

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. 10707**
 :
 -----X

**FIFTH 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 fifth motion (the "Fifth 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 Fifth 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 Fifth 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 Fifth Motion is GRANTED only to the extent set forth herein.
2. The CCB Compensation and Indemnity Claims for the period from April 1, 2012

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

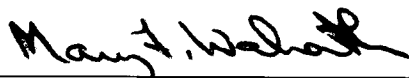


through and including June 30, 2012 are hereby liquidated and allowed in the amount of \$71,650.86.

3. Nothing contained herein shall be deemed a determination with respect to the fees and expenses that Wilmington Trust has incurred and will incur from July 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.

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

Dated: October 26, 2012
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE