

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:
	: Chapter 11
WASHINGTON MUTUAL, INC., et al.,	: Case No. 08-12229
	: (MFW) Jointly
	:
Debtors.	:
	: Response Date: February 14, 2013
	: Motion Date: February 21, 2013 at 10:30 a.m.
	:

**MOTION OF EDWARD F. BACH
TO REINSTATE PROOF OF CLAIM 2855
AND VACATE ORDER DISALLOWING CLAIM
AND FOR ATTORNEYS' FEES AND COSTS**

Edward F. Bach (“Claimant”), by and through his undersigned counsel, hereby moves this Court for the entry of an Order (i) reinstating Proof of Claim 2855 (the “Claim”), (ii) vacating this Court’s prior order disallowing the Claim (D.I. 10181); and (iii) awarding Claimant attorneys’ fees and costs associated with the filing and prosecution of this Motion. In support thereof, Claimant respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to hear this Motion pursuant to 28 U.S.C. §§ 1334(a) and 157(a). The Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue is proper in this District pursuant to 28 U.S.C. § 1408.

2. The statutory predicates for the relief requested are 11 U.S.C. § 502(j), 28 U.S.C. § 1927, Rule 3008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 60 of the Federal Rules of Civil Procedure.



BACKGROUND

General Background

3. On September 26, 2008 (the “Petition Date”), Washington Mutual, Inc. (“WMI”) and a related entity, WMI Investment Corp. (jointly with WMI, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of title 11, United States Code (the “Bankruptcy Code”), docketed at the above caption.

4. After the Petition Date, the Debtors remained in possession and control of their assets. By Order dated February 23, 2012, this Court confirmed the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code (the “Plan”). The effective date of the Plan was March 19, 2012 (the “Effective Date”). On the Effective Date, certain of the Debtors’ assets were transferred to the WMI Liquidating Trust (“WMILT”) for distribution to creditors in accordance with the terms of the Plan.

5. Prior to the Petition Date, WMI owned Washington Mutual Bank (“WMB”) and, through its ownership of WMB, WMI indirectly owned WMB’s subsidiaries.

6. On September 25, 2008, one day prior to the Petition Date, the director of the Office of Thrift Supervision directed the FDIC to take immediate possession of the assets of WMB as receiver. In its role as receiver, the FDIC sold substantially all of the assets of WMB to JP Morgan Chase Bank, National Association (“JPMC”). The assets of WMB constituted substantially all of the operating banking assets of WMI.

Claimant’s Retention Bonus Claim

7. On March 17, 2009, Claimant filed the Claim, which was assigned proof of claim number 2855 in the amount of \$577,000.00. A true and correct copy of the Claim is attached hereto as Exhibit “A”. The amount of the Claim – \$577,000.00 – is based on the retention bonus

to which Claimant was entitled, as well as monies owed to Claimant under the Debtors' Severance Plan.¹

The Debtors' Objection to Claimant's Claim

8. On June 26, 2009, the Debtors filed their Fifth Omnibus (Substantive) Objection to Claims (the "5th Omnibus Objection"). (D.I. 1233.) Exhibit A of the 5th Omnibus Objection lists the Claim as objectionable. As discussed in detail below, the hearing with respect to the Claim was adjourned multiple times.²

9. When the 5th Omnibus Objection was filed, Claimant was not represented by counsel. Claimant did not file a response to the 5th Omnibus Objection.

10. The Debtors filed the 5th Omnibus Objection on **June 26, 2009**, but the Debtors postponed the hearing on the 5th Omnibus Objection on multiple occasions. In fact, on **March 21, 2012**, almost three years after the 5th Omnibus Objection was filed, this Court entered a scheduling order (the "March 21, 2012 Scheduling Order") (D.I. 9947) establishing that the hearing on the 5th Omnibus Objection would be held on **June 4, 2012**. The June 4, 2012 hearing date was later postponed.

11. On May 11, 2012, WMILT filed a Certification of Counsel (the "May 11, 2012 COC") requesting that the Claim be disallowed. A true and correct copy of the May 11, 2012 COC is attached hereto as Exhibit "B". (D.I. 10163.) Based on the May 11, 2012 COC, on May 16, 2012, this Court entered an Order disallowing the Claim (the "May 16, 2012 Order"). (D.I. 10181). A true and correct copy of the May 16, 2012 Order is attached hereto as Exhibit "C".

¹ Claimant expressly reserves his right to amend his Claim to add additional amounts owed to him by the Debtors based on his severance and other agreements with the Debtors.

² Between June 26, 2009 (the date on which the Debtors filed the 5th Omnibus Objection) and May, 2012, this Court entered several orders relating to certain of the other claims included in the 5th Omnibus Objection. However, none of those orders ruled on the Debtors' objection to the Claim at issue in the instant Motion.

However, no hearing with respect to the Claim was ever held.³ Rather, the May 11, 2012 COC represented that the claims listed on Exhibit A to the 5th Omnibus Objection should be disallowed, including Claimant's Claim. On May 16, 2012, this Court entered the May 16, 2012 Order disallowing the Claim.

12. The May 11, 2012 COC was an outright misrepresentation to the Court. In fact, the March 23, 2012 Scheduling Order specifically provided that the hearing on the Claim would be held on **June 4, 2012**. Because the Claim was disallowed prior to the scheduled June 4, 2012 hearing, no evidentiary hearing was ever held on WMILT's Objection to the Claim, and the Claim was disallowed without due process.

In its Seventy-Ninth Omnibus Objection to Claims filed in August, 2012, WMILT Again Objected to the Claim

13. On August 15, 2012, WMILT filed its Seventy-Ninth Omnibus (Substantive) Objection to Claims (the "79th Omnibus Objection") (D.I. 10504.) Despite that (a) the Debtors included their objection to the Claim in the 5th Omnibus Objection, and (b) WMILT has taken the position that the Claim was disallowed by this Court's May 16, 2012 Order, in the 79th Omnibus Objection, WMILT again objected to the Claim and listed the Claim on Exhibit A-1 of its 79th Omnibus Objection. Exhibit A-1 to the 79th Omnibus Objection is titled by WMILT as "Wrong Party Claims **Remaining** in the 5th and 6th Omnibus Objections" (emphasis added). *See* WMILT's Seventy-Ninth Omnibus Objection to Claims, Exhibit A-1, attached hereto as "D".

14. Had WMILT believed that Claimant had been given adequate notice of the 5th Omnibus Objection and/or that Claimant's Claim had actually been disallowed by any previously

³ Notably, the docket does not reflect that the Debtors **served** any of the notices of the various scheduled hearings on the 5th Omnibus Objection on Claimant or any other party in interest. The docket in the bankruptcy case does **not** show affidavits of mailing for the notices of hearings on the 5th Omnibus Objection nor does it reflect affidavits of mailings of the numerous certifications of counsel. Thus, there is no way to know whether Claimant was, in fact, properly served with notice of the 5th Omnibus Objection at the time that the 5th Omnibus Objection was filed or when counsel for the Debtors and WMILT later adjourned that hearing on multiple occasions.

entered Order of this Court in connection with the 5th Omnibus Objection, there would have been no reason for WMILT to include the Claim on Exhibit A-1 to the 79th Omnibus Objection. Yet, in the 79th Omnibus Objection WMILT found it necessary to again object to the Claim and include it in the list of allegedly “wrong party” claims.⁴

RELIEF REQUESTED

15. Pursuant to 11 U.S.C. § 502(j) and Bankruptcy Rule 3008, Claimant seeks reconsideration of the May 16, 2012 Order so that the Order is vacated to reinstate the Claim. Alternatively, Claimant seeks relief from the May 16, 2012 Order under Rule 60(b) of the Federal Rules of Civil Procedure, incorporated by Bankruptcy Rule.

16. The May 16, 2012 Order was entered based on WMILT’s May 11, 2012 COC. At that time, this Court had entered the March 23, 2012 Order stating that the hearing on the 5th Omnibus Objection would be held on June 4, 2012. The June 4th hearing was never held. Thus, the Claim was disallowed without due process, and the Claim should be reinstated in full.⁵

Legal Standards

17. Rule 3008 of the Bankruptcy Rules allows any party in interest to seek reconsideration of an Order allowing or disallowing a claim against the estate.

18. Under Bankruptcy Rule 3008, the Bankruptcy Court may enter an “appropriate Order” reinstating a claim after notice and hearing.

⁴ In the 79th Omnibus Objection, WMILT argues, as the Debtors argued in the 5th Omnibus Objection, that there had not been a “change in control,” and, therefore, the Debtors did not have any obligation to Claimant. As discussed in footnote 5 *infra*, the present Motion does not address the substantive basis for WMILT’s objection to the Claim.

⁵ As to the substantive aspects of the 5th Omnibus Objection, the basis for the WMILT’s objection is wholly without merit as (i) the Claim is based on a valid and enforceable obligation of the Debtors under Claimant’s retention bonus agreement and the Debtors’ severance plan, (ii) a “change in control” has, in fact, occurred, and (iii) Claimant was terminated for reasons other than “cause.” However, the substance of WMILT’s arguments in the 5th Omnibus Objection and 79th Omnibus Objection need not be determined by the Court in its ruling on the present Motion. In fact, as discussed *infra*, this Court has entered the Scheduling Order and the Amended Scheduling Order, both of which set out the specific procedures and deadlines by which the parties will exchange discovery and this Court will rule on WMILT’s numerous objections to employee claims, including the Claim.

19. 11 U.S.C. § 502(j) provides that a claim that has been disallowed may be reconsidered for cause based on the equities of the case.

20. Rule 60(b) of the Federal Rules of Civil Procedure, as incorporated into Bankruptcy Rule 9024, likewise provides a basis for vacating the May 16, 2012 Order:

On motion and upon such terms as are just, the court may relieve a party or a party's legal representative from a final judgment, order, or proceeding for the following reasons: (1) mistake, inadvertence, surprise, or excusable neglect; . . . or (6) any other reason justifying relief from the operation of the judgment.

Fed. R. Bankr. Pro. 9024.

21. This Motion is timely filed under Fed. R. Civ. Pro. 60(c)(1), which provides: "*Timing.* A motion under Rule 60(b) must be made within a reasonable time – and for reasons (1), (2) and (3) [of Rule 60(b)] no later than one year after the entry of the judgment or order or the date of the proceeding.

22. The Order disallowing the Claim was entered on May 16, 2012. This Motion for reconsideration is being filed within one year of the May 16, 2012 Order and, therefore, is timely.

Even if the Debtors Gave Proper Notice to Claimant of the 5th Omnibus Objection, Claimant's Failure To Respond To The 5th Omnibus Objection Amounts to "Excusable Neglect" Under Fed. R. Civ. Pro. 60(b)(1) and the Claim Should be Reinstated

23. Even if the Debtors had given Claimant proper notice of the 5th Omnibus Objection,⁶ Claimant's failure to timely respond to the 5th Omnibus Objection amounts to "excusable neglect." See *Pioneer Inv. Servs Co. v. Brunswick Assocs. Ltd. P'ship.*, 507 U.S. 380, 389, 113 S.Ct. 1489, 123 L.Ed.2d 74 (1993).

⁶ As noted above, since the docket does **not** reflect the filing of an affidavit of service for Notice to Claimants of the 6th Omnibus Objection, it is impossible for Claimant to know whether or not the Debtor gave him proper notice of the 6th Omnibus Objection and what address, if any, the Debtor used for such notice to Claimant.

24. In *Pioneer*, the Supreme Court, interpreting Bankruptcy Rule 9006(b)(1), took a broad view of “excusable neglect,” instructing courts to take into account “equitable circumstances” in determining whether a party’s acts constitute excusable neglect.⁷ See *Pioneer*, 507 U.S. at 395. See *Chao v. Roy's Const., Inc.*, 517 F.3d 180, 183 (3d Cir. 2008) (“In *George Harms Construction Co. v. Chao*, 371 F.3d 156 (3d Cir.2004), we noted that the relevant factors for evaluating an “excusable neglect” motion include “the danger of prejudice ..., the length of the delay and its potential impact on judicial proceedings, the reason for the delay, including whether it was within the reasonable control of the movant, and whether the movant acted in good faith.” See *id.* at 163-64 (quoting *Pioneer Inv. Servs. v. Brunswick Assocs.*, 507 U.S. 380, 395, 113 S.Ct. 1489, 123 L.Ed.2d 74 (1993)). See also *In re Dartmoor Homes, Inc.*, 175 B.R. 659, 665 (Bankr. N.D., III 1994)(under *Pioneer*, taking into account “equitable circumstances” means that a court can find “excusable neglect” even in situations when a party’s actions or failure to act was the result of carelessness or mistake).

25. Under *Pioneer*, a determination of whether neglect is “excusable” “is at bottom an equitable one taking account of all relevant circumstances surrounding the party’s omission.” *Pioneer*, 507 U.S. at 395. Such circumstances include “the danger of prejudice to the Debtors, the length of the delay and **its potential impairment of judicial proceedings**, the reason for the delay, including whether it was within the reasonable interest of the Movant, and whether the Movant acted in good faith.” *Id.* (emphasis added).

26. In *In re FLYi, Inc.*, interpreting *Pioneer*, this Court expressly found that:

⁷ At issue in *Pioneer* was whether a creditor’s late filing of a proof of claim after the bar date would be permitted on the basis of “excusable neglect.” Similar reasoning should apply to claimant’s failure to respond to the 5th Omnibus Objection.

Consequently the Supreme Court in *Pioneer* concluded that “the ‘excusable neglect’ standard of Rule 9006(b)(1) is not limited to situations where the failure to timely file is due to circumstances beyond the control of the **filer.**” **507 U.S. at 391. Rather, it adopted the** test of the court below which considered “the danger of prejudice to the debtor, the length of the delay and its potential impact on judicial proceedings, the reason for the delay, including whether it was within the reasonable control of the movant, and whether the movant acted in good faith.” *Id.* at 395.

Courts have used a similar analysis in considering whether to allow amended claims, although in the absence of prejudice to other parties courts will freely allow amendment of a proof of claim after the bar date has elapsed. *Enron Corp.*, 419 F.3d at 133–34 (“While belated *amendments* will ordinarily be ‘freely allowed’ where other parties will not be prejudiced, belated new claims will ordinarily be denied, even absent prejudice, unless the reason for the delay is compelling.”).

Applying the *Pioneer* standard to the facts of the instant case, the Court concludes that even if the claim asserted by Loudoun were a new claim, and not simply an amendment of an existing claim, **any delay in asserting the claim is due to excusable neglect. In this case there is no danger of prejudice to the estate because the Trust is still in the process of objecting to claims and no distribution has yet been made to the general unsecured creditors.** *See, e.g., O'Brien Environmental*, 188 F.3d at 128 (finding no prejudice though plan had been confirmed and gone effective because allowance of claim would not require the return of any funds distributed thus far to creditors).

...

The Court finds that the length of the delay, though eighteen months, is not too long in the context of this case, given that the litigation between the estate and Loudoun has been active for less than nine months. *See, e.g., Chemetron Corp. v. Jones*, 72 F.3d 341, 350 (3d Cir.1995) (fact that claim was filed four years after bar date and two years after plan was confirmed did not mandate conclusion that there was no excusable neglect); *Greyhound Lines, Inc. v. Rogers (In re Eagle Bus Mfg., Inc.)*, 62 F.3d 730, 740 (5th Cir.1995) (finding excusable neglect though delay was six to eight months because debtor had contributed to delay by negotiating with claimant during that period).

In re FLYi, Inc., 05-20011MFW, 2008 WL 170555 (Bankr. D. Del. Jan. 16, 2008)(emphasis added).

27. Here, even if Claimant received proper notice of the 5th Omnibus Objection to Claims, at that time, he was not represented by counsel and was not aware that his failure to reply could result in the elimination of his entire claim.

28. The Debtors and WMILT waited nearly three years between the time that they filed the 5th Omnibus Objection and the time that they filed the May 11, 2012 COC representing to this Court that the Claim should be disallowed. During that time period, based on the elimination of his job with Wamu, Claimant relocated twice. When the 5th Omnibus Objection was filed on or about March 19, 2009, Claimant was not represented by counsel. Claimant could not reasonably have known that an objection to his claim filed in 2009 would languish on this Court's docket for nearly three years until WMILT decided to file the May 11, 2012 COC.

29. Importantly, reinstatement of the Claim will have no impact on the substantive determination of the allowance of the Claim. In this case, the claims objection process, while begun several years ago, is far from concluded. In fact, in August and September, 2012, WMILT filed numerous additional objections to hundreds of employee-related claims. WMILT's employee-related claims objections are in the early stages of litigation. Vacating the May 16, 2012 Order with respect to the disallowance of the Claim will have no impact on this judicial proceedings and will not prejudice WMILT.

30. On October 17, 2012, this Court entered the Agreed Order Establishing Procedures and Deadlines Concerning Hearing on Employee Claims and Discovery in Connection Therewith (the "Scheduling Order") (D.I. 10777), setting out the dates and deadlines for discovery and trial relating to all employee claims to which the Debtors/WMILT objected. A true and correct copy of the Scheduling Order is attached hereto as Exhibit "E".

31. Claimant is **expressly** included on the list of claimants whose claims are subject to the deadlines set out in the Scheduling Order. *See* Exhibit “A” to the Scheduling Order. Listing the Claimant on the Scheduling Order is further evidence that Claimant’s Claim was not properly disallowed by the May 16, 2012 Order and that reinstating the Claim will not result in any prejudice to WMILT.

32. On January 7, 2013, at the request of WMILT and certain other employee claimants, this Court amended the Scheduling Order and postponed for 60 days the majority of the deadlines for discovery and other matters relevant to WMILT’s objections to employee claims. *See* Agreed Order Amending Scheduling Orders with Respect to Employee Claims Hearings and Adversary Proceedings (the “Amended Scheduling Order”). (D.I. 10975.)

33. Under the terms of the Scheduling Order and the Amended Scheduling Order, this Court will try the various legal and factual issues relating to the employee claims in stages. The first hearing – only as to whether a “change in control” occurred – is not scheduled to begin until June 3, 2013.

34. The vast majority of the deadlines set out in the Scheduling Order and the Amended Scheduling Order have not yet passed. If the Claim is reinstated, the allowance or disallowance of the Claim will be determined in accordance with the procedures set out by this Court in the Scheduling Order and the Amended Scheduling Order. Reinstating the Claim will not harm or prejudice WMILT in any way, as WMILT is pursuing similar substantive objections to many former employees’ claims, with a similar factual basis to Claimant’s Claim.

35. Thus, reinstating the Claim and including the Claim in the process established by this Court for the determination of other hundreds of other employee claims will have no

detrimental effect on the administration of the liquidating trust or any other aspect of the post-confirmation administration of WMILT's assets.

UNDER 28 U.S.C. §1927, WMILT'S COUNSEL IS LIABLE FOR PAYMENT OF CLAIMANT'S COUNSEL'S FEES AND EXPENSES ASSOCIATED WITH THE PROSECUTION OF THIS MOTION

36. Under 28 U.S.C. §1927, WMILT's counsel is liable for the payment of Claimant's attorneys' fees and expenses incurred in connection with the preparation and prosecution of this Motion.

37. For many months, WMILT's counsel assured Claimant's counsel that they would enter into a stipulation to reinstate the Claim. However, after almost six months of negotiations regarding a stipulation, WMILT's counsel unilaterally decided that it would **not** enter into such a stipulation and informed Claimant's counsel that, in order for the Claim to be reinstated, it would be necessary for Claimant to file a Motion seeking that reinstatement of the Claim.

38. Under 28 U.S.C. §1927, this Court may compel WMILT's counsel to pay Claimants' attorneys' fees and costs incurred in connection with the drafting and prosecution of the present Motion:

Any attorney or other person admitted to conduct cases in any court of the United State or any Territory thereof who multiplies the proceedings in any case unreasonably and vexatiously may be required by the court to satisfy personally the excess costs, expenses, and attorneys' fees reasonably incurred because of such conduct.

28 U.S.C. §1927.

39. According to this Court in *In re Kaiser Group Int'l, Inc.*:

The Third Circuit, however, has held that bankruptcy courts have the power to grant sanctions under section 1927. *See, e.g., In re Schaefer Salt Recovery, Inc.*, 542 F.3d 90, 105 (3d Cir.2008) (finding that although bankruptcy court is not a court of the United States, it has the authority to impose sanctions under § 1927 because it is a unit of the district court).

See also In re Cohoes Indus. Terminal, Inc., 931 F.2d 222, 230 (2d Cir.1991) (finding that a “bankruptcy court may impose sanctions pursuant to 28 U.S.C. § 1927” without discussion).

In re Kaiser Group Int’l, Inc., 445 B.R. 361, 368 (Bankr. D. Del. 2011); *see also In re Keeler*, 440 B.R. 354, 367 (Bankr. E.D. Pa. 2009).

40. In *In re Kaiser Group Int’l*, this Court found that sanctions against the debtors were warranted under 28 U.S.C. §1927: “The actions of the Debtors have unduly multiplied the proceedings and warrant an award of attorneys' fees and costs under section 1927. Hopefully, the imposition of sanctions will cause the Debtors to cease this improper activity, which wastes not only counsel's time but the Court's as well.” *In re Kaiser Group Int’l*, 445 at 369.

41. In *American Remanufacturers, Inc.*, Judge Walsh found that a court may impose sanctions under 28 U.S.C. 1927 under the following circumstances:

“Section 1927 requires a court to find an attorney has (1) multiplied proceedings; (2) in an unreasonable and vexatious manner; (3) thereby increasing the costs of the proceedings; and (4) doing so in bad faith or by intentional misconduct.” *In re Schaefer Salt Recovery, Inc.*, 542 F.3d 90, 101 (3d Cir.2008) (internal quotation marks omitted). Section 1927 “covers the multiplication of proceedings that prolong the litigation of a case,” and as such “it has been interpreted to impose a continuing obligation on attorneys to dismiss claims that are no longer viable.” *Id.* at 101–102 (internal quotation marks omitted). Federal Rule of Bankruptcy Procedure 7054(b) provides that “[t]he court may allow costs to the prevailing party....” The award of costs is discretionary. *Northwestern Corp. v. Magten Asset Mgmt. Corp. (In re Northwestern Corp.)*, 326 B.R. 519, 529 (Bankr.D.Del.2005).

In re Am. Remanufacturers, Inc., 453 B.R. 235, 237-38 (Bankr. D. Del. 2011).

42. In the instant case, WMILT’s counsel conduct in negotiating (or pretending to negotiate) a stipulation to reinstate the Claim for nearly six months and then, suddenly and without cause, refusing to continue to negotiate with Claimant’s counsel fulfills the four prong test set out by Judge Walsh in *In re American Remanufacturers*.

43. As is demonstrated by the chain of emails between counsel for WMILT and counsel for Claimant, attached hereto as Exhibit “F,” beginning in June, 2012, Claimant’s counsel approached WMILT’s counsel regarding about entering into a joint stipulation to reinstate the Claim. This first exchange took place in person in Wilmington on June, 2012. Following up on that meeting, Claimant’s Counsel, Mr. Aaron, emailed WMILT’s counsel, Rahul Sharma regarding a stipulation reinstating Claimant’s Claim. Mr. Sharma prepared a draft of that stipulation, a copy of which is attached hereto as Exhibit “G,” and, until the end of November, 2012, the precise terms of that draft were being negotiated between Claimant’s counsel and WMILT’s counsel.

44. As the numerous emails show, WMILT’s counsel led Mr. Aaron and Ms. Miller to believe that they would be entering into a stipulation to reinstate the Claim and that the reason for WMILT’s delay was the size of the bankruptcy case and that other matters were taking precedence over reinstating Claimant’s Claim. *See* Email from Rahul Sharma, Esquire to Abbe A. Miller, Esquire dated September 19, 2012. *See also* Email from Rahul Sharma, Esquire to Abbe A. Miller, Esquire dated October 9, 2012.

45. All of the sudden, by email dated November 29, 2012, in an about-face, WMILT’s counsel informed Claimant’s counsel that they would **not** entered into a stipulation to reinstate the claim. *See* emails from Amy Price, Esquire to Abbe A. Miller, Esquire dated November 29, 2012, attached hereto as Exhibit “H”. When Claimant’s counsel pressed for a reason for this unilateral and sudden change in WMILT’s position vis-à-vis reinstatement of the Claim, she was advised by WMILT’s counsel that:

Rahul [Sharma, another associate at Weil Gotshal] engaged in discussions regarding Messrs. Bach and Zarro prior to the time that many additional claimants sought reinstatement of their claims. Given the number of claimants and the variety of excuses being offered, these requests for

reinstatement must be handled through a consistent set of procedures, which include the claimants filing a motion and the Court making a determination as to their propriety.

See Email from Amy Price, Esquire to Abbe A. Miller, Esquire dated November 29, 2012.

46. Beginning in early June, 2012, Mr. Sharma was in discussions, via email and telephone, with Claimants' counsel that justifiably led Claimants' counsel to believe that a stipulation reinstating the Claim would be entered into by WMILT. Claimant's counsel continued, in good faith, to have that belief until receiving Ms. Price's first email on November 29, 2012. Thus, for almost **six months** WMILT's counsel engaged in a course of dealings with Claimant's counsel that proved merely to be a delay tactic.

47. In fact, WMILT has recently entered into stipulations with various claimants allowing reinstatement of their disallowed claims.

48. There is no good faith basis for WMILT to require Claimant to file this Motion. All of the issues outlined herein in favor of **reinstatement** of the claim have been fully vetted and discussed between the parties. The reinstatement of the Claim is **not** tantamount to WMILT agreeing to withdraw the pending 79th Omnibus Objection to the Claim or to terminate the pending adversary proceeding against Claimant.⁸ In fact, in any proposed stipulation, WMILT would reserve all of its rights to continue to object to the Claim.

49. Based on WMILT's counsel's conduct and the Third Circuit's standard for the imposition of sanctions under 28 U.S.C. §1927, this Court should order WMILT's counsel to reimburse Claimant for his counsel's fees and costs incurred in connection with the preparation and prosecution of this Motion.

⁸ On or about September 23, 2012, the Official Committee of Unsecured Creditors instituted an adversary proceeding (the "Adversary Proceeding") against Claimant, pending as Adv. No.10-53132, essentially raising the same objections to the Claim as those asserted by the Debtors, and later WMILT, in the 5th Omnibus Objection and the 79th Omnibus Objection. The Adversary Proceeding is now being prosecuted by WMILT.

WHEREFORE, for the foregoing reasons, Edward F. Bach, the Claimant, respectfully moves this Court to enter an Order in the form attached hereto (i) reinstating his Claim, Proof of Claim 2855; (ii) vacating that portion of this Court's Order dated May 16, 2012 that disallows Claimant's Claim; (iii) requiring WMILT's counsel to pay Claimant's counsel their fees and costs associated with the preparation and prosecution of this Motion; and (iv) granting such other and further relief as is just.

Dated: January 24, 2013

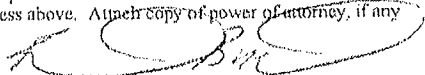
Respectfully submitted,
WEIR & PARTNERS LLP

/s/ Kenneth E. Aaron

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Attorneys for Movant, Edward F. Bach

EXHIBIT “A”

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: <u>Washington Mutual Bank</u>		Case Number: <u>08-12228</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <u>Edward F. Bach</u>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <u>Edward Bach</u> <u>1140 W. Kasky Ln.</u> <u>Jacksonville FL 32259</u> Telephone number: <u>904-287-6340</u>		Court Claim Number: (If known) _____ Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: _____		<input checked="" type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <u>\$ 577,000.00</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input checked="" type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507(a)(____).
2. Basis for Claim: <u>Rotation bonuses not paid and change of control act</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		Amount entitled to priority: \$ _____ <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
Date: <u>3/19/09</u> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  <u>Edward Bach</u>		FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kecllc.net>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Federal Deposit Insurance Corporation as Receiver for:
10015 - Washington Mutual Bank Henderson, NV
 (Name of Bank/Financial Institution and Location)

PROOF OF CLAIM

SSN/Tax ID # (1) 365-94-7039

The undersigned, (2) Edward F. Bach
 (Name of person making the claim)

says that the Washington Mutual Bank (Name of Bank/Financial Institution) now in liquidation is

justly indebted to (3) Edward F. Bach in the sum of
 (Individual/Joint/Corporation/Partnership/Firm/Agency)

(4) five hundred seventy-seven thousand and 100/100 Dollars upon the following Claim:

	Description of (Invoice) claim:	Liability Number	Amount of Claim
C L A I M S	(5) Retention Bonus - 4/23/08	FDIC will complete	\$50,000.00
	Retention Bonus - 7/1/08		+250,000.00
	Change of Control agreement - 1 each 1/2 times		+277,000.00
	Total Compensation	Total Claim:(6)	\$577,000.00

The undersigned further states that he/she makes this claim on behalf of

(7) Edward F. Bach

that no part of said debt has been paid, that

(8) Edward F. Bach
 (Individual/Joint/Corporation/Partnership/Firm/Agency)

has given no endorsement or assignment of the same or any part thereof, and that there is no set-off or counterclaim, or other legal or equitable defense to said claim or any part thereof.

NAME (9) [Signature] _____ (Title)

FIRM _____ (If applicable)

ADDRESS (10) 1140 W. Kestley Ln.

CITY/STATE/ZIP Jacksonville, FL 32259

TELEPHONE NUMBER 904-287-6340

The penalty for knowingly making or inviting reliance of any false, forged, or counterfeit statement, document, or thing for the purpose of influencing in any way the action of the Federal Deposit Insurance Corporation is a fine of not more than \$1,000,000 or imprisonment for not more than thirty years, or both (18 U.S.C. Section 1007).

GENERAL INFORMATION AND INSTRUCTIONS FOR COMPLETING A PROOF OF CLAIM FORM

This form is being sent to you in the event you believe the failed institution owes you funds for services rendered or goods purchased prior to the date of closing. If the institution does not currently owe you any money, it is not necessary for you to complete this form.

The following blanks must be completed in order for your Proof of Claim to be considered: (The numbers correspond with those located on the proof of claim form.)

- 1) A company's tax identification number or an individual's social security number.
- 2) Name of the person making the claim.
- 3) Review this name. Make corrections as needed. Fill in name if blank.
- 4) Written dollar amount of the claim (ex. One hundred and no/100.)
- 5) Detailed description of what is being claimed (i.e., the invoice number, type of service being claimed, account number, etc.).
- 6) Total amount of claim. Total should NOT include interest or late fees accrued since institution closing.
- 7) Review this name. Make corrections as needed. Fill in name if blank.
- 8) Review this name. Make corrections as needed. Fill in name if blank.
- 9) Signature of the person making claim and the title of that person if they are representing a company making a claim.
- 10) The address and telephone number of the individual or company making the claim.

Should the above information be missing, your information will be entered into our tracking system, but your Proof of Claim form will be returned to you for completion.

REQUIRED DOCUMENTATION

- 1) Claims for Goods Purchased by the Former Institution: You must forward a copy of the Purchase order or other correspondence from the institution requesting the goods, a copy of your invoice and a receipt signed by the institution indicating that the goods were received.
- 2) Claims for Services Rendered: You must forward a copy of the correspondence or signed initial contract sent by the institution to request your services and an invoice. In the case of legal fees, an itemized invoice must be sent indicating your prorated charges. For appraisal services, submit proof the appraisal was completed.

