12	LM EISENBERG	Review interest calculation spreadsheet sent from Akin.	.4	280.00
01/17/12	LM EISENBERG	Review disclosure statement order.	.4	280.00
01/17/12	LM EISENBERG	Review revised agenda for call; call with J. Rothleder.	.4	280.00
01/17/12	LM EISENBERG	Review committee minutes for 1/3.	.2	140.00
01/17/12	LM EISENBERG	Review committee minutes for 1/6.	.2	140.00
01/17/12	LM EISENBERG	Review committee minutes for 1/10.	.2	140.00
01/17/12	LM EISENBERG	Review of IT fee motions.	1.2	840.00
01/17/12	LM EISENBERG	Review of WTC IT motion for TPS holders.	.4	280.00
01/17/12	LM EISENBERG	Review of BONY's IT motion.	.4	280.00
01/17/12	LM EISENBERG	Review WTC's IT motion as filed.	.4	280.00
01/17/12	LM EISENBERG	Review debtor's plan support letter as exhibits to disclosure statement.	.3	210.00
01/17/12	LM EISENBERG	Review opposition letters as exhibit to disclosure statement.	.4	280.00
01/17/12	LM EISENBERG	Review second modifications to plan regarding BKK and LTW.	.4	280.00
01/17/12	LM EISENBERG	Review interest calculation spreadsheet sent from Akin for all CCB note claims.	.4	280.00
01/17/12	LM EISENBERG	Review committee plan support letter.	.3	210.00

Date	Timekeeper		Hours	Value
01/17/12	LM EISENBERG	Review EC plan support letter.	.3	210.00
01/18/12	LM EISENBERG	Review email on tranquility claim from Akin.	.2	140.00
01/18/12	LM EISENBERG	Email from Akin regarding GSA, call tomorrow.	.2	140.00
01/18/12	LM EISENBERG	Review J. Rothleder's comments to notice no. 12.	.3	210.00
01/18/12	LM EISENBERG	Review miscellaneous pleadings filed.	.6	420.00
01/18/12	LM EISENBERG	Review further miscellaneous pleadings filed on discovery.	.4	280.00
01/18/12	LM EISENBERG	Work on notice no. 12 for trust VIII regarding disclosure statement approval and plan treatment and summary; incorporate J. Rothleder's comments; send to S. Cimalore.	1.4	980.00
01/18/12	LM EISENBERG	Draft and revise notice no. 12 for HFC Trust regarding disclosure statement approval, plan treatment and summary.	.8	560.00
01/18/12	LM EISENBERG	Draft and revise notice no. 12 for trust IV regarding disclosure statement approval, plan treatment and summary.	.8	560.00
01/18/12	LM EISENBERG	Review, edit and revise notice no. 12 for HFC Trust regarding disclosure statement approval, plan treatment and summary.	.6	420.00
01/18/12	LM EISENBERG	Review, edit and revise notice no. 12 for trust IV regarding disclosure statement approval, plan treatment and summary.	.6	420.00
01/18/12	LM EISENBERG	Review blacklined disclosure statement on treatment section for classes 14 and 15 and election and releases; edit notices.	.9	630.00
01/18/12	JN ROTHLEDER	Revise notice to holders regarding approval of disclosure statement and correspond with L. Eisenberg re same.	.6	363.00
01/18/12	JN ROTHLEDER	Review Committee correspondence regarding proposed Tranquility settlement.	.3	181.50
01/19/12	JN ROTHLEDER	Prepare for and participate in Committee call.	2.1	1,270.50
01/19/12	LM EISENBERG	Review revised plan; make updated changes to each of five notices.	.9	630.00
01/19/12	LM EISENBERG	Call with WTC regarding call today, notices.	.2	140.00
01/19/12	LM EISENBERG	Attend committee call; emails with J. Rothleder.	2.7	1,890.00
01/19/12	LM EISENBERG	Emails with J. Rothleder regarding call, notices, status.	.2	140.00

Date	Timekeeper		Hours	Value
01/19/12	LM EISENBERG	Review Akin report from today's hearing.	.2	140.00
01/19/12	LM EISENBERG	Review FTI's GUC reserve chart.	.2	140.00
01/19/12	LM EISENBERG	Prepare all notices no. 12; send to WTC with cover email.	5.1	3,570.00
01/19/12	RN ARNOLD	Review Disclosure Statement Approval Order and calendar related dates.	.4	214.00
01/19/12	LA INDELICATO	Review docket for disclosure statement and plan documents. Retrieve Debtors' most recent plan and forward to Leah Eisenberg.	.3	96.00
01/20/12	RN ARNOLD	Review fourth amended GSA and correspondence related to same.	.1	53.50
01/20/12	RN ARNOLD	Review summary of 9019 motion re FDIC agreement.	.1	53.50
01/20/12	LM EISENBERG	Review notices no. 12 as sent and finalize by WTC.	.1	70.00
01/20/12	LM EISENBERG	Review Sleet order denying TPS motion and related correspondence.	.3	210.00
01/20/12	LM EISENBERG	Review Akin's email on Sleet order.	.2	140.00
01/20/12	LM EISENBERG	Review settlement pleadings with FDIC filed yesterday.	.2	140.00
01/20/12	LM EISENBERG	Review emails from Akin and Weil regarding GSA.	.2	140.00
01/20/12	LM EISENBERG	Review Akin's email on FDIC 9019 and summary.	.2	140.00
01/20/12	LM EISENBERG	Review FDIC settlement agreement.	.4	280.00
01/20/12	LM EISENBERG	Review insured notice list for FDIC settlement.	.3	210.00
01/20/12	LM EISENBERG	Review WMI/FDIC agreement.	.3	210.00
01/20/12	LM EISENBERG	Review MBS response to committee's motion to amend tranquility decision.	.3	210.00
01/21/12	LM EISENBERG	Review debtor's reply to TPS opposition to alter tranquility decision.	.4	280.00
01/21/12	LM EISENBERG	Review MBS motion and brief to certify class.	.4	280.00
01/21/12	LM EISENBERG	Emails with Akin regarding change of committee call next week; emails with WTC.	.5	350.00
01/23/12	LM EISENBERG	Review Akin's email regarding Tab compensation summary.	.3	210.00
01/24/12	LM EISENBERG	Review TAB issue summary prior to call.	.3	210.00
01/24/12	LM EISENBERG	Attend committee call.	1.5	1,050.00
01/24/12	LM EISENBERG	Emails with J. Rothleder regarding call.	.2	140.00
01/24/12	LM EISENBERG	Brief review of Dexia complaint.	.6	420.00
01/24/12	LM EISENBERG	Review summary of Dexia alleged MBS tranches.	.2	140.00

Date	Timekeeper		Hours	Value
01/24/12	LM EISENBERG	Review Akin's email regarding budget, comp and update.	.2	140.00
01/25/12	JN ROTHLEDER	Review Committee correspondence regarding various open items including hearing status, compensation issues; conference with L. Eisenberg regarding status of run-off indenture; review correspondence regarding IT fee motions.	.8	484.00
01/25/12	LM EISENBERG	Emails with committee members regarding call tomorrow, Weil request to adjourn IT fee applications.	.2	140.00
01/25/12	LM EISENBERG	Conference with J. Rothleder regarding status, call tomorrow.	.3	210.00
01/25/12	LM EISENBERG	Emails with J. Rothleder regarding hearing today.	.2	140.00
01/25/12	LM EISENBERG	Review Akin's email regarding revised TAB compensation.	.2	140.00
01/25/12	LM EISENBERG	Review email summary on court hearing today.	.3	210.00
01/25/12	LM EISENBERG	Review Akin's updates on calls with Weil, Marta, TPS, mediation.	.3	210.00
01/25/12	LM EISENBERG	Review Debtor's response to MBS motion.	.4	280.00
01/26/12	JN ROTHLEDER	Prepare for and participate in conference call with counsel to Indenture Trustees regarding Debtors' request to adjourn fee motions and review related correspondence.	.9	544.50
01/26/12	JN ROTHLEDER	Correspond with S. Cimalore and L. Eisenberg regarding in-person meeting regarding liquidating trust issues.	.3	181.50
01/26/12	RN ARNOLD	Review correspondence regarding TAB compensation.	.2	107.00
01/26/12	LM EISENBERG	Review Boiler Maker's motion to allow claims.	.4	280.00
01/26/12	LM EISENBERG	Review of plan supplement and exhibits filed yesterday.	.4	280.00
01/26/12	LM EISENBERG	Review further emails from committee members regarding IT fees, responding to Weil's request for extension objection.	.3	210.00
01/26/12	LM EISENBERG	Review Akin's email on Whitebox statement and review statement.	.3	210.00
01/26/12	LM EISENBERG	Review follow-up email from Akin regarding TAB compensation.	.2	140.00
01/26/12	LM EISENBERG	Follow-up emails from committee members regarding IT motion, proposal with Weil.	.4	280.00
01/26/12	LM EISENBERG	Review Broadbill response to debtor's motion to approve LTW stipulation.	.4	280.00

Date	Timekeeper		Hours	Value
01/27/12	JN ROTHLEDER	Correspond with Committee counsel regarding in-person meeting and follow-up correspondence with S. Cimalore and L. Eisenberg re same.	.6	363.00
01/27/12	LM EISENBERG	Review FDIC settlement order.	.2	140.00
01/27/12	LM EISENBERG	Review email from Akin regarding Tranquility update.	.2	140.00
01/27/12	LM EISENBERG	Review draft Tranquility motion and stipulation.	.7	490.00
01/27/12	LM EISENBERG	Review email from Akin regarding DTC issues.	.2	140.00
01/27/12	LM EISENBERG	Emails with WTC regarding DTC issues.	.2	140.00
01/27/12	LM EISENBERG	Emails from Akin regarding in person meeting and with WTC re same.	.4	280.00
01/27/12	LM EISENBERG	Review reply to debtor's response to MBS motion filed by boilmakers.	.2	140.00
01/30/12	JN ROTHLEDER	Review Committee correspondence regarding various settlements; conference call with L. Eisenberg regarding omnibus hearing and review Feb. 1st hearing agenda.	.6	363.00
01/30/12	LM EISENBERG	Attention to distribution issues.	.2	140.00
01/30/12	LM EISENBERG	Review class representative reply to objection to motion to approve LTW settlement.	.4	280.00
01/30/12	LM EISENBERG	Review Tranquility settlement motion.	.4	280.00
01/30/12	LM EISENBERG	Review plan supplementas finalized last week; review LTA.	.6	420.00
01/30/12	LM EISENBERG	Review bylaws.	.4	280.00
01/30/12	LM EISENBERG	Review articles of incorporation.	.4	280.00
01/30/12	LM EISENBERG	Review initial directors.	.3	210.00
01/31/12	JN ROTHLEDER	Review hearing agenda and Committee correspondence in advance of Committee conference call.	.4	242.00
01/31/12	JN ROTHLEDER	Prepare for and participate in Committee conference call.	1.5	907.50
01/31/12	NA CONSTANTINO	Setup Courtcall for L. Eisenberg for 02/01/12 hearing.	.1	31.50
01/31/12	LM EISENBERG	Review miscellaneous pleadings filed today.	.3	210.00
01/31/12	LM EISENBERG	Review debtor's response to MBS reply.	.3	210.00
01/31/12	LM EISENBERG	Review FTI's recovery analysis.; emails on same.	.6	420.00
01/31/12	LM EISENBERG	Review agenda for call today.	.2	140.00
01/31/12	LM EISENBERG	Emails with paralegals for court call for 1/1 hearing.	.2	140.00
01/31/12	LM EISENBERG	Review agenda for 1/1 hearing.	.2	140.00
01/31/12	LM EISENBERG	Review committee minutes to 1/30 call.	.2	140.00
01/31/12	LM EISENBERG	Review committee minutes to 1/19 call.	.2	140.00
01/31/12	LM EISENBERG	Review committee minutes to 1/17 call.	.2	140.00

Date	Timekeeper		Hours	Value
01/31/12	LM EISENBERG	Attend committee call.	1.4	980.00
01/31/12	LM EISENBERG	Emails with S. Cimalore regarding call today.	.2	140.00
01/31/12	LM EISENBERG	Emails with J. Rothleder regarding call today.	.2	140.00
02/01/12	JN ROTHLEDER	Telephonically participate in omnibus hearing and review Committee correspondence re same.	2.7	1,633.50
02/01/12	LM EISENBERG	Review of TPS mandamus pleadings.	.4	280.00
02/01/12	LM EISENBERG	Review Akin's email on MBS order.	.2	140.00
02/01/12	LM EISENBERG	Review Tranquility settlement order.	.2	140.00
02/01/12	LM EISENBERG	Review MBS classification order.	.2	140.00
02/01/12	LM EISENBERG	Review Akin's email summary on hearing today.	.3	210.00
02/01/12	LM EISENBERG	Review TPS objections to motion to compel discovery.	.4	280.00
02/01/12	LM EISENBERG	Review amended agenda for today's hearing.	.2	140.00
02/01/12	LM EISENBERG	Prepare for today's hearing: review LTW settlement motion, Tranquility settlement motion.	.6	420.00
02/01/12	LM EISENBERG	Review Akin's email update regarding MBS.	.2	140.00
02/01/12	LM EISENBERG	Attend hearing today by phone.	2.4	1,680.00
02/01/12	LM EISENBERG	Emails with J. Rothleder regarding hearing today.	.2	140.00
02/01/12	LM EISENBERG	Brief review of TPS mandamus pleadings.	.4	280.00
02/02/12	LM EISENBERG	Review TPS mandamus pleadings.	.6	420.00
02/02/12	LM EISENBERG	Review Akin's emails on mandamus documents filed by TPS.	.2	140.00
02/03/12	JN ROTHLEDER	Review Committee correspondence regarding Tricadia demands; prepare for and participate in Committee conference call regarding Tricadia issues and follow-up correspondence with L. Eisenberg re same.	2.0	1,210.00
02/03/12	AI SILFEN	Review committee materials.	1.2	1,140.00
02/03/12	LM EISENBERG	Emails from Akin regarding Tricadia update, need for call today.	.2	140.00
02/03/12	LM EISENBERG	Emails with J. Rothleder regarding Tricadia and call today.	.2	140.00
02/03/12	LM EISENBERG	Emails with J. Rothleder after call.	.2	140.00
02/05/12	LM EISENBERG	Review Akin emails regarding briefs to be filed and summary.	.2	140.00
02/06/12	LM EISENBERG	Email from Akin regarding CCB update and meeting on Wednesday.	.2	140.00
02/06/12	LM EISENBERG	Email with J. Rothleder regarding meeting on Wednesday.	.2	140.00
02/06/12	LM EISENBERG	Emails from Akin regarding briefs filed by debtor and committee joinders.	.2	140.00

Date	Timekeeper		Hours	Value
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02/06/12	LM EISENBERG	Review Akin's email regarding EC consent to intervene appeal by TPS.	.2	140.00
02/07/12	AI SILFEN	Conference with J. Rothleder.	.4	380.00
02/07/12	LM EISENBERG	Emails with J. Rothleder and WTC regarding committee call tomorrow.	.3	210.00
02/07/12	LM EISENBERG	Email from Akin regarding plan objection deadline.	.2	140.00
02/07/12	LM EISENBERG	Email from Akin regarding Tricadia update.	.2	140.00
02/08/12	JN ROTHLEDER	Correspond and conference call with L. Eisenberg regarding in-person meeting and Holdco demands.	.6	363.00
02/08/12	LM EISENBERG	Emails with Akin, J. Rothleder and WTC regarding meeting today.	.2	140.00
02/08/12	LM EISENBERG	Review emails from Akin and Weil regarding status of late filed claims.	.2	140.00
02/08/12	LM EISENBERG	Attend committee meeting at Akin; meeting with debtor.	4.5	3,150.00
02/08/12	LM EISENBERG	Review MBS pleadings.	.4	280.00
02/08/12	LM EISENBERG	Review revised LTA materials from meeting.	1.2	840.00
02/08/12	LM EISENBERG	Review LTA materials from debtor.	.6	420.00
02/08/12	LM EISENBERG	Review Akin's litigation calendar.	.2	140.00
02/08/12	LM EISENBERG	Review charts on CCB's.	.2	140.00
02/08/12	LM EISENBERG	Review Akin's objection chart summary.	.8	560.00
02/08/12	LM EISENBERG	Review Holdco plan objection, multiple emails on same.	.6	420.00
02/08/12	LM EISENBERG	Conference with J. Rothleder regarding committee meeting today, CCB issues, position papers.	.4	280.00
02/08/12	LM EISENBERG	Email from W. Curchak regarding CCB issues, draft email response to same.	.4	280.00
02/08/12	LM EISENBERG	Review Akin's email and Weil's email update regarding CCB.	.2	140.00
02/08/12	LM EISENBERG	Review 2/21 GSA and email on same.	.3	210.00
02/08/12	LM EISENBERG	Review debtor's objection to MBS motion.	.3	210.00
02/08/12	LM EISENBERG	Review AAOC joinder filed.	.2	140.00
02/08/12	AI SILFEN	Review documents, review committee materials, conference.	1.2	1,140.00
02/09/12	LM EISENBERG	Review TPS mandamus documents sent from Akin last week.	.6	420.00
02/09/12	LM EISENBERG	Review draft appeal brief from Akin and Akin's comments on TPS stay pending appeal and jurisdiction.	1.1	770.00
02/09/12	LM EISENBERG	Review draft appeal brief 2 from Akin sent on 2/5 and Akin's comments on jurisdiction issues.	.4	280.00
02/09/12	LM EISENBERG	Review TPS motion to file disclosure statement under seal.	.3	210.00

<u>Date</u>	<u>Timekeeper</u>		<u>Hours</u>	<u>Value</u>
02/09/12	LM EISENBERG	Review miscellaneous plan objections filed last week.	.8	560.00
02/09/12	LM EISENBERG	Review further email updates from Akin regarding CCB status, settlement offers; committee member responses.	.3	210.00
02/09/12	LM EISENBERG	Detailed review of funded debt memo and subordination issues prepared by FTI; emails with J. Rothleder.	1.2	840.00
02/09/12	LM EISENBERG	Review discovery served on Holdco.	.4	280.00
02/09/12	LM EISENBERG	Email from Holdco regarding objection filed.	.2	140.00
02/09/12	LM EISENBERG	Emails with J. Rothleder regarding Holdco deposition.	.2	140.00
02/09/12	LM EISENBERG	Conference with A. Silfen regarding Tricadia and Holdco position, discovery requests; Holdco request for indenture documents; emails with J. Rothleder.	.4	280.00
02/10/12	LM EISENBERG	Review reply to debtor's opposition to MBS motion.	.3	210.00
02/10/12	LM EISENBERG	Review debtor's motion to adjourn certification motion and related pleadings.	.4	280.00
02/10/12	LM EISENBERG	Review committee joinder filed to debtor's opposition to MBS motion.	.2	140.00
02/10/12	LM EISENBERG	Review emails on voting results.	.3	210.00
02/10/12	LM EISENBERG	Continue reviewing discovery directed to Holdco.	.3	210.00
02/10/12	LM EISENBERG	Review D. Henderson memo on debt priorities from 10/30/09.	.6	420.00
02/10/12	LM EISENBERG	Multiple emails from Akin regarding CCB offers, counter-offers; committee emails on same; emails with J. Rothleder; review further emails from Weil.	.6	420.00
02/10/12	LM EISENBERG	Review of TPS exhibits and documents sent from Akin.	.4	280.00
02/10/12	LM EISENBERG	Review debtor's exhibits list and cover letter.	.2	140.00
02/10/12	LM EISENBERG	Review boilermaker objection to debtor's motion to adjourn MBS classification motion.	.3	210.00
02/10/12	LM EISENBERG	Review committee exhibits for plan hearing.	.4	280.00
02/10/12	LM EISENBERG	Review emails from Akin regarding dismissal of mandamus by third circuit, letter and order to Judge Sleet.	.3	210.00
02/10/12	LM EISENBERG	Review Holdco plan objection.	.4	280.00

<u>Date</u>	<u>Timekeeper</u>		<u>Hours</u>	<u>Value</u>
02/10/12	LM EISENBERG	Review D. Henderson memos; analyze intercreditor issues and prepare outline on summary of AI conclusion from 2010.	2.2	1,540.00
02/11/12	JN ROTHLEDER	Review Committee correspondence regarding settlements.	.3	181.50
02/11/12	LM EISENBERG	Review Wells Fargo reservation of rights.	.3	210.00
02/11/12	LM EISENBERG	Emails with J. Rothleder regarding Wells Fargo reservation of rights.	.2	140.00
02/11/12	LM EISENBERG	Review third circuit dismissal of mandamus order, Judge Sleet order, third circuit letter, notified judgment.	.4	280.00
02/11/12	LM EISENBERG	Review Akins emails regarding voting updates.	.2	140.00
02/11/12	LM EISENBERG	Review emails from Akin, Weil and J. Lyons regarding TPS votes.	.2	140.00
02/11/12	LM EISENBERG	Review draft Tricadia and Holdco stipulations.	.6	420.00
02/11/12	LM EISENBERG	Emails with A. Silfen regarding Holdco and Tricadia stipulations; emails with Akin.	.2	140.00
02/12/12	JN ROTHLEDER	Review Committee correspondence regarding settlements.	.4	242.00
02/12/12	LM EISENBERG	Review of draft brief committee statement in support in plan.	.4	280.00
02/12/12	LM EISENBERG	Further emails with A. Silfen regarding Tricadia and Holdco stipulations.	.2	140.00
02/12/12	LM EISENBERG	Review revised Tricadia and Holdco stipulations.	.8	560.00
02/12/12	LM EISENBERG	Continue reviewing and analyzing D. Henderson funded debt memo and intercreditor issues raised by Holdco.	1.2	840.00
02/13/12	JN ROTHLEDER	Conferences with L. Eisenberg regarding confirmation hearing preparation and status.	.6	363.00
02/13/12	JN ROTHLEDER	Review Committee emails regarding confirmation information.	.3	181.50
02/13/12	LM EISENBERG	Review miscellaneous orders entered today on MBS classification motions.	.2	140.00
02/13/12	LM EISENBERG	Review draft committee brief in support of plan.	.6	420.00
02/13/12	LM EISENBERG	Review further revised Tricadia and Holdco stipulations.	.4	280.00
02/13/12	LM EISENBERG	Review miscellaneous exhibits filed today.	.3	210.00
02/13/12	LM EISENBERG	Review draft confirmation order.	1.2	840.00

Date	Timekeeper		Hours	Value
02/13/12	LM EISENBERG	Review L. Crowley's comments to statement; review Akin's revisions.	.2	140.00
02/13/12	LM EISENBERG	Conference with J. Rothleder regarding Tricadia and Holdco stipulation, holdings.	.4	280.00
02/13/12	LM EISENBERG	Emails with paralegals to prepare documents for confirmation hearing.	.2	140.00
02/13/12	LM EISENBERG	Conference with A. Silfen regarding Tricadia and Holdco stipulations.	.3	210.00
02/13/12	LM EISENBERG	Review Akin's email regarding MBS update.	.2	140.00
02/13/12	LA INDELICATO	Review docket and retrieve most recent plan for Leah Eisenberg.	.2	64.00
02/14/12	JN ROTHLEDER	Review filings in advance of confirmation hearing.	1.5	907.50
02/14/12	JN ROTHLEDER	Prepare for and participate in Committee conference call.	1.2	726.00
02/14/12	LM EISENBERG	Review debtor's election notice for tax and priority claims.	.2	140.00
02/14/12	LM EISENBERG	Review debtor's omnibus response to plan objections.	1.2	840.00
02/14/12	LM EISENBERG	Review debtor's witness list for trial.	.2	140.00
02/14/12	LM EISENBERG	Review Goulding declaration.	.2	140.00
02/14/12	LM EISENBERG	Review Klamser declaration.	.6	420.00
02/14/12	LM EISENBERG	Review Share declaration.	.4	280.00
02/14/12	LM EISENBERG	Review debtor's pre-hearing submissions.	.4	280.00
02/14/12	LM EISENBERG	Review JPM declaration in support of plan.	.3	210.00
02/14/12	LM EISENBERG	Review Willingham declaration in support of plan.	.3	210.00
02/14/12	LM EISENBERG	Review emails from Akin last night regarding plan documents.	.2	140.00
02/14/12	LM EISENBERG	Review agenda for 2/16 hearing.	.3	210.00
02/14/12	LM EISENBERG	Review limited objection to Tranquility settlement filed by Boilermakers.	.3	210.00
02/14/12	LM EISENBERG	Review Akin's redlined statement in support of plan sent yesterday.	.6	420.00
02/14/12	LM EISENBERG	Review Law Debenture's statement in support of plan.	.3	210.00
02/14/12	LM EISENBERG	Attend committee call; emails with J. Rothleder.	.9	630.00
02/14/12	LM EISENBERG	Review debtor's objection to TPS anticipated request for direct appeal.	.4	280.00
02/15/12	LM EISENBERG	Review debtor's confirmation brief.	1.8	1,260.00
02/15/12	LM EISENBERG	Emails with J. Rothleder regarding confirmation hearing.	.2	140.00
02/15/12	LM EISENBERG	Emails with paralegals regarding confirmation hearing.	.2	140.00

Date	Timekeeper		Hours	Value
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02/15/12	LM EISENBERG	Review Akin's comments to revised confirmation order.	.6	420.00
02/15/12	RN ARNOLD	Review Holdco Advisors LP objection to Plan.	.7	374.50
02/15/12	JN ROTHLEDER	Review Committee correspondence regarding outstanding confirmation issues and correspond with L. Eisenberg re same; prepare for confirmation hearing.	3.6	2,178.00
02/15/12	LM EISENBERG	Continue reviewing revised confirmation order.	.8	560.00
02/15/12	LM EISENBERG	Conference with J. Rothleder regarding hearing, confirmation order.	.3	210.00
02/15/12	LM EISENBERG	Review multiple email updates from Akin regarding TPS.	.4	280.00
02/15/12	LM EISENBERG	Emails from committee members; review emails from Weil.	.2	140.00
02/15/12	LM EISENBERG	Review entered Holdco and Tricadia orders.	.2	140.00
02/15/12	LM EISENBERG	Review Holdco order entered.	.2	140.00
02/15/12	LM EISENBERG	Further emails from Akin regarding TPS settlement and call.	.3	210.00
02/15/12	LM EISENBERG	Emails with WTC, J. Rothleder and Akin regarding TPS settlement.	.3	210.00
02/15/12	LM EISENBERG	Review Akins status report.	.2	140.00
02/15/12	LM EISENBERG	Further emails from parties regarding revised documents.	.2	140.00
02/15/12	LA INDELICATO	Calls to Chambers regarding timing of confirmation hearings; correspond with Leah Eisenberg regarding same.	.3	96.00
02/15/12	LM EISENBERG	Email to R. Arnold re: DS order, ballots.	.2	140.00
02/16/12	JN ROTHLEDER	Travel to and from Wilmington for confirmation hearing.	2.2	1,331.00
02/16/12	JN ROTHLEDER	Attend confirmation hearing.	5.3	3,206.50
02/16/12	AI SILFEN	Conference with WTC regarding confirmation.	.5	475.00
02/16/12	RN ARNOLD	Review Holdco stipulation.	.2	107.00
02/16/12	LM EISENBERG	Prepare for confirmation hearing; review reply to objection, committee statement in support, plan documents; prepare notes for statement on record.	1.4	980.00
02/16/12	LM EISENBERG	Attend confirmation hearing.	8.0	5,600.00
02/16/12	LM EISENBERG	Review TPS stipulation, review debtor's supplemental response regarding motion to establish reserves; review declaration in support; review Willingham's supplemental declaration.	.7	490.00
02/16/12	LM EISENBERG	Review third plan modification.	.3	210.00

Date	Timekeeper		Hours	Value
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02/16/12	LM EISENBERG	Review revised terms of TPS stipulation.	.3	210.00
02/16/12	LM EISENBERG	Review miscellaneous plan documents.	.4	280.00
02/17/12	JN ROTHLEDER	Prepare for and telephonically participate in confirmation hearing.	1.1	665.50
02/17/12	LM EISENBERG	Attend confirmation hearing; travel home; review revised confirmation order sent yesterday; review committee comments to plan confirmation order.	4.8	3,360.00
02/17/12	LM EISENBERG	Review of debtor's estimation motion.	.3	210.00
02/17/12	LM EISENBERG	Review TPS stipulation sent from Akin.	.3	210.00
02/20/12	LM EISENBERG	Emails with J. Rothleder re: call tomorrow.	.2	140.00
02/21/12	JN ROTHLEDER	Participate in Committee call; review revised draft of confirmation order; conference with L. Eisenberg regarding update.	1.4	847.00
02/21/12	RN ARNOLD	Participate in Committee call.	.7	374.50
02/21/12	LM EISENBERG	Conference with J. Rothleder regarding call today.	.2	140.00
02/21/12	AI SILFEN	Review pleadings, conference with WTC.	.9	855.00
02/22/12	JN ROTHLEDER	Review revised confirmation order.	.3	181.50
02/22/12	LM EISENBERG	Review 4th GSA amendment and emails on same.	.4	280.00
02/22/12	LM EISENBERG	Review all pleadings filed regarding D&O reserves and issues.	.6	420.00
02/22/12	LM EISENBERG	Review of 9019 motion on Hewlett Packard settlement.	.4	280.00
02/23/12	JN ROTHLEDER	Post-confirmation review of materials.	.5	302.50
02/23/12	LM EISENBERG	Review Akin's email on D&O reserve.	.2	140.00
02/23/12	LM EISENBERG	Review FTI's recovery analysis dated 2/22.	.4	280.00
02/23/12	LM EISENBERG	Review revised confirmation order.	.6	420.00
02/23/12	LM EISENBERG	Conference with J. Rothleder regarding preparing notices; confirmation order.	.3	210.00
02/24/12	LM EISENBERG	Review confirmation order as entered.	.8	560.00
02/24/12	LM EISENBERG	Review revised LTA.	.6	420.00
02/27/12	JN ROTHLEDER	Review correspondence regarding fee motion and CNO and follow-up with local counsel re same.	.4	242.00
02/27/12	JN ROTHLEDER	Review draft notice to holders regarding confirmation order and correspond with L. Eisenberg re same.	.7	423.50
02/27/12	LM EISENBERG	Review FTI's recovery analysis on Assurant.	.3	210.00
02/27/12	LM EISENBERG	Review emails from Akin, FTI and A&M regarding Assurant trust, monetization and analysis.	.3	210.00
02/27/12	LM EISENBERG	Review committee member emails regarding Assurant Trust.	.2	140.00

Date	Timekeeper		Hours	Value
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02/27/12	LM EISENBERG	Review A&M's information on Assurant Trust.	.2	140.00
02/27/12	LM EISENBERG	Review confirmation order.	.6	420.00
02/27/12	LM EISENBERG	Emails from IT's regarding COC's for fee motion.	.2	140.00
02/27/12	LM EISENBERG	Emails with local counsel regarding preparing COC for IT fees.	.1	70.00
02/27/12	LM EISENBERG	Conference with J. Rothleder regarding preparing notice, confirmation order.	.3	210.00
02/27/12	LM EISENBERG	Review prior notice.	.2	140.00
02/27/12	LM EISENBERG	Draft notice #13 for CCB Trust VIII regarding confirmation order.	.8	560.00
02/27/12	LM EISENBERG	Review, edit and revise notice no. 13 for CCB Trust VIII regarding confirmation order.	.4	280.00
02/27/12	LM EISENBERG	Emails with J. Rothleder regarding comments to notice.	.2	140.00
02/27/12	LM EISENBERG	Call to WTC to discuss Assurant issue.	.2	140.00
02/27/12	LM EISENBERG	Emails with Akin regarding Assurant trust issue and WTC's position.	.2	140.00
02/27/12	LM EISENBERG	Draft email to WTC regarding recommendation on Assurant trust issue.	.2	140.00
02/27/12	LM EISENBERG	Review J. Rothleder's comments to draft notice #13.	.2	140.00
02/27/12	LM EISENBERG	Emails with WTC regarding notice #13.	.2	140.00
02/28/12	JN ROTHLEDER	Review and comment on notice to holders regarding entry of confirmation order.	.6	363.00
02/28/12	JN ROTHLEDER	Prepare for and participate in Committee conference call.	.8	484.00
02/28/12	JN ROTHLEDER	Review CNO regarding IT fee motion and correspond with L. Eisenberg regarding agenda.	.5	302.50
02/28/12	LM EISENBERG	Review, edit and revise Notice #13 for Trust V.	.3	210.00
02/28/12	LM EISENBERG	Review, edit and revise Notice #13 for Trust VII.	.3	210.00
02/28/12	LM EISENBERG	Review, edit and revise Notice #13 for Trust IV.	.3	210.00
02/28/12	LM EISENBERG	Review, edit and revise Notice #13 for HFC trust.	.3	210.00
02/28/12	LM EISENBERG	Attend committee call; emails with J. Rothleder.	.6	420.00
02/28/12	LM EISENBERG	Review email from Akin sent last night regarding GSA, effective date, emails from Weil.	.2	140.00
02/28/12	LM EISENBERG	Review 5th amendment to GSA.	.3	210.00
02/28/12	LM EISENBERG	Review effective date closing checklist.	.8	560.00

Date	Timekeeper		Hours	Value
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02/28/12	LM EISENBERG	Edit notice #13 for Trust VIII to include J. Rothleder's comments.	.3	210.00
02/28/12	LM EISENBERG	Draft notice #13 for Trust VII regarding plan confirmation.	.5	350.00
02/28/12	LM EISENBERG	Draft notice #13 for Trust V regarding plan confirmation.	.5	350.00
02/28/12	LM EISENBERG	Draft notice #13 for Trust IV regarding plan confirmation.	.5	350.00
02/28/12	LM EISENBERG	Draft notice #13 for HFC trust regarding plan confirmation.	.5	350.00
02/28/12	LM EISENBERG	Review committee minutes for meeting on 1/31.	.0	.00
02/28/12	LM EISENBERG	Review committee minutes for meeting on 2/3.	.2	140.00
02/28/12	LM EISENBERG	Review committee minutes for meeting on 2/8.	.0	.00
02/28/12	LM EISENBERG	Review committee minutes for meeting on 2/14.	.0	.00
02/28/12	LM EISENBERG	Review committee minutes for meeting on 2/21.	.0	.00
02/28/12	LM EISENBERG	Conference with J. Rothleder regarding hearing on Thursday.	.2	140.00
02/29/12	JN ROTHLEDER	Correspond with L. Eisenberg and local counsel regarding fee motion issues.	.2	121.00
02/29/12	JN ROTHLEDER	Review correspondence with A&M regarding distribution call and follow-up correspondence with L. Eisenberg re same.	.3	181.50
02/29/12	NA CONSTANTINO	Setup courtcall appearance for L. Eisenberg for 03/01 hearing.	.1	31.50
02/29/12	LM EISENBERG	Email from A&M regarding setting call for next week; emails with WTC; emails with J. Rothleder.	.3	210.00
02/29/12	LM EISENBERG	Emails with J. Rothleder regarding hearing on Thursday.	.3	210.00
02/29/12	LM EISENBERG	Review and finalize notice #13 for Trust VIII.	.3	210.00
02/29/12	LM EISENBERG	Review and finalize notice #13 for Trust VII.	.3	210.00
02/29/12	LM EISENBERG	Review and finalize notice #13 for Trust V.	.3	210.00
02/29/12	LM EISENBERG	Review and finalize notice #13 for Trust IV.	.3	210.00
02/29/12	LM EISENBERG	Review and finalize notice #13 for HFC.	.3	210.00
02/29/12	LM EISENBERG	Prepare all five notices; send to WTC with cover email.	.2	140.00
02/29/12	LM EISENBERG	Review agenda for 3/1 hearing.	.2	140.00
02/29/12	LM EISENBERG	Review CNO on IT third fee motion.	.3	210.00
02/29/12	LM EISENBERG	Emails with local counsel regarding CNO filed.	.2	140.00

<u>Date</u>	<u>Timekeeper</u>		<u>Hours</u>	<u>Value</u>
02/29/12	LM EISENBERG	Call with J. Rothleder to discuss IT fee hearing tomorrow.	.2	140.00
02/29/12	LM EISENBERG	Emails with local counsel regarding fee hearing tomorrow.	.3	210.00
02/29/12	LM EISENBERG	Emails with A. Alves regarding TPS trustee IT fee order.	.3	210.00
02/29/12	LM EISENBERG	Review amended agenda for hearing.	.3	210.00
03/01/12	JN ROTHLEDER	Correspond with L. Eisenberg and local counsel regarding entry of order approving fee motion and hearing issues.	.4	242.00
03/01/12	LM EISENBERG	Review amended agenda for hearing.	.3	210.00
03/01/12	LM EISENBERG	Emails with J. Rothleder and local counsel regarding today's hearing.	.2	140.00
03/01/12	LM EISENBERG	Emails with local counsel regarding today's hearing.	.2	140.00
03/05/12	JE JORDAN	Review revised control agreement; draft e-mails.	.2	156.00
03/05/12	LM EISENBERG	Emails regarding status of notice.	.2	140.00
03/05/12	LM EISENBERG	Emails regarding call tomorrow.	.2	140.00
03/06/12	JN ROTHLEDER	Prepare for and participate in Committee conference call.	1.1	665.50
03/06/12	LM EISENBERG	Call with J. Rothleder and Akin regarding call.	.3	210.00
03/06/12	LM EISENBERG	Review revised LTA.	.6	420.00
03/06/12	LM EISENBERG	Attend committee call; follow up emails.	.6	420.00
03/08/12	LM EISENBERG	Review closing documents sent from Weil; emails on same.	1.2	840.00
03/09/12	LM EISENBERG	Review email update from Akin regarding MBS motion, SEC issues, public information, closing date, GSA, D&O stipulation, litigation on coverage.	.4	280.00
03/09/12	LM EISENBERG	Review Klee Tuchin analysis on insurance coverage litigation.	.4	280.00
03/09/12	JN ROTHLEDER	Review Committee correspondence regarding update on status.	.4	242.00
03/12/12	JN ROTHLEDER	Review Committee correspondence regarding PIERS motion.	.2	121.00
03/12/12	LM EISENBERG	Review agenda for 3/14 hearing.	.2	140.00
03/12/12	LM EISENBERG	Review Akin's email update.	.2	140.00
03/13/12	JN ROTHLEDER	Prepare for and participate in Committee conference call; review follow-up correspondence.	1.0	605.00
03/13/12	LM EISENBERG	Emails from Akin regarding reconsideration motion.	.2	140.00
03/13/12	LM EISENBERG	Review reconsideration pleadings.	.3	210.00
03/13/12	LM EISENBERG	Call with S. Cimalore to discuss call today, effective date, closing.	.4	280.00

Date	Timekeeper		Hours	Value
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03/13/12	LM EISENBERG	Emails with Akin regarding execution of closing documents and WTC approval.	.2	140.00
03/13/12	LM EISENBERG	Review reconsideration motion and related pleadings sent from Akin yesterday.	.4	280.00
03/13/12	LM EISENBERG	Review miscellaneous pleadings/orders filed yesterday and today.	.4	280.00
03/13/12	LM EISENBERG	Review minutes for 2/28 meeting.	.2	140.00
03/13/12	LM EISENBERG	Review amended agenda for tomorrow's hearing.	.4	280.00
03/13/12	LM EISENBERG	Emails with J. Rothleder regarding tomorrow's hearing.	.2	140.00
03/13/12	LA INDELICATO	Review docket; retrieve agenda for tomorrow's hearing and forward to Leah Eisenberg.	.2	64.00
03/14/12	JN ROTHLEDER	Prepare for and telephonically participate in omnibus hearing and follow-up conference with L. Eisenberg re same; review Committee correspondence re same.	1.2	726.00
03/14/12	JN ROTHLEDER	Correspond and conferences with S. Cimalore and L. Eisenberg regarding effective date issues including payment of IT fees; review plan regarding payment of IT fees.	.9	544.50
03/14/12	RN ARNOLD	Telephone conference with Weil re surrender of securities; correspondence with team re same.	.3	160.50
03/14/12	LM EISENBERG	Attend today's hearing by phone.	.8	560.00
03/14/12	LM EISENBERG	Review Akin's email yesterday regarding Matache motion.	.2	140.00
03/14/12	LM EISENBERG	Review order shortening notice on Matache motion.	.3	210.00
03/14/12	LM EISENBERG	Review debtor's objection to Matache motion.	.4	280.00
03/14/12	LM EISENBERG	Emails with R. Arnold regarding call from Weil and questions on certificates.	.2	140.00
03/14/12	LM EISENBERG	Emails to A&M regarding call from Weil and questions on certificates.	.2	140.00
03/14/12	LM EISENBERG	Calls to S. Cimalore to discuss call from Weil and questions on certificates.	.2	140.00
03/14/12	LM EISENBERG	Review Akin's summary of hearing today.	.2	140.00
03/14/12	LM EISENBERG	Emails with J. Rothleder regarding payment of IT fees; Section 31.12 of plan; review same.	.4	280.00

Date	Timekeeper		Hours	Value
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03/15/12	JN ROTHLEDER	Conferences with L. Eisenberg regarding effective date transaction and review Committee correspondence re same.	.6	363.00
03/15/12	LM EISENBERG	Review email update from Akin regarding AAOC and EC negotiations on waiver.	.2	140.00
03/15/12	RN ARNOLD	Review various updates from Committee counsel.	.3	160.50
03/15/12	RN ARNOLD	Discussions with Weil re cancellation of securities; discuss same with J. Rothleder.	.2	107.00
03/15/12	DJ HENDERSON	Review revised legal opinion; correspondence with J. Jordan regarding same.	.6	459.00
03/16/12	LM EISENBERG	Review Akin's email updates regarding status, effective date.	.3	210.00
03/16/12	LM EISENBERG	Review notice of waiver of closing conditions filed today.	.2	140.00
03/16/12	LM EISENBERG	Review 9019 on settlement with debtor, JPM, U.S. Bank.	.4	280.00
03/16/12	LM EISENBERG	Review miscellaneous pleadings.	.3	210.00
03/16/12	LM EISENBERG	Further emails from Akin re: effective date.	.2	140.00
03/16/12	RN ARNOLD	Correspondence re effective date.	.1	53.50
03/16/12	DJ HENDERSON	Email correspondence with A. Silfen regarding US Bank subordination issue.	.2	153.00
03/17/12	LM EISENBERG	Final Review of all executed closing documents.	.8	560.00
03/17/12	LM EISENBERG	Review executed indentures.	.8	560.00
03/19/12	JN ROTHLEDER	Correspond with L. Eisenberg regarding status of closing and review Committee correspondence re same.	.8	484.00
03/19/12	RN ARNOLD	Correspondence re effective date and other issues.	.2	107.00
03/19/12	LM EISENBERG	Emails from Akin re: effective date.	.2	140.00
03/19/12	LM EISENBERG	Review notice of effective date.	.2	140.00
03/20/12	JN ROTHLEDER	Prepare for and participate in Committee conference call.	1.0	605.00
03/20/12	LM EISENBERG	Call with J. Rothleder regarding effective date, preparing notice to holders.	.2	140.00
03/20/12	LM EISENBERG	Review notice of effective date.	.2	140.00
03/20/12	LM EISENBERG	Review plan for information on distributions to CCB holders, effective date, payment of IT fees.	.4	280.00
03/20/12	LM EISENBERG	Email to S. Cimalore regarding effective date, notice.	.2	140.00
03/20/12	LM EISENBERG	Review 3/6 committee minutes.	.2	140.00
03/20/12	LM EISENBERG	Review 3/13 committee minutes.	.2	140.00

Date	Timekeeper		Hours	Value
03/21/12	JN ROTHLEDER	Draft notice to holders regarding effective date.	.6	363.00
03/21/12	JN ROTHLEDER	Review fee motions and prepare chart of outstanding fees for A&M and conference with L. Eisenberg re same.	.7	423.50
03/21/12	LA INDELICATO	Review first, second and third fee motions filed by Wilmington Trust Co. Prepare chart of fees and expenses requested by Wilmington Trust Co., Arent Fox and Polsinell. Prepare schedule of wire instructions for Wilmington Trust Co., Arent Fox and Polsinelli. Email chart and schedule to Leah Eisenberg.	1.6	512.00
03/21/12	LM EISENBERG	Multiple emails with J. Rothleder and paralegals re: payment if IT fees, next fee application.	.3	210.00
03/21/12	LM EISENBERG	Call with D. Lowenthal re: payment if IT fees, next fee application.	.3	210.00
03/21/12	LM EISENBERG	Calculate total fees out to date; review prior fee orders.	.6	420.00
03/21/12	LM EISENBERG	Draft email to A&M re: effective date, payment of IT fees; call from same; follow up email to same.	.4	280.00
03/22/12	JN ROTHLEDER	Review correspondence regarding IT fee motions and reply re same; correspond with L. Eisenberg and A&M regarding wire instruction issues.	.6	363.00
03/22/12	RN ARNOLD	Correspondence re timing of distributions.	.1	53.50
03/22/12	LA INDELICATO	Draft fourth fee motion. Draft proposed order granting fourth fee motion. Correspond with Leah Eisenberg regarding same. Review draft invoice.	2.1	672.00
03/22/12	LM EISENBERG	Draft email to local counsel re: payment of IT fees; next fee application.	.2	140.00
03/22/12	LM EISENBERG	Draft email to WTC re: payment of IT fees; next fee application.	.2	140.00
03/22/12	LM EISENBERG	Emails with paralegals re: next fee application.	.2	140.00
03/22/12	LM EISENBERG	Review notice of effective date.	.4	280.00
03/22/12	LM EISENBERG	Emails with J. Rothleder re: notice of effective date.	.2	140.00
03/22/12	LM EISENBERG	Multiple emails with other ITs re: next fee app; review plan provisions on same.	.4	280.00

Date	Timekeeper		Hours	Value
03/22/12	LM EISENBERG	Review email update from Akin re: status of distributions; emails with J. Rothleder; email to WTC.	.3	210.00
03/22/12	LM EISENBERG	Further emails with A&M re: distribution status.	.2	140.00
03/22/12	LM EISENBERG	Review notice of effective date edit same.	.4	280.00
03/22/12	LM EISENBERG	Emails with J. Rothleder re: notice.	.2	140.00
03/23/12	JN ROTHLEDER	Attention to issues regarding fee payment wires and review invoices.	.8	484.00
03/23/12	LM EISENBERG	Emails re: wire.	.2	140.00
03/23/12	LM EISENBERG	Further emails on IT fee motion.	.4	280.00
03/23/12	LM EISENBERG	Emails from Akin and committee members.	.2	140.00
03/26/12	JN ROTHLEDER	Revise notice to holders regarding Effective Date and correspond with L. Eisenberg re same.	.4	242.00
03/26/12	JN ROTHLEDER	Conference with A. Silfen regarding post-confirmation issues; review Committee correspondence regarding 8-K filing.	.4	242.00
03/26/12	AI SILFEN	Telephone call with WTC, telephone call with holder, review order.	.6	570.00
03/27/12	JN ROTHLEDER	Draft and revise notices to holders regarding Effective Date and correspond and conference with L. Eisenberg re same.	1.0	605.00
03/27/12	JN ROTHLEDER	Revise invoices for submission to Court.	1.0	605.00
03/27/12	LM EISENBERG	Review email update from Akin.	.2	140.00
03/27/12	LM EISENBERG	Review 8K.	.4	280.00
03/27/12	LM EISENBERG	Call with WTC regarding call tomorrow.	.2	140.00
03/27/12	LM EISENBERG	Review summary of certain distributors.	.4	280.00
03/27/12	LM EISENBERG	Review transitions services agreement.	.6	420.00
03/27/12	LM EISENBERG	Review indemnification agreement.	.4	280.00
03/27/12	RN ARNOLD	Review 8-K.	.7	374.50
03/28/12	JN ROTHLEDER	Revise invoices in preparation for IT fee motion.	1.2	726.00
03/28/12	JN ROTHLEDER	Prepare for and participate in Committee conference call and follow-up with S. Cimalore and L. Eisenberg re same.	1.4	847.00
03/28/12	LM EISENBERG	Review summary of distributions.	.4	280.00
03/28/12	LM EISENBERG	Review draft IT fee motion.	.6	420.00
03/28/12	LM EISENBERG	Attend part of committee call.	.6	420.00
03/28/12	LM EISENBERG	Review effective date for VIII holders; edit same.	.4	280.00
03/28/12	LM EISENBERG	Review effective date for IV holders; edit same.	.4	280.00
03/28/12	LM EISENBERG	Review effective date for VII holders; edit same.	.4	280.00

<u>Date</u>	<u>Timekeeper</u>		<u>Hours</u>	<u>Value</u>
03/28/12	LM EISENBERG	Review effective date for V holders; edit same.	.4	280.00
03/28/12	LM EISENBERG	Review effective date for HFC holders; edit same.	.4	280.00
03/29/12	JN ROTHLEDER	Revise invoices for submission in connection with IT fee motion; revise draft fourth fee motion and conferences with L. Eisenberg re same.	1.5	907.50
03/29/12	JN ROTHLEDER	Finalize notices regarding Effective Date and forward same to S. Cimalore for review and execution.	.3	181.50
03/29/12	LM EISENBERG	Emails with J. Rothleder regarding effective date notices.	.2	140.00
03/29/12	LM EISENBERG	Final review of Effective Date notice for VIII holders.	.2	140.00
03/29/12	LM EISENBERG	Final review of Effective Date notice for IV holders.	.2	140.00
03/29/12	LM EISENBERG	Final review of Effective Date notice for XII holders.	.2	140.00
03/29/12	LM EISENBERG	Final review of Effective Date notice for V holders.	.2	140.00
03/29/12	LM EISENBERG	Final review of Effective Date notice for HFC holders.	.2	140.00
03/29/12	LM EISENBERG	Conference with M. Erlich regarding next IT motion, WTC serving on post effective date committee.	.2	140.00
03/29/12	LM EISENBERG	Conference with J. Rothleder regarding post effective date committee.	.2	140.00
03/29/12	LM EISENBERG	Call to WTC to discuss post effective date committee.	.2	140.00
03/29/12	LM EISENBERG	Review, edit and revise IT fee statement.	.3	210.00
03/29/12	LM EISENBERG	Review, edit and revise letter to debtor, UST, plan trustee and committee.	.3	210.00
03/29/12	LM EISENBERG	Emails with J. Rothleder regarding WTC bill, WTC's questions.	.2	140.00
03/29/12	LM EISENBERG	Review bills for IT motion.	.6	420.00
03/30/12	LM EISENBERG	Wamu call with S. Cimalore re: bill and IT motion.	.3	210.00

TOTAL HOURS 305.4

TIMEKEEPER TIME SUMMARY

Timekeeper	Hours	Rate	Value
ANDREW I. SILFEN	4.8	at \$950.00 =	4,560.00
JEFFREY E. JORDAN	.2	at \$780.00 =	156.00
LEAH M. EISENBERG	218.8	at \$700.00 =	153,160.00
JEFFREY N. ROTHLEDE	61.7	at \$605.00 =	37,328.50
DENNIS J. HENDERSON	.8	at \$765.00 =	612.00
RONNI N. ARNOLD	12.1	at \$535.00 =	6,473.50
LISA INDELICATO	4.7	at \$320.00 =	1,504.00
NOVA A. CONSTANTINO	2.0	at \$315.00 =	630.00
TOTALS	305.1		204,424.00

CURRENT FEES

204,634.00

FOR CHARGES:

DUPLICATING SUMMARY	762.85
PHONE CHARGES	116.00
TAXICABS	456.18
PRINTING/BINDING	.50
MEALS - LEAH EISENBERG WORKING MEAL	12.19
OUT-OF-TOWN TRANSPORTATION - LEAH EISENBERG AMTRAK:TRAVEL DEST: DE	305.28
OUT-OF-TOWN MEALS - LEAH EISENBERG MEALS:TRAVEL DEST DE	27.95
PRINTING/BINDING	.50
MEALS - LEAH EISENBERG WORKING MEAL	21.35
MEALS - LEAH EISENBERG MEAL W J ROTHLEDER	29.50
OUT-OF-TOWN TRANSPORTATION - LEAH EISENBERG AMTRAK:TRAVEL DEST: DE	262.30
OUT-OF-TOWN TRANSPORTATION - JEFFREY N. ROTHLEDER AMTRAK:TRAVEL DEST WILMINGTON, DE	158.00
OUT OF TOWN LODGING - LEAH EISENBERG HOTEL DUPONT: TRAVEL DEST:DE	845.40
OUT-OF-TOWN MEALS - LEAH EISENBERG MEALS;TRAVEL DEST:DE	25.96
OUT-OF-TOWN MEALS - JEFFREY N. ROTHLEDER MEALS:TRAVEL DEST: WILMINGTON, DE	16.17
OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	13.77
OTHER DATABASE SEARCH- PACER 02/29/2012	.42

TOTAL

3,054.32

025839 Wilmington Trust Company
00027 WaMu
4 APRIL 2012

Invoice Number 1373429
Page 28

CURRENT CHARGES	3,054.32
TOTAL AMOUNT OF THIS INVOICE	\$207,688.32
TOTAL BALANCE DUE UPON RECEIPT	<u>\$207,688.32</u>

025839 Wilmington Trust Company
00027 WaMu
4 APRIL 2012

Invoice Number 1373429
Page 29

CURRENT BALANCE OF UNALLOCATED \$1,714.92

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Steven M. Cimalore
Vice President & Manager
Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Invoice Number 1373429
Invoice Date 04/04/12
Client Number 025839
Matter Number 00027

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$207,688.32

PLEASE REMIT PAYMENTS BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC BANK
Address: 800 17th Street NW
Washington, DC 20006
ABA#: 031000053
SWIFT CODE: PNCCUS33 (for international use)
Account #: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1050 Connecticut Ave., NW
Washington, DC 20036

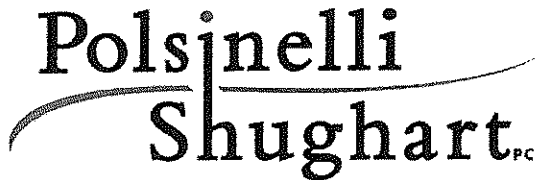
Please reference the following:

Client/Matter # 025839.00027
Client Name Wilmington Trust Company
Invoice Number 1373429

EXHIBIT C

Polsinelli Invoices

(January 1, 2012 – March 31, 2012)



700 W. 47th Street, Suite 1000
Kansas City, MO 64112-1802
(816) 753-1000
Facsimile: (816) 753-1536
www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

February 8, 2012
Invoice No: 855978
File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$2,552.50
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by March 10, 2012	\$2,552.50
Balance from Previous Statement	64,878.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$67,430.89</u></u>

Questions regarding payments or accounts, please call 1-877-577-7455 or AccountingBilling@polsinelli.com.
For other inquiries, please contact Chris A. Ward at (302)252-0920 or cward@polsinelli.com.