EXHIBIT “B”

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Debtors.**
: **Debtor.**
-----X

**CERTIFICATION OF COUNSEL REGARDING
(A) HEARING ON EMPLOYEE CLAIMS AND (B) DEBTORS' FIFTH
AND SIXTH OMNIBUS (SUBSTANTIVE) OBJECTIONS TO CLAIMS**

The undersigned hereby certifies as follows:

1. On June 26, 2009, Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the "Debtors"), filed the *Debtors' Fifth Omnibus (Substantive) Objection to Claims* [D.I. 1233] (the "Fifth Omnibus Objection") and the *Debtors' Sixth Omnibus (Substantive) Objection to Claims* [D.I. 1234] (the "Sixth Omnibus Objection") and, together with the Fifth Omnibus Objection, the "Objections"), each dated June 26, 2009, objecting to, among others, certain employee claims (the "Employee Claims").

2. In accordance with the respective notices filed with the Objections, responses to the Objections and the relief requested therein, if any, were required to be filed with the Court and the Debtors on or prior to July 16, 2009. As of the date hereof, four (4) claimants—William Finzer [D.I. 1476], Brian Foster [D.I. 1301], Michele Grau-Iversen [D.I. 1336], and Andrew Eschenbach [D.I. 1329]—have filed responsive pleadings to the Fifth Omnibus Objection (collectively, the "Fifth Omnibus Responding Claimants"). Furthermore, as of the date hereof,

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

five (5) claimants—Julie Morales [D.I. 1300], John Murphy [D.I. 1338], Bruce Weber [D.I. 1302], Jeffrey Weinstein [D.I. 1320], and Stephen Whittaker [D.I. 1337]—have filed responsive pleadings to the Sixth Omnibus Objection (collectively, the “Sixth Omnibus Responding Claimants” and, together with the Fifth Omnibus Responding Claimants, the “Responding Claimants”).

3. The Debtors also received informal inquiries regarding the Fifth Omnibus Objection from an additional claimant, Keith Fukui, and informal inquiries regarding the Sixth Omnibus Objection from an additional claimant, Jacob Sorensen (collectively, the “Inquiring Claimants” and, together with the Debtors and the Responding Claimants, the “Parties”). The Inquiring Claimants did not, however, file or provide any responsive pleadings to the Objections.

4. The undersigned further certifies that, with respect to the 123 claims for which no responses were received (a) neither the Debtors nor their successor in interest, WMI Liquidating Trust (“WMILT”) has received any answer, objection or any other responsive pleading, and (b) WMILT has reviewed the Court’s docket in the above-captioned cases and that no answer, objection or other responsive pleading appears thereon.

5. On August 10, 2009, September 3, 2009 and November 3, 2009, the Court entered a series of orders granting the respective Objections with respect to certain non-employee claims. *See* D.I. 1466, 1467, 1579, 1826, 1827.

6. The Court determined at a hearing held on September 25, 2009 that a separate hearing (the “Hearing”) with respect to the Objections as they pertain to the Employee Claims was required, and, shortly thereafter, the Court entered a scheduling order [D.I. 1924] establishing the Hearing for March 15, 2010 (the “First Scheduling Order”).

7. Pursuant to the First Scheduling Order, the Debtors and the Responding Claimants were required to serve written discovery requests, including, without limitation,

requests for production of documents, on or prior to December 11, 2009, with the terms and deadlines set forth in the First Scheduling Order applying to all of the Employee Claims.

8. The Debtors preliminarily re-scheduled the Hearing for February 16, 2012 [D.I. 9046] and, with the advice of the Court as to its availability, the Debtors re-scheduled the Hearing for March 14, 2012 and, shortly thereafter, the Court entered another scheduling order [D.I. 9507] in connection therewith (the "Second Scheduling Order").

9. Thereafter, a number of Responding Claimants informed the Debtors that they were not able to attend the Hearing on March 14, 2012, and the Parties agreed to adjourn the Hearing to a date to be determined [D.I. 9848]. On March 21, 2012, the Court entered a scheduling order [D.I. 9947] establishing the Hearing for June 4, 2012 (the "Third Scheduling Order").

10. One of the Sixth Omnibus Responding Claimants, John Murphy, has noticed two depositions in connection with the Hearing. *See* D.I. 10050, D.I. 10077. WMILT has been consulting with counsel for Mr. Murphy to determine an agreeable time, date and location for the noticed depositions. In connection therewith, and with the advice of the Court as to its availability, a form of scheduling order re-scheduling the Hearing for July 18, 2012 and addressing the terms of the prior scheduling orders with respect to written discovery requests, is attached hereto as Exhibit 1 (the "Proposed Scheduling Order").

Confirmation and Consummation of the Plan

11. As the Court is aware, by order, dated February 23, 2012, the Court confirmed the Debtors' *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 12, 2011 (as amended, the "Plan"). The Plan became effective on March 19, 2012 and, to date, the Debtors and WMILT have distributed cash and securities having a value in excess of \$6 billion. In light of recent rulings releasing funds from

reserve, WMILT intends to make a special distribution (in excess of \$400 million) to creditors in order to reduce the ongoing accrual of interest. WMILT would like to augment such distribution with funds currently on reserve and attributable to Employee Claims for which no response has been interposed to the Objections. In doing so, this would enhance the one time special distribution by approximately \$40 million.

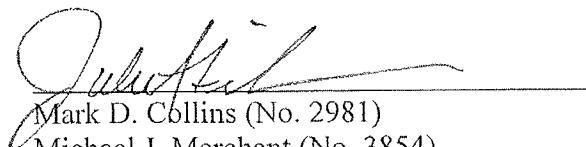
12. Thus, attached hereto as Exhibit 2 and Exhibit 3 are proposed orders on the Fifth Omnibus Objection (the “Proposed Third Order Granting the Fifth Omnibus Objection”) and the Sixth Omnibus Objection (the “Proposed Fourth Order Granting the Sixth Omnibus Objection”) (collectively, the “Proposed Orders”), respectively, which would disallow the claims of the non-responding claimants, and thereby limit the Hearing to the claims of the Responding Claimants and the Inquiring Claimants. As described in the Objections, the claimants holding Employee Claims have not provided any justification why they should recover amounts from the Debtors’ estates on account of their contractual relationships with a separate entity, Washington Mutual Bank. Therefore, in the Objections, the Debtors respectfully requested that the Court disallow each of the claims listed in the Objections. On behalf of WMILT, the undersigned respectfully submits that the individuals holding Employee Claims have received ample notice of the Objections and that no such claimants, other than the Responding Claimants and the Inquiring Claimants, have come forward with responses to the Objections.

13. Entry of the Proposed Orders, disallowing the claims of the non-responding claimants, is appropriate and in the best interests of the Debtors’ estates and creditors. As noted above, WMILT will be able to effectuate a timely distribution of approximately \$40 million in cash, which cash would otherwise remain on reserve pending disallowance of such claims. None of the Responding Claimants and the Inquiring Claimants are prejudiced by entry of the

Proposed Orders because, pursuant to such orders and the Proposed Scheduling Order, the Hearing to consider their claims and responses will be held on July 18, 2012.

WHEREFORE WMILT respectfully requests that the Court expeditiously enter the Proposed Scheduling Order, the Proposed Third Order Granting the Fifth Omnibus Objection, and the Proposed Fourth Order Granting the Sixth Omnibus Objection, the forms of which are attached hereto as Exhibit 1, Exhibit 2 and Exhibit 3, respectively, at its earliest convenience.

Dated: May 11, 2012
Wilmington, Delaware


Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Julie A. Finocchiaro (No. 5303)
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– and –

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ATTORNEYS TO WMI LIQUIDATING TRUST

Exhibit 1

Proposed Scheduling Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Re: Docket Nos. 1233, 1234, 1528, 1924,**
: **2210, 2488, 9046, 9507, 9848**
-----X

SCHEDULING ORDER
WITH RESPECT TO HEARING ON EMPLOYEE CLAIMS

Upon the filing of the *Debtors' Fifth Omnibus (Substantive) Objection to Claims* [D.I. 1233], dated June 26, 2009, and the *Debtors' Sixth Omnibus (Substantive) Objection to Claims* [D.I. 1234], dated June 26, 2009 (collectively, the "Objections"), by Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession; and the Debtors having objected to, among others, those claims listed on Exhibit A hereto (the "Employee Claims"); and, in accordance with the respective notices filed with the Objections, responses to the Objections and the relief requested therein having been required to be filed with this Court and the Debtors on or prior to July 16, 2009; and responses to the Objections having been filed by (i) William Finzer [D.I. 1476], (ii) Brian Foster [D.I. 1301], (iii) Michele Grau-Iversen [D.I. 1336], (iv) Andrew Eschenbach [D.I. 1329], (v) Julie Morales [D.I. 1300], (vi) John Murphy [D.I. 1338], (vii) Bruce Weber [D.I. 1302], (viii) Jeffrey Weinstein [D.I. 1320], and (ix) Stephen Whittaker [D.I. 1337] (collectively, the "Responding Claimants"); and the Debtors having subsequently received informal inquiries from two

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

additional claimants: (i) Keith Fukui, and (ii) Jacob Sorensen (the “Inquiring Claimants” and together with the Debtors and the Responding Claimants, the “Parties”); and the Court having entered orders, dated August 10, 2009, September 3, 2009, and November 3, 2009, with respect to the Objections as they pertained to certain non-employee claims [D.I. 1466, 1467, 1579, 1826, 1827]; and the Court having determined at the hearing held on September 25, 2009 that a separate hearing (the “Hearing”) with respect to the Objections as they pertain to the Employee Claims was required; and the Court having entered a scheduling order [D.I. 1924] establishing the Hearing for March 15, 2010 (the “First Scheduling Order”); and, pursuant to the First Scheduling Order, the Debtors and the Responding Claimants having been required to serve written discovery requests, including, without limitation, requests for production of documents, on or prior to December 11, 2009, with the terms and deadlines set forth in the First Scheduling Order applying to all Employee Claims; and the Debtors having preliminarily re-scheduled the Hearing for February 16, 2012 [D.I. 9046]; and the Court having entered another scheduling order [D.I. 9507] re-scheduling the Hearing for March 14, 2012 (the “Second Scheduling Order”); and a number of Responding Claimants having informed the Debtors that they were not able to attend the Hearing on March 14, 2012; and the Parties having agreed to adjourn the Hearing to a date to be determined [D.I. 9848]; and the Court having then entered another scheduling order [D.I. 9477] re-scheduling the Hearing for June 4, 2012 (the “Third Scheduling Order”); and the Debtors having determined to re-schedule the Hearing for July 18, 2012 to accommodate pre-hearing discovery; it is hereby ORDERED as follows:

1. The Hearing, with respect to the Objections as they relate to the Responding Claimants and Inquiring Claimants, shall be held on **July 18, 2012 at 10:30 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

2. No further written discovery requests shall be permitted.
3. On or before **June 22, 2012**, the Parties shall exchange a list or supplemental list of witnesses (collectively, the "Witnesses") who may be called at the Hearing.
4. To the extent requested, depositions of the Witnesses shall be taken on or prior to **July 13, 2012**.
5. The Parties shall be entitled to submit supplemental briefing with respect to the Objections, as they relate to the Responding Claimants and the Inquiring Claimants, and any fact discovery that may be elicited pursuant to the First Scheduling Order, the Second Scheduling Order, the Third Scheduling Order, or this Scheduling Order, by no later than five (5) days in advance of the Hearing.
6. The Parties shall be entitled to submit affidavits in support of, or in opposition to, the Objections, as they relate to the Responding Claimants and the Inquiring Claimants, by no later than five (5) days in advance of the Hearing.
7. Within three (3) business days of entry of this Scheduling Order, the Debtors shall send to all employee claimants listed on Exhibit A hereto a notice of the Hearing in the form attached hereto as Exhibit B; provided, however, that, in the event the Court disallows all Employee Claims other than the claims of the Responding Claimants and the Inquiring Claimants pursuant to orders entered contemporaneously herewith or within three (3) business days of entry of this Scheduling Order, the Debtors shall send notice of the Hearing to only the Responding Claimants and Inquiring Claimants.
8. Any deadlines set forth in this Scheduling Order may be amended by further order of this Court.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Scheduling Order.

Dated: May ____, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Employee Claimants

Exhibit A

(Employee Claimants)

Fifth Omnibus Objection to Claims

Claimant		Claim No.
David L.	Alexander	400
Robert L.	Anderson	2388
Dean B.	Arnold	497
Edward F.	Bach	2855
Nirmal	Baid	1051
Nirmal K.	Baid	1523
Thomas V.	Biggs	581
Michelle	Blunck	151
George	Boa	1548
Wayne Kent A.	Bradshaw	748
Jeanine	Catalano	3002
Jiming	Chen	1479
Matthew	Clark	736
Michael E.	Cochran	2040
Robert	Collins	956
Thomas J.	Connally	1581
Mark J.	Conway	2386
Donald	Cook	3221
Karen	Crandall	3604
William E.	Crawford	784
Michael F.	Day	2378
Jean M.	DeFond	2323
Art J.	Den Heyer	2441
Allen	Derheim	2275
Jeffrey J.	Deuel	1033
Kathleen	Dewar	406
Cristal Noell	Downing	402
Michael T.	Eggleston	1387
Andrew J.	Eshenbach	557
Jennifer A.	Fancher	377
William	Finzer	3453
William	Finzer	3461
Bruce	Fletcher	2576
Brian T.	Foster	612
Brian T.	Foster	637
Keith O.	Fukui	710
Dewayne Allen	Furr	849
Peter	Gerrald	2300
Greg	Gilchrist	3364
William K.	Glasby	1030
Diana	Graham	1715
Michele S.	Grau Iversen	613
Michele Susanne	Grau-Iversen	610
Amber	Gravett	2841
Blake	Grayson	401
Brian K.	Hale	74

Elizabeth A.	Hale	75
Laurie K.	Hanson	2942
Laurie K.	Hanson	2943
David	Harmer	3110
Christopher	Heinlein	733
Tom	Heldmann	483
Steven	Heruty	1899
Mark	Hettel	2141
Anne Jozaitis	Hole	692
Michael D.	Hubbs	660
David Christopher	Hutton	2923
Arlene M.	Hyde	1913
Renee T.	Johnson	3525
George W.	Kaye	1232
John J.	Kelleher	2073
Alexander	Kipkalov	3517
Alexander Sasha	Kipkalov	920
Tom	Kleven	174
Brian D.	Knob	3581
Brian D.	Knob	3575
Frank M.	Kobayashi	3367
Susanna Gouws	Korn	694
Edward T.	Kron	2749
Margaret A.	Kuhlman	622
John Y.	Lam	1037
John Y.	Lam	1035

Sixth Omnibus Objection to Claims

Claimant		Claim No.
Douglas	Levy	4
Alexander E.	Low	1084
Denis J., III	Malone	738
Marc	Malone	468
Howard	Mathews	654
Linda	McQuay	2887
Julie	Morales	627
Joseph T.	Munko	722
John H.	Murphy	2033
Jennifer Irene	Myhre	399
Jiri	Novak	1386
Geoffrey G.	Olsen	1751
Vinod R.	Panicker	2672
Brian D.	Parker	3601
Chandresh G.	Patel	558
Richard C.	Perry	492
Lane	Premo	2390
Andrew L.	Pulaski	392
Don	Rigsbee	2793
Don L.	Rigsbee	2668
Katherine Olivia	Riley	144
Patricia M.	Roberts	2295

Carol A.	Robertson	2177
David A.	Rothman	2520
Daniel P.	Sanford	725
Adriano	Savojni	1645
John C.	Schleck	1783
Frank T.	Schroer	2039
David M.	Schwartz	3531
Michael A.	Sirota	1933
Charles M.	Sledd	1331
Genevieve	Smith	2264
Genevieve	Smith	2265
Jacob E.	Sorensen	1388
Jacob E.	Sorensen	1380
Steven Kenneth	Stearns	341
Paul	Stephen	24
Peter L.	Struck	2748
Steven	Tholl	477
Scott C.	Turner	2186
Dale	Voth	735
Matthew	Wajner	3578
Michael	Walter	785
Marc	Wane	1687
Brian	Wayling	1395
Bruce	Weber	658
Bruce	Weber	749
Matthew	Wedell	1029
Jeffrey P.	Weinstein	986
Jeffrey P.	Weinstein	996
Chris	White	731
Frank T.	Whitemaine	840
Stephen E. E.	Whittaker	2832
Stephen E. E.	Whittaker	3458
Bettye L.	Wilkes	644
David M.	Williams	1194
Donald	Wong	1840
Donald Ray	Wong	2243
Gregory H.	Wood	3467
Gregory H.	Wood	2179
Lewis S.	Woodson	2202
Joni	Wyckoff	1093
Michael	Yang	76
Margaret C.	Yung	2882
Michael R.	Zarro	1743
Xiaoqing Dennis	Zhang	1139
Jianguo	Zhong	2785
Jianguo	Zhong	2292
David H.	Zielke	812

Exhibit B

Notice of Hearing

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
:
In re : Chapter 11
:
WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
:
Debtors. : (Jointly Administered)
:
-----X Hearing Date: July 18, 2012 at 10:30 a.m. (ET)

**NOTICE OF HEARING TO CONSIDER DEBTORS' FIFTH AND
SIXTH OMNIBUS (SUBSTANTIVE) OBJECTIONS TO EMPLOYEE CLAIMS**

PLEASE TAKE NOTICE THAT, pursuant to (a) the *Debtors' Fifth Omnibus (Substantive) Objection to Claims* [D.I. 1233] (the "Fifth Omnibus Claims Objection"), dated June 26, 2009, (b) the *Debtors' Sixth Omnibus (Substantive) Objection to Claims* [D.I. 1234] (the "Sixth Omnibus Claims Objection") and, together with the Fifth Omnibus Claims Objection, the "Objections"), dated June 26, 2009, the Debtors objected to, among other claims, certain employee claims (the "Employee Claims").

PLEASE TAKE FURTHER NOTICE that, pursuant to the notices previously served with respect to the Objections, a hearing (the "Hearing") to consider the Objections had been scheduled for June 4, 2012 at 10:30 a.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE that the Hearing is hereby re-scheduled to be held on **July 18, 2012 at 10:30 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that the Hearing shall be limited to those outstanding Employee Claims that have not been disallowed pursuant to an order of the Court prior to July 18, 2012.

PLEASE TAKE FURTHER NOTICE that the Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court.

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

Dated: May __, 2012
Wilmington, Delaware

By: _____
Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Travis A. McRoberts (No. 5274)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

Brian S. Rosen, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys to WMI Liquidating Trust

Exhibit 3

**Proposed Fourth Order Granting Debtors'
Sixth Omnibus Objection**

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Re: D.I. 1234**
-----X

In re
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

**FOURTH ORDER GRANTING DEBTORS' SIXTH
OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

Upon the objection, dated June 26, 2009 (the "Sixth Omnibus Objection"),² of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order disallowing, among others, certain employee claims filed against these estates (the "Employee Claims"), all as more fully set forth in the Sixth Omnibus Objection; and upon the *Declaration of Michael Arko Pursuant to Local Rule 3007-1 in Support of Debtors' Sixth Omnibus (Substantive) Objection to Claims*, dated as of June 26, 2009; and the Court having jurisdiction to consider the Sixth Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Sixth Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Sixth Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and responsive pleadings to the Sixth Omnibus Objection having been filed by Julie Morales [D.I. 1300], John H. Murphy

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

[D.I. 1338], Bruce Weber [D.I. 1302], Jeffrey P. Weinstein [D.I. 1320], and Stephen E. Whittaker [D.I. 1337] (collectively, the “Responding Claimants”); and the Debtors having subsequently received an informal inquiry regarding the Sixth Omnibus Objection from an additional claimant, Jacob E. Sorenson (the “Inquiring Claimant” and together with the Debtors and the Responding Claimants, the “Parties”); and the Court having entered orders, dated August 10, 2009, September 3, 2009 and November 3, 2009, with respect to the Sixth Omnibus Objection as it pertained to certain non-employee claims [D.I. 1467, 1579, 1827]; and the Court having determined at the hearing held on September 25, 2009 that a separate hearing (the “Hearing”) with respect to the Sixth Omnibus Objection as it pertains to the Employee Claims was required; and the Court having entered a scheduling order [D.I. 1924] establishing the Hearing for March 15, 2010 (the “First Scheduling Order”); and, pursuant to the First Scheduling Order, the Debtors and the Responding Claimants having been required to serve written discovery requests, including, without limitation, requests for production of documents, on or prior to December 11, 2009; and the Debtors having preliminarily re-scheduled the Hearing for February 16, 2012 [D.I. 9046]; and the Court having then entered another scheduling order [D.I. 9507] re-scheduling the Hearing for March 14, 2012 (the “Second Scheduling Order”); and certain Responding Claimants having informed the Debtors that they were not able to attend the Hearing on March 14, 2012; and the Parties having agreed to adjourn the Hearing to date to be determined [D.I. 9848]; and the Court having then entered another scheduling order [D.I. 9477] re-scheduling the Hearing for June 4, 2012 (the “Third Scheduling Order”); and the Court having entered a scheduling order contemporaneously herewith re-scheduling the Hearing for July 18, 2012 (the “Fourth Scheduling Order”); and the Court having determined that the relief sought in

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the Sixth Omnibus Objection.

the Sixth Omnibus Objection is in the best interest of the Debtors, their creditors, and all parties in interest to the extent set forth herein; and the Court having determined that the legal and factual bases set forth in the Sixth Omnibus Objection establish just cause for the relief granted herein; and the relief granted herein not affecting the rights or claims of any of the Responding Claimants or the Inquiring Claimant; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Sixth Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that each claim listed on Exhibit A hereto is hereby disallowed in its entirety; and it is further

ORDERED that, with respect to the claims of the Responding Claimants and the Inquiring Claimant, pursuant to the Fourth Scheduling Order entered contemporaneously herewith, the Hearing to consider the Sixth Omnibus Objection shall be held in this Court on July 18, 2012 at 10:30 a.m. (ET); and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, is authorized and directed to delete the claims listed on Exhibit A hereto from the official claims register in these chapter 11 cases; and it is further

ORDERED that nothing contained herein (a) shall be, or shall be deemed to be, a determination that JPMorgan Chase Bank, N.A. or any of its affiliates or subsidiaries ("JPMC"), Washington Mutual Bank ("WMB") or any of WMB's subsidiaries, or any other person is or is not liable or responsible in any way for any of the claims that are the subject of this Order or (b) shall prejudice (i) any of JPMC's rights, claims or defenses against any third-parties asserting the claims that are the subject of this Order, (ii) any of JPMC's rights or claims against the

Debtors to the extent such rights or claims are (A) asserted in proofs of claim timely filed by JPMC against the Debtors, as such claims may be amended or modified pursuant to applicable bankruptcy law, or (B) provided for or permitted to be asserted pursuant to an order of this Court entered, or to be entered, upon notice and a hearing to the extent notice and a hearing is required, or (iii) the rights of the Debtors, WMILT or any other parties in interest to object thereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: May ___, 2012
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Claims to be Disallowed

Claimant		Claim No.	Claim Amount	Debtor
Douglas	Levy	4	\$ 625,000.00	WMI
Alexander E.	Low	1084	\$ 309,809.40	WMI
Denis J., III	Malone	738	\$ 1,009,690.00	WMI
Marc	Malone	468	\$ 22,300.00	WMI
Howard	Mathews	654	\$ 956,786.67	WMI
Linda	McQuay	2887	\$ 357,419.00	WMI
Joseph T.	Munko	722	\$ 35,000.00	WMI
Jennifer Irene	Myhre	399	\$ 801,419.08	WMI
Jiri	Novak	1386	\$ 25,000.00	WMI
Geoffrey G.	Olsen	1751	\$ 641,095.64	WMI
Vinod R.	Panicker	2672	\$ 2,297,314.00	WMI
Brian D.	Parker	3601	\$ 309,613.00	WMI
Chandresh G.	Patel	558	\$ 245,694.00	WMI
Richard C.	Perry	492	\$ 416,126.00	WMI
Lane	Premo	2390	\$ 309,371.00	WMI
Andrew L.	Pulaski	392	\$ 334,799.00	WMI
Don	Rigsbee	2793	\$ 190,000.00	WMI
Don L.	Rigsbee	2668	\$ 100,000.00	WMI
Katherine Olivia	Riley	144	\$ 20,000.00	WMI
Patricia M.	Roberts	2295	\$ 644,836.00	WMI
Carol A.	Robertson	2177	\$ 397,623.27	WMI
David A.	Rothman	2520	\$ 476,185.00	WMI
Daniel P.	Sanford	725	\$ 1,094,792.08	WMI
Adriano	Savojni	1645	\$ 577,000.00	WMI
John C.	Schleck	1783	\$ 560,000.00	WMI
Frank T.	Schroer	2039	\$ 266,714.55	WMI
David M.	Schwartz	3531	\$ 285,303.00	WMI
Michael A.	Sirota	1933	\$ 1,049,752.00	WMI
Charles M.	Sledd	1331	\$ 601,600.00	WMI
Genevieve	Smith	2264	\$ 1,212,750.00	WMI
Genevieve	Smith	2265	\$ 120,000.00	WMI

Steven Kenneth	Stearns	341	\$ 172,000.00	WMI
Paul	Stephen	24	\$ 293,125.00	WMI
Peter L.	Struck	2748	\$ 367,521.00	WMI
Steven	Tholl	477	\$ 192,949.88	WMI
Scott C.	Turner	2186	\$ 300,000.00	WMI
Dale	Voth	735	\$ 26,000.00	WMI
Matthew	Wajner	3578	\$ 371,000.00	WMI
Michael	Walter	785	\$ 675,000.00	WMI
Marc	Wane	1687	\$ 379,874.13	WMI
Brian	Wayling	1395	\$ 272,000.00	WMI
Matthew	Wedell	1029	\$ 412,633.00	WMI
Chris	White	731	\$ 14,700.00	WMI
Frank T.	Whitemaine	840	\$ 540,167.00	WMI
Bettye L.	Wilkes	644	\$ 581,245.30	WMI
David M.	Williams	1194	\$ 527,825.00	WMI
Donald	Wong	1840	\$ 463,017.11	WMI
Donald Ray	Wong	2243	\$ 76,000.00	WMI
Gregory H.	Wood	3467	\$ 716,800.00	WMI
Gregory H.	Wood	2179	\$ 127,300.00	WMI
Lewis S.	Woodson	2202	\$ 492,626.00	WMI
Joni	Wyckoff	1093	\$ 857,574.00	WMI
Michael	Yang	76	\$ 237,553.05	WMI
Margaret C.	Yung	2882	\$ 332,483.40	WMI
Michael R.	Zarro	1743	\$ 224,000.00	WMI
Xiaoqing Dennis	Zhang	1139	\$ 246,495.21	WMI
Jianguo	Zhong	2785	\$ 988,000.00	WMI
Jianguo	Zhong	2292	\$ 129,000.00	WMI
David H.	Zielke	812	\$ 463,955.80	WMI

EXHIBIT “C”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Re: D.I. 1234**
-----X

In re
WASHINGTON MUTUAL, INC., et al.,¹
Debtors.

**FOURTH ORDER GRANTING DEBTORS' SIXTH
OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

Upon the objection, dated June 26, 2009 (the "Sixth Omnibus Objection"),² of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order disallowing, among others, certain employee claims filed against these estates (the "Employee Claims"), all as more fully set forth in the Sixth Omnibus Objection; and upon the *Declaration of Michael Arko Pursuant to Local Rule 3007-1 in Support of Debtors' Sixth Omnibus (Substantive) Objection to Claims*, dated as of June 26, 2009; and the Court having jurisdiction to consider the Sixth Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Sixth Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Sixth Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and responsive pleadings to the Sixth Omnibus Objection having been filed by Julie Morales [D.I. 1300], John H. Murphy

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

[D.I. 1338], Bruce Weber [D.I. 1302], Jeffrey P. Weinstein [D.I. 1320], and Stephen E. Whittaker [D.I. 1337] (collectively, the “Responding Claimants”); and the Debtors having subsequently received an informal inquiry regarding the Sixth Omnibus Objection from an additional claimant, Jacob E. Sorenson (the “Inquiring Claimant” and together with the Debtors and the Responding Claimants, the “Parties”); and the Court having entered orders, dated August 10, 2009, September 3, 2009 and November 3, 2009, with respect to the Sixth Omnibus Objection as it pertained to certain non-employee claims [D.I. 1467, 1579, 1827]; and the Court having determined at the hearing held on September 25, 2009 that a separate hearing (the “Hearing”) with respect to the Sixth Omnibus Objection as it pertains to the Employee Claims was required; and the Court having entered a scheduling order [D.I. 1924] establishing the Hearing for March 15, 2010 (the “First Scheduling Order”); and, pursuant to the First Scheduling Order, the Debtors and the Responding Claimants having been required to serve written discovery requests, including, without limitation, requests for production of documents, on or prior to December 11, 2009; and the Debtors having preliminarily re-scheduled the Hearing for February 16, 2012 [D.I. 9046]; and the Court having then entered another scheduling order [D.I. 9507] re-scheduling the Hearing for March 14, 2012 (the “Second Scheduling Order”); and certain Responding Claimants having informed the Debtors that they were not able to attend the Hearing on March 14, 2012; and the Parties having agreed to adjourn the Hearing to date to be determined [D.I. 9848]; and the Court having then entered another scheduling order [D.I. 9477] re-scheduling the Hearing for June 4, 2012 (the “Third Scheduling Order”); and the Court having entered a scheduling order contemporaneously herewith re-scheduling the Hearing for July 18, 2012 (the “Fourth Scheduling Order”); and the Court having determined that the relief sought in

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the Sixth Omnibus Objection.

the Sixth Omnibus Objection is in the best interest of the Debtors, their creditors, and all parties in interest to the extent set forth herein; and the Court having determined that the legal and factual bases set forth in the Sixth Omnibus Objection establish just cause for the relief granted herein; and the relief granted herein not affecting the rights or claims of any of the Responding Claimants or the Inquiring Claimant; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Sixth Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that each claim listed on Exhibit A hereto is hereby disallowed in its entirety; and it is further

ORDERED that, with respect to the claims of the Responding Claimants and the Inquiring Claimant, pursuant to the Fourth Scheduling Order entered contemporaneously herewith, the Hearing to consider the Sixth Omnibus Objection shall be held in this Court on July 18, 2012 at 10:30 a.m. (ET); and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, is authorized and directed to delete the claims listed on Exhibit A hereto from the official claims register in these chapter 11 cases; and it is further

ORDERED that nothing contained herein (a) shall be, or shall be deemed to be, a determination that JPMorgan Chase Bank, N.A. or any of its affiliates or subsidiaries ("JPMC"), Washington Mutual Bank ("WMB") or any of WMB's subsidiaries, or any other person is or is not liable or responsible in any way for any of the claims that are the subject of this Order or (b) shall prejudice (i) any of JPMC's rights, claims or defenses against any third-parties asserting the claims that are the subject of this Order, (ii) any of JPMC's rights or claims against the

Debtors to the extent such rights or claims are (A) asserted in proofs of claim timely filed by JPMC against the Debtors, as such claims may be amended or modified pursuant to applicable bankruptcy law, or (B) provided for or permitted to be asserted pursuant to an order of this Court entered, or to be entered, upon notice and a hearing to the extent notice and a hearing is required, or (iii) the rights of the Debtors, WMILT or any other parties in interest to object thereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: May 15, 2012
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Claims to be Disallowed