Please make checks payable to
Polsinelli Shughart PC
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: Polsinelli Shughart, PC
Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 1/31/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
1/5/12	Correspondence with co-counsel re interim indenture trustee fee application	CAWAR	0.10	\$44.00
1/5/12	Correspondence with co-counsel and Jarrett Vine re coverage of disclosure statement hearing	CAWAR	0.10	44.00
1/5/12	Review docket and recently filed pleadings surrounding objections to disclosure statement	CAWAR	0.40	176.00
1/5/12	Attention to emails re disclosure statement hearing	JKVIN	0.10	27.00
1/9/12	Correspondence with accounting re August through December invoice, review invoices for accuracy and privilege as they are being filed with the Court, various correspondence re same	CAWAR	0.40	176.00
1/9/12	Review agenda for January 11 hearing and correspondence re same	CAWAR	0.20	88.00
1/10/12	Review amended agenda for January 11 hearing, various correspondence re same, review second amended agenda	CAWAR	0.20	88.00
1/10/12	Review amended agenda for 1/11 disclosure statement hearing; review disclosure statement	JKVIN	0.90	243.00
1/11/12	Confer with JKV before and after disclosure statement hearing, correspondence with co-counsel, review pleadings filed by Debtors in support of disclosure statement hearing, correspondence with co-counsel re IT fee application, correspondence with accounting	CAWAR	0.70	308.00
1/11/12	Prepare for hearing, review docket, agenda, correspondence with J. Vine and co-counsel.	JKEDE	0.30	85.50
1/11/12	Attend hearing.	JKEDE	0.40	114.00
1/11/12	Review WaMu response to DS objections in preparation for DS hearing	JKVIN	0.90	243.00
1/12/12	Various correspondence with PS team re invoice for interim indenture trustee fee application, confer with PS team re prepping for filing same, various correspondence with co-counsel re same, attention to same	CAWAR	0.30	132.00
1/13/12	Various correspondence with co-counsel re third indenture trustee fee application, review and comment on same, confer with PS team re filing and service, review filed copy	CAWAR	0.50	220.00
1/13/12	Attention to emails re fee application	JKVIN	0.20	54.00

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

Polsinelli Shughart PC

Invoice Detail

For Professional Services Through 1/31/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

1/13/12	Attention to filing and service of Third Motion of Wilmington Trust Company, in Its Capacities as Indenture Trustee and Guarantee Trustee for Five Series of WMB/CCB Subordinated Notes, for Entry of an Order Partially Liquidating and Allowing Proofs of Claim for Fees and Expenses. Circulate confirmation of same.	LMSUP	0.60	114.00
1/18/12	Correspondence with SMK re confirmation hearing	CAWAR	0.10	44.00
1/23/12	Review agenda for January 25 hearing and various correspondence re same	CAWAR	0.20	88.00
1/26/12	Review docket and recently filed pleadings, various correspondence re same	CAWAR	0.40	176.00
1/31/12	Review agenda for February 1 hearing and various correspondence re same, consider matters going forward	CAWAR	0.20	88.00
Total Professional Services				\$2,552.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C.A. Ward .	Shareholder	440.00	3.80	\$1,672.00
J.K. Edelson	Associate	285.00	0.70	199.50
J.K. Vine	Associate	270.00	2.10	567.00
L.M. Suprum	Paralegal	190.00	0.60	114.00
Total Professional Charges			7.20	\$2,552.50
Total Professional Services				\$2,552.50
Total Disbursements				<u>0.00</u>
Total Current Charges Due				<u><u>\$2,552.50</u></u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 1/31/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

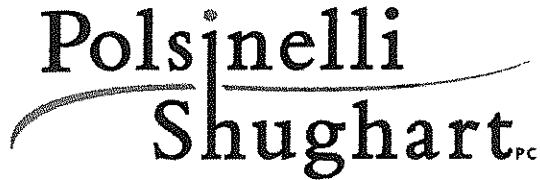
Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
09/08/10	742357	440.00	0.00	0.00	440.00
10/08/10	750871	782.00	0.00	0.00	782.00
11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
04/11/11	787856	2,082.50	0.00	0.00	2,082.50
05/09/11	794503	789.50	0.00	0.00	789.50
06/10/11	802142	2,745.50	0.00	0.00	2,745.50
07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
11/10/11	837168	3,175.00	0.00	0.00	3,175.00
12/09/11	842624	352.00	0.00	0.00	352.00
01/11/12	849986	308.00	0.00	0.00	308.00
Total of Prior Balance Due					\$64,878.39

*If a payment has already been made, thank you.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



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Kansas City, MO 64112-1802
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Facsimile: (816) 753-1536
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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

February 8, 2012
Invoice No.: 855978
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$2,552.50
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by March 10, 2012	\$2,552.50
Balance from Previous Statement	64,878.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u>867,430.89</u>

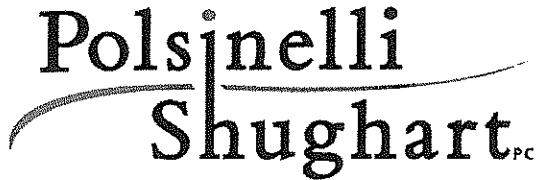
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Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

March 19, 2012
Invoice No: 866130
File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$8,489.00
Current Disbursements	<u>10.40</u>
Total Current Invoice - Due by April 19, 2012	\$8,499.40
Balance from Previous Statement	67,430.89
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u>\$75,930.29</u>

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Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 2/29/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
2/1/12	Review blackline of seventh amended plan of confirmation.	SMKAT	0.50	\$142.50
2/2/12	Retrieve and review objection to plan confirmation filed by Oregon DOR.	SMKAT	0.10	28.50
2/2/12	Review TPS motion for cert re direct appeal.	SMKAT	0.40	114.00
2/3/12	Review objection to Debtors' counsel fees.	SMKAT	0.10	28.50
2/6/12	Review docket and recently filed pleadings	CAWAR	0.40	176.00
2/6/12	Correspondence with SMK re status of confirmation	CAWAR	0.10	44.00
2/6/12	Retrieve and review various responses and objections to plan confirmation.	SMKAT	0.50	142.50
2/7/12	Preliminary review of various objections to plan confirmation.	SMKAT	0.60	171.00
2/7/12	Review of MBS Plaintiffs' motion to re-classify claims.	SMKAT	0.20	57.00
2/8/12	Preliminary review of various objections to plan confirmation.	SMKAT	0.40	114.00
2/9/12	Various correspondence with co-counsel and PS team re coverage of confirmation hearing and related issues	CAWAR	0.20	88.00
2/9/12	Attention to various correspondence with co-counsel and Chris Ward regarding plan confirmation hearing.	SMKAT	0.20	57.00
2/9/12	Continued review of various objections to plan confirmation.	SMKAT	0.20	57.00
2/9/12	Attention to emails re confirmation hearing	JKVIN	0.10	27.00
2/10/12	Review docket and recently filed pleadings related to confirmation, confer with PS team re confirmation hearing	CAWAR	0.50	220.00
2/10/12	Correspondence with co-counsel regarding preparation for plan confirmation hearing.	SMKAT	0.10	28.50
2/10/12	Review various filed pleadings in relation to the MBS Plaintiffs' motion.	SMKAT	0.30	85.50
2/10/12	Attention to emails re confirmation hearing	JKVIN	0.10	27.00
2/13/12	Review docket and recently filed pleadings related to confirmation, confer with SMK re same	CAWAR	0.40	176.00
2/13/12	Review Law Debenture Trust Co's pleading in support of plan confirmation.	SMKAT	0.20	57.00

Payment Terms: Net 30
 Late Payment Charge: 1% per month may be charged on outstanding balances

Polsinelli Shughart PC

Invoice Detail

For Professional Services Through 2/29/12
File No. 063579-413547
Re: Washington Mutual, Inc. and WMI Investment

Page 3

2/13/12	Brief review of various declarations in support of plan.	SMKAT	0.30	85.50
2/13/12	Review JPM's response in support of plan.	SMKAT	0.10	28.50
2/13/12	Review omnibus response to plan objections.	SMKAT	0.60	171.00
2/13/12	Review memo of law in support of plan confirmation and submissions related thereto.	SMKAT	0.80	228.00
2/14/12	Review docket and numerous pleadings related to confirmation	CAWAR	0.50	220.00
2/14/12	Review of agenda of matters scheduled for hearing; Review of additional pleadings filed re plan confirmation.	SMKAT	0.50	142.50
2/15/12	Review docket and numerous pleadings related to confirmation, confer with SMK, correspondence with co-counsel	CAWAR	0.50	220.00
2/16/12	Confer with SMK re confirmation hearing, continue to review pleadings related to confirmation, correspondence with co-counsel	CAWAR	0.50	220.00
2/16/12	Attend morning hearing on plan confirmation before Judge Walrath; Various correspondence re same with co-counsel.	SMKAT	3.50	997.50
2/16/12	Attend afternoon hearing relating to plan confirmation; Conference with Chris Ward re status of same; Prepare email summary of status of plan confirmation.	SMKAT	4.30	1,225.50
2/16/12	Review of various pleadings relating to stipulation with Tranquility.	SMKAT	0.20	57.00
2/16/12	Correspondence with C. Ward and S. Katona regarding hearing.	JKEDE	0.10	28.50
2/17/12	Confer with SMK in advance of February 17 confirmation hearing, review docket and pleadings, various correspondence with SMK and co-counsel, confer with SMK re outcome of confirmation hearing	CAWAR	1.00	440.00
2/17/12	Various correspondence with co-counsel regarding confirmation hearing; Attend final day of confirmation hearing; Conference with Chris Ward regarding confirmation.	SMKAT	2.00	570.00
2/23/12	Review docket and recently filed pleadings related to impact and submission of confirmation order	CAWAR	0.40	176.00
2/23/12	Review of pleadings filed regarding company executives' respective indemnification claims.	SMKAT	0.40	114.00
2/24/12	Review WaMu confirmation order and exhibits thereto	CAWAR	0.50	220.00
2/24/12	Attention to and review of Findings of Fact re confirmation; Various conferences with Chris Ward re same.	SMKAT	2.40	684.00
2/27/12	Various correspondence with co-counsel, SMK and LMS re certificate of no objection to IT fees motion	CAWAR	0.20	88.00
2/27/12	Correspondence with co-counsel regarding filing of CNO re IT fees motion.	SMKAT	0.10	28.50

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

Polsinelli Shughart PC

Invoice Detail

For Professional Services Through 2/29/12

Page 4

File No. 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

2/28/12	Review Certificate of No Objection Regarding Third Motion of Wilmington Trust Company, in Its Capacities as Indenture Trustee and Guarantee Trustee for Five Series of WMB/CCB Subordinated Notes, for Entry of an Order Partially Liquidating and Allowing Proofs of Claim for Fees and Expenses and various correspondence re same	CAWAR	0.20	88.00
2/28/12	Review agenda for March 1 hearing, correspondence with RLF re CNO and submission to Chambers, correspondence with SMK re coverage, correspondence with co-counsel	CAWAR	0.40	176.00
2/28/12	Review CNO re IT fees motion; Correspondence re same with L. Suprum.	SMKAT	0.10	28.50
2/28/12	Review matters scheduled for hearing March 1; Correspondence re same with Chris Ward.	SMKAT	0.10	28.50
2/28/12	Correspondence with debtors' local counsel regarding submission of CNOs to chambers re IT Fee motions.	SMKAT	0.10	28.50
2/28/12	Review docket for objections to Third Motion for Entry of an Order Partially Liquidating and Allowing Proofs of Claim for Fees and Expenses. Prepare Certificate of No Objection regarding same. Attention to filing. Prepare for delivery to chambers with Motion and Proposed Order. Circulate confirmation.	LMSUP	0.60	114.00
2/29/12	Review order approving IT fees, review amended agenda, confer with SMK	CAWAR	0.20	88.00
2/29/12	Review proposed forms of order on behalf of WTC's fees; Correspondence re attendance at hearing approving same.	SMKAT	0.20	57.00
2/29/12	Review entered IT Fee orders; Correspondence with Chris Ward and co-counsel re same.	SMKAT	0.20	57.00
2/29/12	Correspondence with co-counsel and S. Katona regarding submission and entry of order approving third fee motion and hearing regarding same.	LMSUP	0.20	38.00
Total Professional Services				\$8,489.00