Claimant		Claim No.	Claim Amount	Debtor
Douglas	Levy	4	\$ 625,000.00	WMI
Alexander E.	Low	1084	\$ 309,809.40	WMI
Denis J., III	Malone	738	\$ 1,009,690.00	WMI
Marc	Malone	468	\$ 22,300.00	WMI
Howard	Mathews	654	\$ 956,786.67	WMI
Linda	McQuay	2887	\$ 357,419.00	WMI
Joseph T.	Munko	722	\$ 35,000.00	WMI
Jennifer Irene	Myhre	399	\$ 801,419.08	WMI
Jiri	Novak	1386	\$ 25,000.00	WMI
Geoffrey G.	Olsen	1751	\$ 641,095.64	WMI
Vinod R.	Panicker	2672	\$ 2,297,314.00	WMI
Brian D.	Parker	3601	\$ 309,613.00	WMI
Chandresh G.	Patel	558	\$ 245,694.00	WMI
Richard C.	Perry	492	\$ 416,126.00	WMI
Lane	Premo	2390	\$ 309,371.00	WMI
Andrew L.	Pulaski	392	\$ 334,799.00	WMI
Don	Rigsbee	2793	\$ 190,000.00	WMI
Don L.	Rigsbee	2668	\$ 100,000.00	WMI
Katherine Olivia	Riley	144	\$ 20,000.00	WMI
Patricia M.	Roberts	2295	\$ 644,836.00	WMI
Carol A.	Robertson	2177	\$ 397,623.27	WMI
David A.	Rothman	2520	\$ 476,185.00	WMI
Daniel P.	Sanford	725	\$ 1,094,792.08	WMI
Adriano	Savojni	1645	\$ 577,000.00	WMI
John C.	Schleck	1783	\$ 560,000.00	WMI
Frank T.	Schroer	2039	\$ 266,714.55	WMI
David M.	Schwartz	3531	\$ 285,303.00	WMI
Michael A.	Sirota	1933	\$ 1,049,752.00	WMI
Charles M.	Sledd	1331	\$ 601,600.00	WMI
Genevieve	Smith	2264	\$ 1,212,750.00	WMI
Genevieve	Smith	2265	\$ 120,000.00	WMI

Steven Kenneth	Stearns	341	\$ 172,000.00	WMI
Paul	Stephen	24	\$ 293,125.00	WMI
Peter L.	Struck	2748	\$ 367,521.00	WMI
Steven	Tholl	477	\$ 192,949.88	WMI
Scott C.	Turner	2186	\$ 300,000.00	WMI
Dale	Voth	735	\$ 26,000.00	WMI
Matthew	Wajner	3578	\$ 371,000.00	WMI
Michael	Walter	785	\$ 675,000.00	WMI
Marc	Wane	1687	\$ 379,874.13	WMI
Brian	Wayling	1395	\$ 272,000.00	WMI
Matthew	Wedell	1029	\$ 412,633.00	WMI
Chris	White	731	\$ 14,700.00	WMI
Frank T.	Whitemaine	840	\$ 540,167.00	WMI
Bettye L.	Wilkes	644	\$ 581,245.30	WMI
David M.	Williams	1194	\$ 527,825.00	WMI
Donald	Wong	1840	\$ 463,017.11	WMI
Donald Ray	Wong	2243	\$ 76,000.00	WMI
Gregory H.	Wood	3467	\$ 716,800.00	WMI
Gregory H.	Wood	2179	\$ 127,300.00	WMI
Lewis S.	Woodson	2202	\$ 492,626.00	WMI
Joni	Wyckoff	1093	\$ 857,574.00	WMI
Michael	Yang	76	\$ 237,553.05	WMI
Margaret C.	Yung	2882	\$ 332,483.40	WMI
Michael R.	Zarro	1743	\$ 224,000.00	WMI
Xiaoqing Dennis	Zhang	1139	\$ 246,495.21	WMI
Jianguo	Zhong	2785	\$ 988,000.00	WMI
Jianguo	Zhong	2292	\$ 129,000.00	WMI
David H.	Zielke	812	\$ 463,955.80	WMI

EXHIBIT “D”

Exhibit A-1

Wrong Party Claims Remaining in the Fifth and Sixth Omnibus Objections

Fifth Omnibus Objection to Claims

Claimant	Claim Number	Filed Claim Amount	Debtor	Reason(s) for Objection
Edward F. Bach	2855	\$ 577,000.00	WMI	(a) WMB CIC Agreement (b) WMB Retention Bonus Agreement
Andrew J. Eshenbach	557	\$ 390,000.00	WMI	WMB CIC Agreement
William Finzer	3453	\$ 76,636.00	WMI	WMB CIC Agreement
William Finzer	3461	\$ 55,000.00	WMI	WMB Retention Bonus Agreement
Brian T. Foster	612	\$ 14,600.00	WMI	WMB Retention Bonus Agreement
Brian T. Foster	637	\$ 263,826.87	WMI	WMB CIC Agreement
Keith O. Fukui	710	\$ 814,261.06	WMI	WMB CIC Agreement
Michele S. Grau-Iversen	610	\$ 221,000.00	WMI	WMB Retention Bonus Agreement
Michele S. Grau-Iversen	613	\$ 1,486,352.00	WMI	WMB CIC Agreement

Sixth Omnibus Objection to Claims

Claimant	Claim Number	Filed Claim Amount	Debtor	Reason(s) for Objection
Julie Morales	627	\$ 10,099.90	WMI	WMB Retention Bonus Agreement
John H. Murphy	2033	\$ 771,259.76	WMI	WMB CIC Agreement
Jacob E. Sorensen	1380	\$ 70,000.00	WMI	WMB Retention Bonus Agreement
Jacob E. Sorensen	1388	\$ 313,475.31	WMI	WMB CIC Agreement
Bruce Weber	658	\$ 346,211.88	WMI	WMB CIC Agreement
Bruce Weber	749	\$ 55,000.00	WMI	WMB Retention Bonus Agreement
Jeffrey P. Weinstein	986	\$ 130,000.00	WMI	WMB Retention Bonus Agreement
Jeffrey P. Weinstein	996	\$ 1,158,720.07	WMI	WMB CIC Agreement
Stephen E. Whittaker	2832	\$ 1,185,852.00	WMI	WMB CIC Agreement
Stephen E. Whittaker	3458	\$ 1,233,000.00	WMI	WMB Retention Bonus Agreement
Michael R. Zarro	1743	\$ 224,000.00	WMI	WMB Retention Bonus Agreement

EXHIBIT “E”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: **Chapter 11**
: **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
: **Re: D.I. 1233, 1234, 10504, 10505, 10506, 10507,**
: **10676, 10677, 10678, 10681**
-----X

**AGREED ORDER ESTABLISHING
PROCEDURES AND DEADLINES CONCERNING HEARING ON
EMPLOYEE CLAIMS AND DISCOVERY IN CONNECTION THEREWITH**

Washington Mutual, Inc. (“WMI”) and WMI Investment Corp. (collectively, the “Debtors”),² as debtors and debtors in possession, having filed the *Debtors’ Fifth Omnibus (Substantive) Objection to Claims* [D.I. 1223] (the “Fifth Omnibus Objection”) and the *Debtors’ Sixth Omnibus (Substantive) Objection to Claims* [D.I. 1234] (the “Sixth Omnibus Objection”), each dated June 26, 2009; and WMI Liquidating Trust (“WMILT”), as successor in interest to the Debtors, having filed the *WMI Liquidating Trust’s Seventy-Ninth Omnibus (Substantive) Objection to Claims* [D.I. 10504], *WMI Liquidating Trust’s Eightieth Omnibus (Substantive) Objection to Claims* [D.I. 10505], *WMI Liquidating Trust’s Eighty-First Omnibus (Substantive) Objection to Claims* [D.I. 10506], *WMI Liquidating Trust’s Eighty-Second Omnibus (Substantive) Objection to Claims* [D.I. 10507], *WMI Liquidating Trust’s Eighty-Fourth Omnibus (Substantive) Objection to Change in Control Claims* [D.I. 10677], *WMI Liquidating Trust’s Eighty-Fifth Omnibus (Substantive) Objection to Change in Control Claims* [D.I. 10678],

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

Objection of WMI Liquidating Trust to Proof of Claim Filed by Claimant Medina & Thompson (Claim No. 1218) [D.I. 10676], and *WMI Liquidating Trust's Eighty-Eighth Omnibus (Substantive) Objection to Disputed Equity Interests* [D.I. 10681] (collectively, together with the Fifth Omnibus Objection and Sixth Omnibus Objection, the "Objections"); and all such Objections objecting to, among other things, certain employee-related claims (the "Employee Claims"); and, in accordance with the notices filed with the respective Objections, the claimants listed on Exhibit B hereto having filed responses to one or more of the Objections (the "Responding Claimants"); and certain other claimants having made informal inquiries to the Debtors or WMILT regarding the Objections (collectively, the "Inquiring Claimants" and, together with the Responding Claimants, the "Claimants" and their claims, collectively, the "Remaining Claims"; and the Claimants together with WMILT, the "Parties"); and the Court having held a status conference on September 10, 2012 with respect to the Objections and, at such time, having requested that the Parties confer regarding discovery and other procedures with respect to a hearing or series of hearings to consider the Objections with respect to the Remaining Claims (the "Hearing"); and the Court having held a status conference on October 10, 2012 with respect to the Hearing; and the Parties having agreed to the terms of this Order, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 7026, *et seq.*, of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for the establishment of procedures and deadlines concerning the Hearing and discovery in connection therewith; and the Court having jurisdiction to enter this Order and grant the relief provided herein pursuant to 28 U.S.C. §§ 157 and 1334; and the relief provided herein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court being cognizant of (a) the overlap

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in Exhibit A attached hereto.

of the factual and legal issues and, in some instances, the Parties, across the various Objections, and (b) the need to establish additional procedures to facilitate discovery requests that may be made in connection with the litigation of the Objections and other issues attendant to the conduct of the Hearing; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED AS FOLLOWS:

I. DISCOVERY PROCEDURES

Written Discovery Requests

1. Any Party may serve upon or notice any other Party with the following types of written discovery requests in connection with the Hearing (collectively, the "Permitted Written Discovery"):

- a. Requests for Production pursuant to Rule 34 of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rules 7034 and 9014 (a "Production Request");
- b. Interrogatories pursuant to Rule 33 of the Federal Rules of Civil Procedure, as incorporated by Rules 7033 and 9014 ("Interrogatories"); provided, however, that all Claimants represented by counsel shall serve Interrogatories on WMILT not exceeding one hundred (100) inquiries in total, including sub-parts; and provided, further, that if such Claimants believe more inquiries would be necessary, such Claimants may seek relief from the Court; and provided further, that this order shall not limit the right of any Claimant named as a defendant in an Adversary Proceeding to serve interrogatories in the Adversary Proceeding, subject to the limits set forth in the Federal Rules of Civil Procedure; and
- c. Requests for Admissions pursuant to Rule 36, as incorporated by Rules 7036 and 9014 (an "Admission Request");

provided, however, that, notwithstanding the foregoing or anything else contained herein, the Claimants with respect to the Fifth Omnibus Objection and the Sixth Omnibus Objection shall not be permitted to serve additional Permitted Written Discovery requests on WMILT, nor shall WMILT be entitled to serve additional Permitted Written Discovery requests on the Claimants with respect to the Fifth Omnibus Objection and the Sixth Omnibus Objection, except that

WMILT shall provide counsel for the other Claimants, within ten (10) days of entry of this Order, with (i) a copy of the responses to written discovery previously propounded by the Claimants (with respect to the Fifth Omnibus Objection and the Sixth Omnibus Objection), as updated and current as of the date of service on counsel, and (ii) a copy of the responses of the Claimants (with respect to the Fifth Omnibus Objection and the Sixth Omnibus Objection) to written discovery previously propounded by WMILT.

2. All requests for Permitted Written Discovery shall be served in accordance with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Bankruptcy Rules, so as to be actually received on or before December 10, 2012 at 5:00 p.m. (EDT), by counsel for the relevant Party or, where a Party is not represented, by the Party.

3. A Party in receipt of a Production Request, Interrogatories or an Admission Request shall meet and confer with the Party serving such Permitted Written Discovery in the event of a dispute with respect thereto, and shall otherwise respond to such Written Discovery in accordance with the Federal Rules of Civil Procedure. Nothing contained herein shall impair the rights of a recipient of a request for Permitted Written Discovery to object or respond to a Production Request, Interrogatories, or an Admission Request as permitted by the Federal Rules of Civil Procedure governing discovery, as incorporated by the Bankruptcy Rules, or other applicable law.

Establishment of Document Depository

4. On or before October 26, 2012, WMILT shall establish and staff an electronic document depository (the "Depository") which shall include any Permitted Written Discovery propounded on WMILT along with any responses by WMILT to the Permitted Written Discovery and the documents produced by WMILT, on a rolling basis, in response to any

Production Request, including, without limitation, prior Production Requests of the Claimants with respect to the Fifth Omnibus Objection and the Sixth Omnibus Objection, to the extent any such documents are not the subject of a pending discovery dispute (collectively and including the responses to Permitted Written Discovery, the “Depository Documents”). The Depository shall contain an electronic index of all Depository Documents and shall be searchable by key word. WMILT shall use its reasonable best efforts to place Depository Documents in the Depository in accordance with categories of information as they relate to the claims that are the subject of the Objections; provided, however, that the Depository shall contain a disclaimer expressly stating, among other things, that (i) WMILT shall not be responsible for the mis-categorization of any particular Depository Document and (ii) each other Party should not rely upon the categorization of the Depository Documents and should review all categories of Depository Documents in their entirety; and provided, further, that to the extent any Depository Documents contain an individual’s social-security number, home address, or birth date, such information shall be redacted. Any Party who executes an acknowledgement in the form annexed hereto as Exhibit C (an “Acknowledgement Form”) shall be provided access to the Depository within one (1) Business Day of execution and delivery thereof. For purposes of this Order, “Business Day” shall mean any day of the week other than a Saturday, Sunday, or “Legal Holiday” as defined in Rule 6(a)(6) of the Federal Rules of Civil Procedure.

5. Notwithstanding the placement of any document in the Depository and the review of any such document by any Party, WMILT and any other Party shall maintain the right to object to the use or introduction of any document in the Depository in any matter or proceeding on relevance grounds, on privilege grounds, or as otherwise permitted in accordance with the Federal Rules of Evidence and applicable law; provided, however, that, to the extent that a document contained in the Depository or produced in accordance with decretal paragraph 4

hereof is identified as having been created by WMILT, the Debtors or any subsidiary or affiliate of the Debtors, any predecessor entity acquired by the Debtors or any subsidiary or affiliate of the Debtors, or any other Party, such Party shall have waived the right to object to the use or introduction of such document on the basis of authenticity.

Designation of Hearing Witnesses

6. On or before January 15, 2013, the Parties shall exchange lists (the "Witness Lists") setting forth (a) the names of the witnesses that each Party anticipates presenting at the Hearing, including, without limitation, any professionals retained in these chapter 11 cases, and (b) the general area for which the testimony of any such witness shall be offered. Notwithstanding the designation of a person on a Party's Witness List, the designating Party shall not be required to call any such person to testify during the Hearing; provided, however, that, to the extent that a Party has submitted a Witness List in connection with the Fifth Omnibus Objection or the Sixth Omnibus Objection, such Witness List shall be deemed to have been submitted in accordance with the provisions of this Order, but may be supplemented on or before the exchange date set forth in this paragraph.

7. For purposes of the Hearing, the Parties may present the testimony of any designated person by direct examination, a proffer of such person's testimony, use of deposition testimony in accordance with Bankruptcy Rule 7032 or the submission of an affidavit of such person, subject to (a) the rights of any Party to object to the presentation thereof and (b) such other rights afforded by the Federal Rules of Evidence and applicable law. In the event that a Party intends to introduce an affidavit of testimony of any person, (i) the offering Party shall file the intended affidavit of testimony with the Court and shall serve it on all Parties in accordance with the provisions of the Local Rules no later than January 31, 2013, and (ii) any such person shall be present at the Hearing and be available for cross-examination.

Depositions

8. Any Party may serve upon or notice another Party with Notices for Depositions upon Oral Examination of a Party or the persons on a Party's respective Witness List pursuant to Rule 30 of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rules 7030 and 9014 (a "Deposition Notice"). Each Deposition Notice served by a Party must set forth the proposed deponent's name, the particular subject(s) and scope of the deposition, and how much time the requesting Party desires to take each deposition. Such Notices must be served on or before January 30, 2013, and depositions must be completed no later than February 28, 2013. A deposition notice propounded on non-Parties may include a request for production of documents pursuant to Rule 30 of the Federal Rules of Civil Procedure.

9. To the extent one or more Claimants or WMILT serve a Deposition Notice for the same deponent or serve Rule 30(b)(6) notices on the same topics as any other Claimants or WMILT, those common deponents (including common Rule 30(b)(6) designees) shall each be deposed only once in connection with the Hearing (the "Common Depositions"), except that any Claimant(s) who are also deponents in a Common Deposition may be separately deposed with respect to their Remaining Claim(s), as provided in paragraph 10 below. All Common Depositions, including depositions of Claimants other than with respect to a Claimant's Remaining Claim(s), shall be limited to three (3) days of seven (7) hours each. Claimants permitted to take any such depositions shall be required to allocate such time among such Claimants; provided, however, that, if additional time is needed to fairly examine the deponent or if the deponent, another person, or any other circumstance impedes or delays the deposition, then the Court, consistent with Rule 26(b)(2) of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rule 7026, shall consider and grant such additional time as the Court finds appropriate. In the event that WMILT, in good faith, believes that three (3) days of

seven (7) hours each is not necessary to fairly examine a specific WMILT-designated witness, nothing contained in this paragraph 9 shall be interpreted to preclude WMILT from seeking leave of the Court to request fewer days for the Deposition of such WMILT-designated witness.

10. Depositions of the Claimants, solely with respect to their Remaining Claim(s) and not as deponents in a Common Deposition, shall be conducted in one of the following locations, at the election of each Claimant to be deposed, (i) Seattle, Washington, (ii) San Francisco, California, (iii) Dallas, Texas, or (iv) Wilmington, Delaware, unless a different location is otherwise agreed by the Parties to any such Deposition. All depositions of the Claimants with respect to their Remaining Claim(s) shall be limited to one (1) day of nine (9) hours. WMILT shall provide, at the requesters' expense, telephonic access for Depositions of any Claimant such that all other Claimants and their counsel may participate in the Deposition telephonically; provided, however, that such Claimants and their counsel may not ask questions of the Claimant being deposed until WMILT has completed its deposition; and provided, further, that up to two (2) hours shall be reserved at the conclusion of the conduct of the deposition by WMILT for Claimants and their counsel to ask questions of the Claimant then being deposed. Depositions of WMILT-designated witnesses shall be conducted in Wilmington, Delaware, unless a different location is otherwise agreed by the Parties. Depositions of any other person or entity shall be conducted at a location as proscribed by Rules 30 and 45 of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rule 7030, unless a different location is otherwise agreed by the parties to any such deposition. All Parties and their counsel shall use best efforts in scheduling and conducting those Common Depositions on a mutually agreeable date and in a manner suitable to all. Failing agreement, the Parties shall seek guidance from the Court. Nothing in this paragraph is intended to limit WMILT's ability to depose a Claimant in a Common Deposition.

Discovery Disputes

11. In the event that a dispute arises concerning any request for discovery in connection with the Hearing propounded by any Party, the Party alleging non-compliance shall initially inform the non-responsive Party and WMILT of such dispute for the purpose of reaching a consensual resolution of such dispute without the need for Court intervention. In the event such dispute remains unresolved, the Party alleging non-compliance shall inform the non-responsive Party and WMILT, in writing, that it seeks Court intervention to resolve the dispute, whereupon WMILT shall promptly advise the Court of the existence of such dispute and the Court shall schedule a chambers conference, telephonic or in-person, as soon as possible to resolve such dispute. To the fullest extent practical, each Party to such dispute shall provide the Court with a letter describing the issues associated therewith and setting forth the legal support for the position taken by such party in advance of any chambers conference set to resolve the dispute. Pending resolution of any such dispute, the Parties to such dispute shall cooperate and provide such discovery which is not the subject of any such dispute.

Pre-Hearing Briefing

12. The Parties shall be entitled to submit a pre-hearing brief with respect to the "Change in Control" issue as it relates to the Remaining Claims and fact discovery that may be elicited pursuant to this Order or, where applicable, a prior scheduling order with respect to the Fifth Omnibus Objection or Sixth Omnibus Objection, by March 7, 2013.

Pre-Hearing Conference

13. The Court shall conduct a pre-Hearing conference on March 21, 2013, at 10:30 a.m., or as soon thereafter as counsel may be heard, to discuss motions in limine, the presentation of testimony, the number of witnesses to be presented, including, without limitation, the persons on any Party's Witness List, the estimated time for presentation of any such witnesses' testimony

and the pre-admission of exhibits to be offered at the Hearing.

Post-Trial Procedures

14. Within fourteen (14) days after the Hearing, each Party who so desires shall submit a post-trial memorandum to the Court, with a copy to each other Party.

HEARING

15. The Hearing shall commence on April 8, 2013, at 9:30 a.m. or as soon thereafter as counsel may be heard, and shall continue from day-to-day, unless otherwise adjourned by the Court. The Hearing shall be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in Courtroom 4 of the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware

16. The "Change in Control" issue shall initially be heard at the Hearing, and such issue consists of Objections surrounding whether a "change in control" occurred pursuant to the terms of the following documents:¹

- i. Individual WMI Agreements;
- ii. WaMu CIC Agreements;
- iii. Cash LTI Agreements;
- iv. WaMu Retention Bonus Agreements;
- v. The WaMu Severance Plan;
- vi. The ETRIP;
- vii. WMI Retention Bonus Agreements;
- viii. The Equity Incentive Plan;
- ix. Certain other individual employee contracts with "change in control" provisions to which WMILT objected on a "wrong party" basis; and,
- x. Certain other contracts containing "change in control" provisions to which WMILT objected on the basis that no "change of control" occurred pursuant to the terms of such contract.

17. Hearing Testimony. To the extent a Party or any other person from a Party's Witness List is presented to testify at the Hearing, examination of such witness by the Party and

¹ The use of defined terms in this paragraph 17 are for convenience purposes only and shall not prejudice any Parties' underlying rights with respect to the agreements described by the defined terms.

any other Party shall be limited to the scope of the “change in control” issue being heard at the April __, 2013 portion of the Hearing.

18. Nothing contained in paragraphs 16 or 17 shall be deemed to limit the scope of permissible discovery in these matters related to the Remaining Claims and the Objections made thereto.

MISCELLANEOUS

19. Payment of the Undisputed Portion of Claims. Except with respect to those Claimants who have entered into tolling agreements which remain in effect, stipulated otherwise or against whom WMILT has asserted a claim or demand for recovery of monies, any portion or component of any Remaining Claims which WMILT, in the various Objections or exhibits attached thereto, has admitted to be an allowed component shall be distributed in accordance with the distribution provisions of the Plan of Reorganization confirmed in these cases without further hearing of the Court to the appropriate Claimant on the next regularly scheduled distribution date following the November 1, 2012 distribution date.

20. Voluntary Exchange of Information. Nothing contained herein shall prevent the Parties from voluntarily exchanging information or engaging in settlement discussions at any time; provided, however, that any such voluntary exchange of information shall in no way be construed as a waiver of any of the requirements or limitations contained in these procedures.

21. Confidentiality.

a. When producing information considered sensitive, confidential, personal, proprietary, and/or protected by statutory or other legal privileges (collectively, “Confidential Information”) in response to any Permitted Written Discovery, Deposition Notice, or other request for information in connection with the Remaining Claims, the Parties may label the documents as “Confidential” indicating that the documents so marked contain Confidential

Information subject to this Order. Only documents containing Confidential Information shall be labeled as Confidential and subject to the protections set forth herein.

b. Unless otherwise agreed in advance in writing by the Parties, the receiving Party shall use Confidential Information received from the disclosing Party only for the purposes of the Hearing and shall not disclose such Confidential Information to any person or entity other than: (i) outside counsel of record for the Parties (including outside counsel's secretarial, paralegal, clerical, and duplicating personnel); (ii) WMILT's other professionals retained in connection with the Bankruptcy Cases, including without limitation, employees of Alvarez & Marsal LLP; (iii) in-house counsel whose primary purpose is the rendering of legal services for the Parties (including in-house counsel's secretarial, paralegal, clerical, and duplicating personnel); (iv) any person employed by the Parties or their outside counsel of record as an independent consulting or testifying expert in the Bankruptcy Cases; (v) the Court and court personnel, including court reporters and stenographers for hearings or depositions; (vi) clerical or ministerial service providers, such as outside copying or litigation support personnel, retained by the Parties or counsel; and (vii) any other person to whom the Parties agree in advance in writing.

c. Disclosing Parties shall designate "Confidential" material as follows: (i) in the case of documents produced in response to a Production Request or responses to an Admission Request and the information contained therein, designation shall be made by placing the following legend on each page of any such document: "CONFIDENTIAL." In the event that a disclosing Party inadvertently fails to stamp or otherwise designate the document or other material as "Confidential" at the time of production, that Party may stamp or otherwise designate the document or other material as "Confidential" at any reasonable time thereafter; (ii) material marked as "Confidential" material may be used in depositions. Designation of the portion of the

deposition transcript (including exhibits) that contains "Confidential" material shall be made by a statement to such effect on the record in the course of the deposition or, upon review of the transcript, by the disclosing Party or counsel for the disclosing Party to whose "Confidential" material the deponent has had access, which shall be so designated within twenty-one (21) days after the deposition. During those twenty-one days, the entire deposition transcript, including the exhibits, shall be deemed "Confidential"; and (iii) any "Confidential" material produced that is not capable of being stamped with the "Confidential" legend (e.g., video, audio, etc.) may be designated as such by labeling the outside of such non-paper media as "Confidential" and producing this material in a sealed envelope. In the event a receiving party generates any copy from any such designated media, such party must treat each such copy as "Confidential."

d. Before filing or seeking to introduce into evidence any document or other material designated as "Confidential," the receiving Party shall first identify such document or other material to the disclosing Party's counsel in sufficient time to allow the disclosing Party's counsel to determine the propriety of such disclosure.

e. If the disclosing Party's counsel does not consent to disclosure of the document designated as "Confidential," then the requesting Party shall file any paper containing Confidential Information under seal in accordance with Local Rule of Bankruptcy Procedure 9018 or shall submit such confidential information to the Court for in camera review.

f. When the receiving Party intends to use any document or other material designated as "Confidential" in a hearing before the Court, identification pursuant to decretal paragraph 21(d) shall occur sufficiently in advance of the hearing to permit the producing Party to file a motion with the Court to close the hearing to the public.

g. Notwithstanding that any Party may produce material designated as "Confidential," nothing in this Order shall restrict any Party from using or disclosing its own

Confidential Information under circumstances unrelated to the Claims or this Order. Nothing in this Order shall restrict any Party from using or disclosing any information or materials received independently of the Claims.

h. If a document that is privileged or otherwise immune from discovery is inadvertently disclosed, the disclosing Party shall promptly upon discovery of such disclosure so advise the receiving Party in writing, including an identification of the information at issue, and request that the item or items of information be returned, and the receiving Party shall not thereafter assert that such disclosure waived any privilege or immunity. It is further agreed that the receiving Party will return such inadvertently produced item or items of information and all copies thereof within five (5) calendar days of receiving a written request for the return of such item or items of information. The receiving Party may thereafter, without asserting waiver because of the inadvertent production, seek production of any such item or items of information in accordance with the Federal Rules of Bankruptcy Procedure and the Federal Rules of Civil Procedure.

i. Unless the Parties agree in writing to the contrary, at the conclusion of the Bankruptcy Cases, any originals or reproductions of any "CONFIDENTIAL" documents produced in connection with the Claims and not de-designated shall be returned to the disclosing Party or destroyed. However, the individuals defined in paragraphs 21(b)(i) and 21(b)(ii) of this Order shall be entitled to retain for archival purposes only on a confidential basis, one copy of all materials designated as confidential.

j. Insofar as the provisions of this Order restrict the communication and use of the documents produced in connection with the Claims, this Order shall continue to be binding after the conclusion of the Bankruptcy Cases.

k. In order to provide the requesting Parties access to relevant materials in a timely and efficient manner, pursuant to Federal Rule of Evidence 502(d), it is ordered that the production and/or disclosure by WMILT of information, communications or documents protected by the attorney-client, work-product, or any other privilege in connection with these chapter 11 cases shall not be deemed to comprise any waiver of any applicable privilege, with such order to be enforceable in any and all other federal and state court proceedings.

22. No Warranty of Accuracy of Financial Statements or Projections. Each Party receiving documents pursuant to the discovery procedures set forth herein understands that WMILT will endeavor to include in the Confidential Information materials relevant for the purpose of evaluation of the issues with regard to the Objections, but each such Party acknowledges that WMILT does not make any representation or warranty as to the accuracy or completeness of any financial statements or financial projections included in the Confidential Information so provided, and WMILT shall have no liability to any such Party or its representatives resulting from the use of such financial statements or financial projections information by such Party or its representatives; provided, however, that if any Party believes that any such Confidential Information is inaccurate or incomplete, such Party shall notify and confer with WMILT to determine whether such Confidential Information (a) is inaccurate or incomplete, and (b) can be provided in an accurate and complete form. If the parties cannot reach an agreement with respect to such conference, the Court shall hear the dispute at the Court's earliest convenience.

23. No Waiver. No failure or delay in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any right, power or privilege hereunder.

24. Modification to Procedures and/or Deadlines. The procedures and/or deadlines contained herein may be modified either (i) if with respect to Permitted Written Discovery, by agreement between WMILT and the applicable Party, or (ii) for any other matter set forth herein, upon motion to the Court based upon a showing of good cause.

25. Remedies, Jurisdiction and Governing Law. Without determining the effect of any breach, money damages may not be a sufficient remedy for any breach of this Order and specific performance and injunctive relief are available as remedies upon proof of any such breach. Such remedies shall not be deemed to be the exclusive remedies for a breach of this Order, but shall be in addition to all other remedies available at law or in equity. All Parties shall confer in good faith over any disagreement in connection with this Order before claiming noncompliance to any non-Party or this Court; provided, however, that with respect to breaches of decretal paragraph 21 hereof, WMILT shall have the right to refuse continued access to the Depository by a particular Party and its representatives if WMILT determines that such party has breached its obligations thereunder. The Parties hereto shall have the right to immediately apply to the Court to resolve any issue in connection with this Order or alleged breach thereof, including, without limitation, the assessment of damages as a result thereof, and, in the event that a Party's access to the Depository has been terminated by WMILT, the Court shall conduct a chambers conference with respect thereto, in accordance with the provisions of decretal paragraph 11 hereof, no later than 12:00 noon of the following Business Day.

Notice

26. Upon entry hereof, the Debtors shall serve a copy of this Order upon all Parties entitled to service in accordance with the Local Rules.

Jurisdiction

27. This Court shall retain jurisdiction to hear and determine all matters arising from

or related to the implementation, interpretation, or enforcement of this Order.