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 2/29/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	6.00	\$2,640.00
S.M. Katona	Associate	285.00	19.70	5,614.50
J.K. Edelson	Associate	285.00	0.10	28.50
J.K. Vine	Associate	270.00	0.20	54.00
L.M. Suprum	Paralegal	190.00	0.80	152.00
Total Professional Charges			26.80	\$8,489.00

Disbursements

Date	Description	Amount
01/31/12	PACER - Cost Recovery January 2012 On-Line Searches	\$10.40
Total Disbursements		\$10.40

Total Professional Services	\$8,489.00
Total Disbursements	<u>10.40</u>
Total Current Charges Due	<u><u>\$8,499.40</u></u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

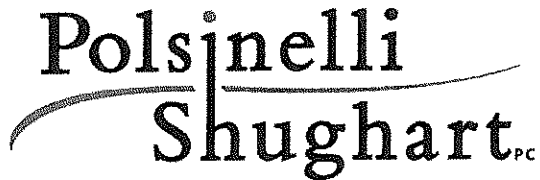
For Professional Services Through 2/29/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
09/08/10	742357	440.00	0.00	0.00	440.00
10/08/10	750871	782.00	0.00	0.00	782.00
11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
04/11/11	787856	2,082.50	0.00	0.00	2,082.50
05/09/11	794503	789.50	0.00	0.00	789.50
06/10/11	802142	2,745.50	0.00	0.00	2,745.50
07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
11/10/11	837168	3,175.00	0.00	0.00	3,175.00
12/09/11	842624	352.00	0.00	0.00	352.00
01/11/12	849986	308.00	0.00	0.00	308.00
02/08/12	855978	2,552.50	0.00	0.00	2,552.50
Total of Prior Balance Due					\$67,430.89

*If a payment has already been made, thank you.

Payment Terms: Net 30
 Late Payment Charge: 1% per month may be charged on outstanding balances



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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

March 19, 2012
Invoice No.: 866130
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$8,489.00
Current Disbursements	<u>10.40</u>
Total Current Invoice - Due by April 19, 2012	\$8,499.40
Balance from Previous Statement	67,430.89
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u>\$75,930.29</u>

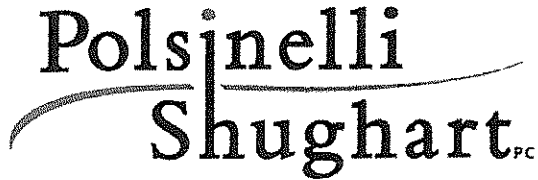
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Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

April 11, 2012
Invoice No: 871029
File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$242.50
Current Disbursements	<u>56.68</u>
Total Current Invoice - Due by May 12, 2012	\$299.18
Balance from Previous Statement	75,930.29
Payments Received	<u>(59,536.24)</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u>\$16,693.23</u>

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SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 3/31/12
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
3/1/12	Correspondence with co-counsel regarding entry of order approving IT fees.	SMKAT	0.10	\$28.50
3/1/12	Correspondence with S. Katona and co-counsel regarding entry of order and need to attend hearing.	LMSUP	0.20	38.00
3/19/12	Review docket for recently filed pleadings, in particular Notice of (A) Entry of an Order Confirming the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code and (B) Occurrence of the Effective Date, various correspondence re same	CAWAR	0.40	176.00
Total Professional Services				\$242.50

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	0.40	\$176.00
S.M. Katona	Associate	285.00	0.10	28.50
L.M. Suprum	Paralegal	190.00	0.20	38.00
Total Professional Charges			0.70	\$242.50

Disbursements

Date	Description	Amount
02/17/12	Meals - - VENDOR: U S Bank - Qdoba - WAMU - Prepare for hearing	\$56.68
Total Disbursements		\$56.68
Total Professional Services		\$242.50
Total Disbursements		<u>56.68</u>
Total Current Charges Due		<u>\$299.18</u>

Payment Terms: Net 30
 Late Payment Charge: 1% per month may be charged on outstanding balances

Polsinelli Shughart PC

Invoice Detail

For Professional Services Through 3/31/12
File No. 063579-413547
Re: Washington Mutual, Inc. and WMI Investment

Page 3

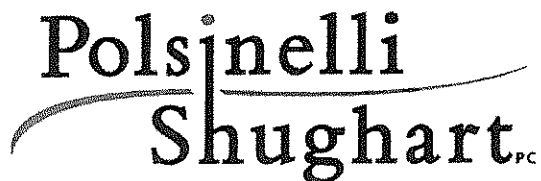
Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
09/12/11	823573	\$7,601.13	\$0.00	\$7,593.63	\$7.50
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
11/10/11	837168	3,175.00	0.00	0.00	3,175.00
12/09/11	842624	352.00	0.00	0.00	352.00
01/11/12	849986	308.00	0.00	0.00	308.00
02/08/12	855978	2,552.50	0.00	0.00	2,552.50
03/19/12	866130	8,499.40	0.00	0.00	8,499.40
Total of Prior Balance Due					\$16,394.05

*If a payment has already been made, thank you.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

April 11, 2012
Invoice No.: 871029
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$242.50
Current Disbursements	<u>56.68</u>
Total Current Invoice - Due by May 12, 2012	\$299.18
Balance from Previous Statement	75,930.29
Payments Received	<u>(59,536.24)</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u>\$16,693.23</u>

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

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Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

EXHIBIT D

Polsinelli Invoices

(September 1, 2011 – December 31, 2011)



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Wilmington Trust Company
 Leah M. Eisenberg
 Arent Fox LLP
 1675 Broadway
 New York, NY 10019

October 7, 2011
 Invoice No: 829649
 File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$1,482.00
Current Disbursements	<u>17.65</u>
Total Current Invoice - Due by November 7, 2011	\$1,499.65
Balance from Previous Statement	59,543.74
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$61,043.39</u></u>

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Payment Terms: Net 30
 Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 9/30/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
9/1/11	Review agenda of matters scheduled for September 6; Correspondence regarding hearing with Chris Ward.	SMKAT	0.10	\$27.50
9/14/11	Review order denying confirmation, various correspondence with Leah Eisenberg and SMK re same, review news articles related to same	CAWAR	0.80	352.00
9/14/11	Various correspondence with Chris Ward regarding order denying confirmation of plan.	SMKAT	0.20	55.00
9/14/11	Review opinion denying confirmation of Debtors' modified sixth amended plan.	SMKAT	0.80	220.00
9/16/11	Review agenda continuing hearing on Indenture Trustee fees and various correspondence re same	CAWAR	0.20	88.00
9/16/11	Review agenda of matters scheduled for September 20 omnibus hearing; Correspondence with co-counsel regarding rescheduled hearing on Indenture Trustees' motions for payment.	SMKAT	0.20	55.00
9/22/11	Review Notice of Status Conference re Mediation, review calendar and correspondence re same	CAWAR	0.20	88.00
9/22/11	Review notice of hearing regarding status of mediation and issues related to confirmation denial.	SMKAT	0.10	27.50
9/22/11	Attention to calendaring status hearing regarding mediation.	LMSUP	0.10	19.00
9/27/11	Review Notices of Appeal of Confirmation Order filed by Aurelius, Appaloosa Management, Centerbridge, Owl Creek, Normandy Hill and others, accompanying motions for leave to file appeal, memorandum of law in support thereof and motion to exceed any page limitations related to briefing	CAWAR	1.00	440.00
9/27/11	Review various motions for leave to appeal order denying confirmation; Various correspondence re same with Chris Ward.	SMKAT	0.20	55.00
9/28/11	Correspondence with co-counsel regarding appearances at hearings scheduled for October 6 and 7.	SMKAT	0.10	27.50
9/30/11	Correspondence with co-counsel regarding scheduled hearings on October 6 and 7.	SMKAT	0.10	27.50
Total Professional Services				\$1,482.00

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 9/30/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	2.20	\$968.00
S.M. Katona	Associate	275.00	1.80	495.00
L.M. Suprum	Paralegal	190.00	0.10	19.00
Total Professional Charges			4.10	\$1,482.00

Disbursements

Date	Description	Amount
09/09/11	Meals Shanti M. Katona WAMU Oral arguments	\$17.65
Total Disbursements		\$17.65

Total Professional Services	\$1,482.00
Total Disbursements	<u>17.65</u>
Total Current Charges Due	<u><u>\$1,499.65</u></u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 9/30/11
File No. 063579-413547
Re: Washington Mutual, Inc. and WMI Investment

Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
09/08/10	742357	440.00	0.00	0.00	440.00
10/08/10	750871	782.00	0.00	0.00	782.00
11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
04/11/11	787856	2,082.50	0.00	0.00	2,082.50
05/09/11	794503	789.50	0.00	0.00	789.50
06/10/11	802142	2,745.50	0.00	0.00	2,745.50
07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
Total of Prior Balance Due					\$59,543.74

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Payment Terms: Net 30

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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

October 7, 2011
Invoice No.: 829649
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$1,482.00
Current Disbursements	<u>17.65</u>
Total Current Invoice - Due by November 7, 2011	\$1,499.65
Balance from Previous Statement	59,543.74
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$61,043.39</u></u>

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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

November 10, 2011
Invoice No: 837168
File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$3,175.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by December 11, 2011	\$3,175.00
Balance from Previous Statement	61,043.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,218.39</u></u>

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Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 10/31/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
10/1/11	Various correspondence with co -counsel and SMK re coverage of several upcoming hearings	CAWAR	0.20	\$88.00
10/1/11	Correspondence with C. Ward and co-counsel regarding hearings.	JKEDE	0.10	27.50
10/3/11	Various correspondence re coverage of October 6 and 7 hearings	CAWAR	0.10	44.00
10/3/11	Correspondence with C. Ward and C. Shepherd regarding hearing, office conference with C. Ward.	JKEDE	0.20	55.00
10/4/11	Various correspondence with co-counsel and counsel to other Indenture Trustees re Debtors not objecting to Trustee Applications, correspondence with LMS re preparing Certificate of No Objection, review and comment on same, circulate for comment, various correspondence re same, review agenda for October 6 hearing, various correspondence re hearing	CAWAR	1.00	440.00
10/4/11	Correspondence with C. Ward and L. Suprum regarding fees, CNO.	JKEDE	0.20	55.00
10/4/11	Correspondence with C. Ward and C. Shepherd regarding hearing, review agenda.	JKEDE	0.20	55.00
10/4/11	Prepare Certificate of No Objection and Order for Second Motion to Partially Liquidate and Allow Proofs of Claim. Attention to filing. Correspondence with C. Ward, S. Katona and co-counsel regarding same.	LMSUP	0.80	152.00
10/5/11	Review Official Committee of Unsecured Creditors appeal of Confirmation Order and Standing Order, review docket and recently filed pleadings, confer with team re October 6 and 7 hearings, review agenda	CAWAR	0.50	220.00
10/5/11	Office conference with C. Ward regarding hearing.	JKEDE	0.10	27.50
10/6/11	Correspondence with Leah Eisenberg re October 6 hearing, correspondence re outcome of October 6 hearing, entry of fee orders and no need to cover October 7 hearing, confer with JKE re outcome of hearing, review order approving most recent fee application and correspondence re same	CAWAR	0.50	220.00
10/6/11	Prepare for hearing, correspondence with C. Ward and co-counsel.	JKEDE	0.40	110.00
10/6/11	Attend hearing.	JKEDE	2.10	577.50
10/6/11	Review order regarding Indenture Trustee fees, correspondence with C. Ward and co-counsel.	JKEDE	0.10	27.50