Dated: October 15 2012
Wilmington, Delaware


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

GLOSSARY¹

- A. “**Cash LTI Agreement**” shall refer to an agreement entitled “Washington Mutual, Inc. Notice of Cash Long-Term Incentive Award.”
- B. “**Deferred Compensation Plan**” shall refer to that certain Washington Mutual, Inc. Deferred Compensation Plan, amended and restated effective July 20, 2004, as subsequently amended.
- C. “**Equity Incentive Plan**” shall refer to that certain Washington Mutual, Inc. Amended and Restated 2003 Equity Incentive Plan, as subsequently amended.
- D. “**ETRIP**” shall refer to that certain Washington Mutual, Inc. Executive Target Retirement Income Plan, effective January 1, 2004, as amended.
- E. “**Executive Severance Plan**” shall refer to that certain WaMu Executive Officer Severance Plan, effective as of April 1, 2008, as amended.
- F. “**Individual WMI Agreement**” shall refer to an agreement entitled “Change in Control Agreement” or “Employment Agreement,” entered into by and among WMI and the respective claimant in connection with such claimant’s former employment with WMI.
- G. “**Providian Agreement**” shall refer to a “change in control” agreement between a claimant and Providian Financial Corporation.
- H. “**SERP**” shall refer to that certain Washington Mutual Inc. Supplemental Executive Retirement Plan, amended and restated effective as of July 20, 2004, as subsequently amended.
- I. “**WaMu Severance Plan**” shall refer to that certain WaMu Severance Plan, effective January 1, 2008, as amended.
- J. “**WaMu CIC Agreement**” shall refer to an agreement entitled “Change in Control Agreement” or “Employment Agreement” that gives rise to a claim to which WMILT objected on the basis that it was an obligation of WMB, rather than WMI.
- K. “**WaMu Retention Bonus Agreement**” shall refer to an agreement providing for a “special opportunity bonus” or other retention bonus that gives rise to a claim to which WMILT objected on the basis that it was an obligation of WMB, rather than WMI.
- L. “**WMI Retention Bonus Agreement**” shall refer to an agreement providing for a “special opportunity bonus” or other retention bonus to a claimant who, pursuant to WMILT’s books and records, was previously employed by WMI.

¹ The use of defined terms in this Order are for convenience purposes only and shall not prejudice any Parties’ underlying rights with respect to the agreements described by such terms.

EXHIBIT B

CLAIMANTS

Claimant	Claim Number	Debtor	Objection
Weijia Wu (<i>common name</i> Vicky Wu)	112	WMI	79th
Peter Freilinger	133	WMI	79th
Carey M. Brennan	154	WMI	79th
Steven Kenneth Stearns	340	WMI	79th
Jake D. Domer	614	WMI	79th
Susan McCarthy	806	WMI	79th
Rajiv Kapoor	1069	WMI	79th
Kenneth E. Kido	1085	WMI	79th
Kenneth E Kido	1086	WMI	79th
Matthew Gaspard	1133	WMI	79th
Melba Ann Bartels	1140	WMI	79th
Melba Ann Bartels	1142	WMI	79th
Randy Melby	2364	WMI	79th
Januelin F. Schrag	2471	WMI	79th
Thomas E. Morgan	2607	WMI	79th
Thomas E. Morgan	2612	WMI	79th
John F Woods	3039	WMI	79th
Suzanne R. Lehrberger	3763	WMI	79th
Mitchell Stevens	3839	WMI	79th
Gregory Alan Carlisle	3944	WMI	79th
Jane Suchan	4055	WMI	79th
Gregory G. Camas	4079	WMI	79th
John M. Browning	2804	WMI	79th
Rachelle M. Mileur	3580	WMI	79th
Sean Beckett	1714	WMI	79th
Ronald M. Lowery	2078	WMI	79th
Anthony Joeseeph Bozzutti	3907	WMI	79th
Michael A. Reynoldson	752	WMI	79th
Stephen Fortunato	991	WMI	79th
Kimberly A. Cannon	1248	WMI	79th
Jeffrey Jones	2106	WMI	79th

Claimant	Claim Number	Debtor	Objection
Henry J. Berens	2129	WMI	79th
Robert N. Batt	2499	WMI	79th
Steven F. Stein	2601	WMI	79th
Susan C. Allison	3222	WMI	79th
Bruce W. Bivert	3371	WMI	79th
David A. Tomlinson	1390	WMI	79th
Curt Brouwer	3175	WMI	79th
Edward F. Bach	2855	WMI	5th / 79th
Andrew J. Eshenbach	557	WMI	5th / 79th
William Finzer	3453	WMI	5th / 79th
William Finzer	3461	WMI	5th / 79th
Brian T. Foster	612	WMI	5th / 79th
Brian T. Foster	637	WMI	5th / 79th
Keith O. Fukui	710	WMI	5th / 79th
Michele S. Grau-Iversen	610	WMI	5th / 79th
Michele S. Grau-Iversen	613	WMI	5th / 79th
Julie Morales	627	WMI	6th / 79th
John H. Murphy	2033	WMI	6th / 79th
Jacob E. Sorensen	1380	WMI	6th / 79th
Jacob E. Sorensen	1388	WMI	6th / 79th
Bruce Weber	658	WMI	6th / 79th
Bruce Weber	749	WMI	6th / 79th
Jeffrey P. Weinstein	986	WMI	6th / 79th
Jeffrey P. Weinstein	996	WMI	6th / 79th
Stephen E. Whittaker	2832	WMI	6th / 79th
Stephen E. Whittaker	3458	WMI	6th / 79th
Michael R. Zarro	1743	WMI	6th / 79th
Michele S. Grau Iversen	617	WMI	80th
John Webber	2348	WMI	80th
Robert G. Merritt	2351	WMI	80th
Daniel Shanks	2360	WMI	80th
Robert C. Boxberger	2363	WMI	80th
Jose O .N. Tagunicar	2367	WMI	80th
Stephen E. Whittaker	3459	WMI	80th

Claimant	Claim Number	Debtor	Objection
Luis P. Rodriguez	2149	WMI	80th
Robert C. Hill	636	WMI	80th
Laura C. Rogers Rodrigues	2673	WMI	80th
Michael Rapaport	629	WMI	80th
Richard Strauch	2420	WMI	80th
Mary Beth Davis	844	WMI	80th
Joe Anthony Melo	3165	WMI	81st
Jacqueline Ferguson	3829	WMI	81st
John H. Murphy	2031	WMI	81st
Kathy H. Yeu	2354	WMI	81st
David Beck	1344	WMI	82nd
Robert Bjorklund	2880	WMI	82nd
Gary Brady	2178	WMI	82nd
Gennadiy Darakhovskiy	2571	WMI	82nd
Duane Duck	744	WMI	82nd
Camille Everett	651	WMI	82nd
Marc Malone	466	WMI	82nd
Michelle McCarthy	2497	WMI	82nd
Casey Nault	2595	WMI	82nd
Chandan Sharma	2539	WMI	82nd
Mitchell Stevens	376	WMI	82nd
Andrew Tauber	3941	WMI	82nd
Radha Thompson	1153	WMI	82nd
Ann Tierney	3862	WMI	82nd
Weijia Wu ("Vicky")	3920	WMI	82nd
Daryl David	3687	WMI	84th
Anthony Vuoto	985, 997	WMI	84th
Craig Tall	3946, 3948	WMI	84th
Stephen Rotella	2249, 2107	WMI	84th
Alfred Brooks	2159	WMI	85th
Todd Baker	2274	WMI	85th
Thomas Casey	2687	WMI	85th
Debora Horvath	2683	WMI	85th
John McMurray	2543	WMI	85th

Claimant	Claim Number	Debtor	Objection
David Schneider	2681	WMI	85th
Medina & Thompson	1218	WMI	D.I. 10676
All claimants listed in <i>WMILT's Eighty-Eighth Omnibus (Substantive) Objection to Disputed Equity Interests</i>	--	WMI	88th

EXHIBIT C
ACKNOWLEDGEMENT

I hereby certify to WMI Liquidating Trust, as successor in interest to Washington Mutual, Inc. and WMI Investment Corp., formerly debtors and debtors in possession, that I have read the attached *Agreed Order Establishing Procedures And Deadlines Concerning Hearing on Employee Claims And Discovery In Connection Therewith*, dated October _____, 2012 (the "Order"), and that I understand that I may not disclose any Confidential Information (as defined therein), except as provided in the Order. I further recognize that I am bound by the terms of the Order and I agree to comply with those terms and submit to the jurisdiction of the United States Bankruptcy Court for the District of Delaware for purposes of enforcement of the Order.

Dated: _____

Signature

Name: _____

Address: _____

EXHIBIT “F”

Part 1

DiMarco, Julia

From: Miller, Abbe A.
Sent: Wednesday, December 12, 2012 8:38 AM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Another exhibit.

From: Sharma, Rahul [mailto:rahul.sharma@weil.com]
Sent: Tuesday, October 09, 2012 12:58 PM
To: Miller, Abbe A.
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Yes. Once we know the schedule on the remaining claims, we can work that schedule into the stipulation.



Rahul K. Sharma
Associate

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New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [mailto:abbe.miller@weirpartners.com]
Sent: Tuesday, October 09, 2012 12:54 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul:

Are you waiting until after tomorrow's omnibus hearing to get us your changes to the Stipulation? Your re-draft of the Stipulation has really been on the back burner for quite a long time.

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, September 19, 2012 10:21 AM
To: Miller, Abbe A.
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Abbe,

So sorry for the delay. We were tied down on a lot of other matters the last week or so. I will turn to this today. We are waiting also to see what date the court sets for the hearing in November, so that we can include that in the draft stip. Ideally, we would like to file this stip after that scheduling order, so that the date is set.

Thank you,
Rahul



Rahul K. Sharma
Associate

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rahul.sharma@weil.com
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+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]
Sent: Thursday, September 13, 2012 12:57 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: When do you anticipate sending us a revised draft of the Stipulation regarding the reinstatement of Mssrs. Bach and Zarro's claims, discussed during our call last Thursday, September 6, 2012?

Thank you.

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP
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From: Aaron, Ken
Sent: Thursday, September 06, 2012 3:00 PM
To: Miller, Abbe A.
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, August 15, 2012 7:11 PM
To: Aaron, Ken
Cc: Rosen, Brian; Wolper, Amy
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Ken,

For your review, I'm attaching a draft stipulation reinstating the claims of Edward Bach and Michael Zarro and once again making them subject to the 5th and 6th Omnibus Claims Objections, scheduled to be heard on September 21. Please let us know if you have any comments or questions, or, if you approve, please send me a scanned signature page, and we'll file this stipulation under certification of counsel.

Thank you,
Rahul



Rahul K. Sharma
Associate

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rahul.sharma@weil.com
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+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Wednesday, August 15, 2012 4:15 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

We are now half way through the month of August and you still have not advised me whether the Liquidating Trustee is going to agree to permit my clients to contest the objections to their claims instead of forcing me to file a motion to reinstate their claims. My concern is on two parts, the hearing on the Objections will occur this Fall and the claims agent recently filed a Claims Register with these claims listed as expunged.

Please get back to me so we can get our motion filed and heard in September if it is necessary.

Ken

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From: Aaron, Ken

Sent: Wednesday, August 01, 2012 12:04 PM

To: 'Sharma, Rahul'

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Now that we are in August, I would hope that the Liquidating Trustee has had an opportunity to review the issues regarding my clients' POCs and to make a decision to agree to permit them to contest the objections to their claims rather than force my clients (and the Liquidating Trustee) to litigate a motion to reinstate their claims.

Please advise.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

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From: Aaron, Ken
Sent: Sunday, July 15, 2012 6:22 PM
To: 'Sharma, Rahul'
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Thank you for your phone message on Friday. I will mark my calendar for September 21 for the hearing on the objections to claims while waiting for your client to inform us as to whether it will voluntarily agree to permit my clients to contest the objections to their claims.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

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kaaron@weirpartners.com

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, June 27, 2012 2:34 PM
To: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Ken,

We're reviewing, but just as an FYI the July 18th hearing has been adjourned. We're searching for a new date, not before September.



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
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New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
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From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

I am following up on our conversation in Delaware Bankruptcy Court on June 14, 2012 concerning the Proofs of Claims of my clients, Michael Zarro and Edward Bach. You may recall that Mr. Zarro filed a proof of claim (#1743) for \$224,000 and Mr. Bach filed a proof of claim (#2855) for \$577,000. The OCC of behalf of the Debtor had filed adversaries against each of these men arising out of these proofs of claim (10-53143 and 10-53132). We have represented each of them regarding these adversaries and file answers. Pre-trials on these adversaries have been repeatedly been adjourned.

It appears that in June of 2009 (before our representation of these men) the Debtor filed omnibus objections to each of their proofs of claim (the 5th and 6th Omnibus Objections). The adversaries against these men do not reference these Objections. Apparently neither man filed a response to these Objections. There has never been a hearing on any of the proofs of

claim that were the subject of these Objections (a hearing appears to now be scheduled for July 18, 2012 on certain of the objected to claims).

My clients received an Notice from your firm on behalf of the Debtor on March 23, 2012 stating the hearings on the objections to the all of the claims on the attached Exhibit 1 were adjourned to a date to be determined and that hearing on those claims will be scheduled for June 4, 2012. Both of my clients' proofs of claim were listed on Exhibit 1. Of course there was no hearing held on June 4, 2012.

My clients were surprised to find out that on May 15, 2012 the court entered orders disallowing their proofs of claims in light of the Notice in March and that these claims were the subject of the adversary proceedings that had not been litigated. My clients believe that have valid defenses to the objections raised in the Omnibus Objections and that they were misled by the March 2012 Notice. Of course, my clients could file a motion to reconsider the disallowance of their claims with the Court.

Rather than go through such expense and have to get into the issues about the handling and noticing of the Objections before the Court, I would request that the Liquidating Trustee agree to an order reinstating their proofs of claim and allowing my clients to file responses to the Objections and defend their claims at the hearings on July 18 or as soon after as the court will schedule. In light of the fact that the other proofs of claim that were part of the June 2009 Omnibus Objections have not yet been ruled upon, we see little real prejudice to the estate and believe that this would be the fair and expeditious way to deal with this issue.

Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

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kaaron@weirpartners.com
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DiMarco, Julia

From: Miller, Abbe A.
Sent: Wednesday, December 12, 2012 8:39 AM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Another exhibit.

From: Miller, Abbe A.
Sent: Thursday, October 25, 2012 7:12 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: Where are we on this? Thanks.

-Abbe

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP
Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, September 19, 2012 10:21 AM
To: Miller, Abbe A.
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Abbe,

So sorry for the delay. We were tied down on a lot of other matters the last week or so. I will turn to this today. We are waiting also to see what date the court sets for the hearing in November, so that we can include that in the draft stip. Ideally, we would like to file this stip after that scheduling order, so that the date is set.

Thank you,
Rahul



Rahul K. Sharma
Associate

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+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]
Sent: Thursday, September 13, 2012 12:57 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: When do you anticipate sending us a revised draft of the Stipulation regarding the reinstatement of Mssrs. Bach and Zarro's claims, discussed during our call last Thursday, September 6, 2012?

Thank you.

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From: Aaron, Ken
Sent: Thursday, September 06, 2012 3:00 PM
To: Miller, Abbe A.
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, August 15, 2012 7:11 PM
To: Aaron, Ken
Cc: Rosen, Brian; Wolper, Amy
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Ken,

For your review, I'm attaching a draft stipulation reinstating the claims of Edward Bach and Michael Zarro and once again making them subject to the 5th and 6th Omnibus Claims Objections, scheduled to be heard on September 21. Please let us know if you have any comments or questions, or, if you approve, please send me a scanned signature page, and we'll file this stipulation under certification of counsel.

Thank you,
Rahul



Rahul K. Sharma
Associate

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Sent: Wednesday, August 15, 2012 4:15 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

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Please get back to me so we can get our motion filed and heard in September if it is necessary.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
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From: Aaron, Ken
Sent: Wednesday, August 01, 2012 12:04 PM
To: 'Sharma, Rahul'
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Now that we are in August, I would hope that the Liquidating Trustee has had an opportunity to review the issues regarding my clients' POCs and to make a decision to agree to permit them to contest the objections to their claims rather than force my clients (and the Liquidating Trustee) to litigate a motion to reinstate their claims.