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

Polsinelli Shughart PC

Invoice Detail

For Professional Services Through 10/31/11
File No. 063579-413547
Re: Washington Mutual, Inc. and WMI Investment

Page 3

10/6/11	Attend hearing.	CDSHE	2.10	504.00
10/10/11	Review docket, in particular certification of counsel and competing orders appointing mediator	CAWAR	0.40	176.00
10/11/11	Review order appointing mediator and various correspondence re same, review docket and several filings re appeal	CAWAR	0.50	220.00
10/27/11	Review docket and recently filed pleadings	CAWAR	0.40	176.00
Total Professional Services				\$3,175.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	3.60	\$1,584.00
J.K. Edelson	Associate	275.00	3.40	935.00
C.D. Shepherd	Associate	240.00	2.10	504.00
L.M. Suprum	Paralegal	190.00	0.80	152.00
Total Professional Charges			9.90	\$3,175.00
Total Professional Services				\$3,175.00
Total Disbursements				<u>0.00</u>
Total Current Charges Due				<u><u>\$3,175.00</u></u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 10/31/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
09/08/10	742357	440.00	0.00	0.00	440.00
10/08/10	750871	782.00	0.00	0.00	782.00
11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
04/11/11	787856	2,082.50	0.00	0.00	2,082.50
05/09/11	794503	789.50	0.00	0.00	789.50
06/10/11	802142	2,745.50	0.00	0.00	2,745.50
07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
Total of Prior Balance Due					\$61,043.39

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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

November 10, 2011
Invoice No.: 837168
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$3,175.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by December 11, 2011	\$3,175.00
Balance from Previous Statement	61,043.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,218.39</u></u>

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 Leah M. Eisenberg
 Arent Fox LLP
 1675 Broadway
 New York, NY 10019

December 9, 2011
 Invoice No: 842624
 File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$352.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by January 9, 2012	\$352.00
Balance from Previous Statement	64,218.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,570.39</u></u>

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Payment Terms: Net 30
 Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 11/30/11
File No. 063579-413547
Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
11/8/11	Review docket and recently filed pleadings, in particular as they relate to appeal	CAWAR	0.40	\$176.00
11/21/11	Review docket and numerous recently filed pleadings	CAWAR	0.40	176.00
Total Professional Services				\$352.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	0.80	352.00
Total Professional Charges				\$352.00
Total Professional Services				\$352.00
Total Disbursements				<u>0.00</u>
Total Current Charges Due				<u><u>\$352.00</u></u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 11/30/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
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11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
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05/09/11	794503	789.50	0.00	0.00	789.50
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07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
11/10/11	837168	3,175.00	0.00	0.00	3,175.00
Total of Prior Balance Due					\$64,218.39

*If a payment has already been made, thank you.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



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Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

December 9, 2011
Invoice No.: 842624
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$352.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by January 9, 2012	\$352.00
Balance from Previous Statement	64,218.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,570.39</u></u>

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Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

January 11, 2012
Invoice No: 849986
File No: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$308.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by February 11, 2012	\$308.00
Balance from Previous Statement	64,570.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,878.39</u></u>

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Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 12/31/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Professional Services

Date	Description	Tmkpr	Hours	Amount
12/13/11	Review further revised plan disclosure statement and motion to approve solicitation procedures, review docket and other recently filed pleadings	CAWAR	0.50	\$220.00
12/13/11	Various correspondence with co-counsel and accounting re indenture trustee next application for reimbursement and invoices in support thereof	CAWAR	0.20	88.00
Total Professional Services				\$308.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
C.A. Ward	Shareholder	440.00	0.70	308.00
Total Professional Charges			0.70	\$308.00
Total Professional Services				\$308.00
Total Disbursements				<u>0.00</u>
Total Current Charges Due				<u>\$308.00</u>

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

For Professional Services Through 12/31/11
 File No. 063579-413547
 Re: Washington Mutual, Inc. and WMI Investment

Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/08/10	722486	\$1,800.00	\$0.00	\$0.00	\$1,800.00
07/08/10	728745	3,965.00	0.00	0.00	3,965.00
08/12/10	736038	2,852.50	0.00	0.00	2,852.50
09/08/10	742357	440.00	0.00	0.00	440.00
10/08/10	750871	782.00	0.00	0.00	782.00
11/10/10	756899	2,384.11	0.00	0.00	2,384.11
12/08/10	762145	2,703.00	0.00	0.00	2,703.00
01/12/11	769026	11,947.10	0.00	0.00	11,947.10
02/08/11	774511	2,176.00	0.00	0.00	2,176.00
03/07/11	780682	1,598.00	0.00	0.00	1,598.00
04/11/11	787856	2,082.50	0.00	0.00	2,082.50
05/09/11	794503	789.50	0.00	0.00	789.50
06/10/11	802142	2,745.50	0.00	0.00	2,745.50
07/14/11	809087	1,686.50	0.00	0.00	1,686.50
08/11/11	815443	13,990.90	0.00	0.00	13,990.90
09/12/11	823573	7,601.13	0.00	0.00	7,601.13
10/07/11	829649	1,499.65	0.00	0.00	1,499.65
11/10/11	837168	3,175.00	0.00	0.00	3,175.00
12/09/11	842624	352.00	0.00	0.00	352.00
Total of Prior Balance Due					\$64,570.39

*If a payment has already been made, thank you.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances



700 W. 47th Street, Suite 1000
Kansas City, MO 64112-1802
(816) 753-1000
Facsimile: (816) 753-1536
www.polsinelli.com

Wilmington Trust Company
Leah M. Eisenberg
Arent Fox LLP
1675 Broadway
New York, NY 10019

January 11, 2012
Invoice No.: 849986
File No.: 063579-413547

Re: Washington Mutual, Inc. and WMI Investment

Invoice Summary

Current Professional Services	\$308.00
Current Disbursements	<u>0.00</u>
Total Current Invoice - Due by February 11, 2012	\$308.00
Balance from Previous Statement	64,570.39
Payments Received	<u>0.00</u>
Total Amount (Any Unpaid Previous Balances are Due Immediately)	<u><u>\$64,878.39</u></u>

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Questions regarding payments or accounts, please call 1-877-577-7455 or AccountingBilling@polsinelli.com.
For other inquiries, please contact Chris A. Ward at (302)252-0920 or cward@polsinelli.com.

Please make checks payable to
Polsinelli Shughart PC
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: Polsinelli Shughart, PC
Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Payment Terms: Net 30

Late Payment Charge: 1% per month may be charged on outstanding balances

EXHIBIT E

Proposed Order

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**FOURTH ORDER GRANTING MOTION OF WILMINGTON TRUST
COMPANY, IN ITS CAPACITIES AS INDENTURE TRUSTEE AND
GUARANTEE TRUSTEE FOR FIVE WBW/CCB SUBORDINATED NOTES,
FOR ENTRY OF AN ORDER ALLOWING AND LIQUIDATING PROOFS
OF CLAIM FOR FEES AND EXPENSES**

Upon consideration of the fourth motion (the “ Fourth Motion”)¹ of Wilmington Trust Company (“Wilmington Trust”), in its capacities as Indenture Trustee and Guarantee Trustee for five series of WMB/CCB Subordinated Notes, for entry of an order liquidating and allowing a proof of claim, and upon consideration of any and all objections and responses, if any, filed regarding the Fourth Motion; and this Court finding that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the Fourth Motion and the hearing was sufficient under the circumstances; and (iv) upon the record herein; and after due deliberation, good and sufficient cause exists for the relief requested;

IT IS HEREBY ORDERED THAT:

1. The Fourth Motion is GRANTED only to the extent set forth herein.
2. The CCB Compensation and Indemnity Claims for the period from January 1,

2012 through and including March 31, 2012 are hereby liquidated and allowed in the amount of \$229,577.61.

3. The CCB Compensation and Indemnity Claims for the period from September 1, 2011 through and including December 31, 2011 are hereby liquidated and allowed in the amount of \$5,334.65.

4. Nothing contained herein shall be deemed a determination with respect to the fees and expenses that Wilmington Trust has incurred and will incur from April 1, 2012, through the conclusion of these cases. The reasonableness of such fees and expenses shall be subject to a further order of this Court.

5. This Court shall retain jurisdiction with respect to all matters arising out of or related to the implementation of this Order.

Dated: _____, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

¹ Unless otherwise stated, capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fourth Motion.

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

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

**FOURTH ORDER GRANTING MOTION OF WILMINGTON TRUST
COMPANY, IN ITS CAPACITIES AS INDENTURE TRUSTEE AND
GUARANTEE TRUSTEE FOR FIVE WBW/CCB SUBORDINATED NOTES,
FOR ENTRY OF AN ORDER ALLOWING AND LIQUIDATING PROOFS
OF CLAIM FOR FEES AND EXPENSES**

Upon consideration of the fourth motion (the “ Fourth Motion”)¹ of Wilmington Trust Company (“Wilmington Trust”), in its capacities as Indenture Trustee and Guarantee Trustee for five series of WMB/CCB Subordinated Notes, for entry of an order liquidating and allowing a proof of claim, and upon consideration of any and all objections and responses, if any, filed regarding the Fourth Motion; and this Court finding that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the Fourth Motion and the hearing was sufficient under the circumstances; and (iv) upon the record herein; and after due deliberation, good and sufficient cause exists for the relief requested;

IT IS HEREBY ORDERED THAT:

1. The Fourth Motion is GRANTED only to the extent set forth herein.
2. The CCB Compensation and Indemnity Claims for the period from January 1,

2012 through and including March 31, 2012 are hereby liquidated and allowed in the amount of \$229,577.61.

3. The CCB Compensation and Indemnity Claims for the period from September 1, 2011 through and including December 31, 2011 are hereby liquidated and allowed in the amount of \$5,334.65.

4. Nothing contained herein shall be deemed a determination with respect to the fees and expenses that Wilmington Trust has incurred and will incur from April 1, 2012, through the conclusion of these cases. The reasonableness of such fees and expenses shall be subject to a further order of this Court.

5. This Court shall retain jurisdiction with respect to all matters arising out of or related to the implementation of this Order.

Dated: _____, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

¹ Unless otherwise stated, capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fourth Motion.

CERTIFICATE OF SERVICE

I, Shanti M. Katona, Esq., of Polsinelli Shughart PC, hereby certify that on the 19th day of April, 2012, I caused to be served a copy of the **Fourth Motion of Wilmington Trust Company, in Its Capacities as Indenture Trustee and Guarantee Trustee for Five Series of WMB/CCB Subordinated Notes, for Entry of an Order Liquidating and Allowing Proofs of Claim for Fees and Expenses** upon the parties listed below in the manner indicated.

VIA HAND DELIVERY

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VIA FIRST CLASS MAIL

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Washington Mutual, Inc.
c/o Alvarez and Marsal
925 Fourth Avenue
Seattle, WA 98104

/s/ Shanti M. Katona

Shanti M. Katona (Del. Bar No. 5352)