Please advise.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
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kaaron@weirpartners.com
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Fax - (215) 665-8464
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From: Aaron, Ken
Sent: Sunday, July 15, 2012 6:22 PM
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Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Thank you for your phone message on Friday. I will mark my calendar for September 21 for the hearing on the objections to claims while waiting for your client to inform us as to whether it will voluntarily agree to permit my clients to contest the objections to their claims.

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]

Sent: Wednesday, June 27, 2012 2:34 PM

To: Aaron, Ken

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Ken,

We're reviewing, but just as an FYI the July 18th hearing has been adjourned. We're searching for a new date, not before September.



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

I am following up on our conversation in Delaware Bankruptcy Court on June 14, 2012 concerning the Proofs of Claims of my clients, Michael Zarro and Edward Bach. You may recall that Mr. Zarro filed a proof of claim (#1743) for \$224,000 and Mr. Bach filed a proof of claim (#2855) for \$577,000. The OCC of behalf of the Debtor had filed adversaries against each of these men arising out of these proofs of claim (10-53143 and 10-53132). We have represented each of them regarding these adversaries and file answers. Pre-trials on these adversaries have been repeatedly been adjourned.

It appears that in June of 2009 (before our representation of these men) the Debtor filed omnibus objections to each of their proofs of claim (the 5th and 6th Omnibus Objections). The adversaries against these men do not reference these Objections. Apparently neither man filed a response to these Objections. There has never been a hearing on any of the proofs of claim that were the subject of these Objections (a hearing appears to now be scheduled for July 18, 2012 on certain of the objected to claims).

My clients received an Notice from your firm on behalf of the Debtor on March 23, 2012 stating the hearings on the objections to the all of the claims on the attached Exhibit 1 were adjourned to a date to be determined and that hearing on those claims will was scheduled for June 4, 2012. Both of my clients' proofs of claim were listed on Exhibit 1. Of course there was no hearing held on June 4, 2012.

My clients were surprised to find out that on May 15, 2012 the court entered orders disallowing their proofs of claims in light of the Notice in March and that these claims were the subject of the adversary proceedings that had not been litigated. My clients believe that have valid defenses to the objections raised in the Omnibus Objections and that they were misled by the March 2012 Notice. Of course, my clients could file a motion to reconsider the disallowance of their claims with the Court.

Rather than go through such expense and have to get into the issues about the handling and noticing of the Objections before the Court, I would request that the Liquidating Trustee agree to an order reinstating their proofs of claim and allowing my clients to file responses to the

Objections and defend their claims at the hearings on July 18 or as soon after as the court will schedule. In light of the fact that the other proofs of claim that were part of the June 2009 Omnibus Objections have not yet been ruled upon, we see little real prejudice to the estate and believe that this would be the fair and expeditious way to deal with this issue.

Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
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kaaron@weirpartners.com
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DiMarco, Julia

From: Miller, Abbe A.
Sent: Wednesday, December 12, 2012 8:41 AM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Another exhibit.

From: Sharma, Rahul [mailto:rahul.sharma@weil.com]
Sent: Wednesday, September 19, 2012 10:21 AM
To: Miller, Abbe A.
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Abbe,

So sorry for the delay. We were tied down on a lot of other matters the last week or so. I will turn to this today. We are waiting also to see what date the court sets for the hearing in November, so that we can include that in the draft stip. Ideally, we would like to file this stip after that scheduling order, so that the date is set.

Thank you,
Rahul



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [mailto:abbe.miller@weirpartners.com]
Sent: Thursday, September 13, 2012 12:57 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: When do you anticipate sending us a revised draft of the Stipulation regarding the reinstatement of Mssrs. Bach and Zarro's claims, discussed during our call last Thursday, September 6, 2012?

Thank you.

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP
Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Aaron, Ken
Sent: Thursday, September 06, 2012 3:00 PM
To: Miller, Abbe A.
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, August 15, 2012 7:11 PM
To: Aaron, Ken
Cc: Rosen, Brian; Wolper, Amy
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Ken,

For your review, I'm attaching a draft stipulation reinstating the claims of Edward Bach and Michael Zarro and once again making them subject to the 5th and 6th Omnibus Claims Objections, scheduled to be heard on September 21. Please let us know if you have any comments or questions, or, if you approve, please send me a scanned signature page, and we'll file this stipulation under certification of counsel.

Thank you,
Rahul



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Wednesday, August 15, 2012 4:15 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

We are now half way through the month of August and you still have not advised me whether the Liquidating Trustee is going to agree to permit my clients to contest the objections to their claims instead of forcing me to file a motion to reinstate their claims. My concern is on two

parts, the hearing on the Objections will occur this Fall and the claims agent recently filed a Claims Register with these claims listed as expunged.

Please get back to me so we can get our motion filed and heard in September if it is necessary.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

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From: Aaron, Ken

Sent: Wednesday, August 01, 2012 12:04 PM

To: 'Sharma, Rahul'

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Please advise.

Ken

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From: Aaron, Ken
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Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Ken

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Sent: Wednesday, June 27, 2012 2:34 PM
To: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Associate

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+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

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EXHIBIT “F”

Part 2

DiMarco, Julia

From: Miller, Abbe A.
Sent: Wednesday, December 12, 2012 8:42 AM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Another exhibit.

From: Price, Amy [mailto:Amy.Price@weil.com]
Sent: Thursday, November 29, 2012 6:40 PM
To: Miller, Abbe A.
Cc: Rosen, Brian; Sharma, Rahul; Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Abbe,

Rahul engaged in discussions regarding Messrs. Bach and Zarro prior to the time that many additional claimants sought reinstatement of their claims. Given the number of claimants and the variety of excuses being offered, these requests for reinstatement must be handled through a consistent set of procedures, which include the claimants filing a motion and the Court making a determination as to their propriety.

The logo for Weil, Gotshal & Manges LLP, featuring the word "Weil" in a white serif font on a dark rectangular background.

Amy Price
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
amy.price@weil.com
+1 212 310 8617 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [mailto:abbe.miller@weirpartners.com]
Sent: Thursday, November 29, 2012 11:02 AM
To: Price, Amy
Cc: Rosen, Brian; Sharma, Rahul; Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Dear Ms. Price: As you can see from the chain of emails below, your email below is an absolute reversal of WMILT's position since June, 2012. Can you please explain this decision by WMILT? This past summer, we were negotiating specific language to allow the reinstatement of Messrs. Bach and Zarro's wrongfully eliminated proofs of claim. In addition to the email chain below, there are multiple emails between Mr. Sharma and Mr. Aaron attaching drafts of a Stipulation to reinstate the claims.

I look forward to hearing from you.

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Price, Amy [<mailto:Amy.Price@weil.com>]
Sent: Thursday, November 29, 2012 9:55 AM
To: Miller, Abbe A.
Cc: Rosen, Brian; Sharma, Rahul
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Abbe,

Rahul forwarded me your inquiry. We will review your motion once filed and determine how we would like to proceed.

Thanks,



Amy Price
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
amy.price@weil.com
+1 212 310 8617 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]
Sent: Monday, November 26, 2012 12:32 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: Having heard nothing from you since last Monday, it seems that our best course of action may be to file a motion to reinstate our clients' claims. Would WMILT oppose such a motion?

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP
Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Miller, Abbe A.
Sent: Monday, November 19, 2012 5:50 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul:

The Agreed Order Establishing Procedures and Deadlines Concerning Hearing on Employee Claims and Discovery in Connection Therewith (dkt. no. 10777) was entered by the Bankruptcy Court on October 17, 2012. Where on we on the Stipulation reinstating Msrs. Bach and Zarro's claims? I've noticed that other claimants have filed Motions with the Court for reinstatement. We were hoping and expecting that a Motion would not be necessary for these two claimants.

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Sent: Thursday, October 25, 2012 7:12 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: Where are we on this? Thanks.

-Abbe

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, September 19, 2012 10:21 AM
To: Miller, Abbe A.
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Abbe,

So sorry for the delay. We were tied down on a lot of other matters the last week or so. I will turn to this today. We are waiting also to see what date the court sets for the hearing in November, so that we can include that in the draft stip. Ideally, we would like to file this stip after that scheduling order, so that the date is set.

Thank you,
Rahul



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]
Sent: Thursday, September 13, 2012 12:57 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: When do you anticipate sending us a revised draft of the Stipulation regarding the reinstatement of Msrs. Bach and Zarro's claims, discussed during our call last Thursday, September 6, 2012?

Thank you.

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From: Aaron, Ken
Sent: Thursday, September 06, 2012 3:00 PM
To: Miller, Abbe A.
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, August 15, 2012 7:11 PM
To: Aaron, Ken
Cc: Rosen, Brian; Wolper, Amy
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Ken,

For your review, I'm attaching a draft stipulation reinstating the claims of Edward Bach and Michael Zarro and once again making them subject to the 5th and 6th Omnibus Claims Objections, scheduled to be heard on September 21. Please let us know if you have any comments or questions, or, if you approve, please send me a scanned signature page, and we'll file this stipulation under certification of counsel.

Thank you,
Rahul



Rahul K. Sharma
Associate

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New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Wednesday, August 15, 2012 4:15 PM

To: Sharma, Rahul

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

We are now half way through the month of August and you still have not advised me whether the Liquidating Trustee is going to agree to permit my clients to contest the objections to their claims instead of forcing me to file a motion to reinstate their claims. My concern is on two parts, the hearing on the Objections will occur this Fall and the claims agent recently filed a Claims Register with these claims listed as expunged.

Please get back to me so we can get our motion filed and heard in September if it is necessary.

Ken

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From: Aaron, Ken

Sent: Wednesday, August 01, 2012 12:04 PM

To: 'Sharma, Rahul'

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Now that we are in August, I would hope that the Liquidating Trustee has had an opportunity to review the issues regarding my clients' POCs and to make a decision to agree to permit them to contest the objections to their claims rather than force my clients (and the Liquidating Trustee) to litigate a motion to reinstate their claims.

Please advise.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

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From: Aaron, Ken

Sent: Sunday, July 15, 2012 6:22 PM

To: 'Sharma, Rahul'

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Thank you for your phone message on Friday. I will mark my calendar for September 21 for the hearing on the objections to claims while waiting for your client to inform us as to whether it will voluntarily agree to permit my clients to contest the objections to their claims.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

WEIR & PARTNERS, LLP

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, June 27, 2012 2:34 PM
To: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Ken,

We're reviewing, but just as an FYI the July 18th hearing has been adjourned. We're searching for a new date, not before September.

The logo for Weil, featuring the word "Weil" in a bold, white, sans-serif font on a dark rectangular background.

Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

I am following up on our conversation in Delaware Bankruptcy Court on June 14, 2012 concerning the Proofs of Claims of my clients, Michael Zarro and Edward Bach. You may recall that Mr. Zarro filed a proof of claim (#1743) for \$224,000 and Mr. Bach filed a proof of claim (#2855) for \$577,000. The OCC of behalf of the Debtor had filed adversaries against each of these men arising out of these proofs of claim (10-53143 and 10-53132). We have represented each of them regarding these adversaries and file answers. Pre-trials on these adversaries have been repeatedly been adjourned.

It appears that in June of 2009 (before our representation of these men) the Debtor filed omnibus objections to each of their proofs of claim (the 5th and 6th Omnibus Objections). The adversaries against these men do not reference these Objections. Apparently neither man filed a response to these Objections. There has never been a hearing on any of the proofs of claim that were the subject of these Objections (a hearing appears to now be scheduled for July 18, 2012 on certain of the objected to claims).

My clients received an Notice from your firm on behalf of the Debtor on March 23, 2012 stating the hearings on the objections to the all of the claims on the attached Exhibit 1 were adjourned to a date to be determined and that hearing on those claims will was scheduled for June 4, 2012. Both of my clients' proofs of claim were listed on Exhibit 1. Of course there was no hearing held on June 4, 2012.

My clients were surprised to find out that on May 15, 2012 the court entered orders disallowing their proofs of claims in light of the Notice in March and that these claims were the subject of the adversary proceedings that had not been litigated. My clients believe that have valid defenses to the objections raised in the Omnibus Objections and that they were misled by the March 2012 Notice. Of course, my clients could file a motion to reconsider the disallowance of their claims with the Court.

Rather than go through such expense and have to get into the issues about the handling and noticing of the Objections before the Court, I would request that the Liquidating Trustee agree to an order reinstating their proofs of claim and allowing my clients to file responses to the Objections and defend their claims at the hearings on July 18 or as soon after as the court will schedule. In light of the fact that the other proofs of claim that were part of the June 2009 Omnibus Objections have not yet been ruled upon, we see little real prejudice to the estate and believe that this would be the fair and expeditious way to deal with this issue.

Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
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U.S. Internal Revenue Service (IRS) Circular 230 Notice: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the U.S. Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

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* * *

DiMarco, Julia

From: Miller, Abbe A.
Sent: Wednesday, December 12, 2012 8:43 AM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Another exhibit.

From: Miller, Abbe A.
Sent: Monday, November 26, 2012 12:32 PM
To: 'Sharma, Rahul'
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

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Associate

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Rahul



Rahul K. Sharma
Associate

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From: Aaron, Ken
Sent: Wednesday, August 01, 2012 12:04 PM
To: 'Sharma, Rahul'
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Now that we are in August, I would hope that the Liquidating Trustee has had an opportunity to review the issues regarding my clients' POCs and to make a decision to agree to permit them to contest the objections to their claims rather than force my clients (and the Liquidating Trustee) to litigate a motion to reinstate their claims.

Please advise.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
WEIR & PARTNERS, LLP
kaaron@weirpartners.com
Philadelphia, Pa -
Phone - (215) 241-7727
Fax - (215) 665-8464
Wilmington, De -
Phone - (302) 652-8181
Fax - (302) 652-8909

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From: Aaron, Ken
Sent: Sunday, July 15, 2012 6:22 PM
To: 'Sharma, Rahul'
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Thank you for your phone message on Friday. I will mark my calendar for September 21 for the hearing on the objections to claims while waiting for your client to inform us as to whether it will voluntarily agree to permit my clients to contest the objections to their claims.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

WEIR & PARTNERS, LLP

kaaron@weirpartners.com

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, June 27, 2012 2:34 PM
To: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Ken,

We're reviewing, but just as an FYI the July 18th hearing has been adjourned. We're searching for a new date, not before September.



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

I am following up on our conversation in Delaware Bankruptcy Court on June 14, 2012 concerning the Proofs of Claims of my clients, Michael Zarro and Edward Bach. You may recall that Mr. Zarro filed a proof of claim (#1743) for \$224,000 and Mr. Bach filed a proof of claim (#2855) for \$577,000. The OCC of behalf of the Debtor had filed adversaries against each of these men arising out of these proofs of claim (10-53143 and 10-53132). We have represented each of them regarding these adversaries and file answers. Pre-trials on these adversaries have been repeatedly been adjourned.

It appears that in June of 2009 (before our representation of these men) the Debtor filed omnibus objections to each of their proofs of claim (the 5th and 6th Omnibus Objections). The adversaries against these men do not reference these Objections. Apparently neither man filed a response to these Objections. There has never been a hearing on any of the proofs of claim that were the subject of these Objections (a hearing appears to now be scheduled for July 18, 2012 on certain of the objected to claims).

My clients received an Notice from your firm on behalf of the Debtor on March 23, 2012 stating the hearings on the objections to the all of the claims on the attached Exhibit 1 were adjourned to a date to be determined and that hearing on those claims will was scheduled for June 4, 2012. Both of my clients' proofs of claim were listed on Exhibit 1. Of course there was no hearing held on June 4, 2012.

My clients were surprised to find out that on May 15, 2012 the court entered orders disallowing their proofs of claims in light of the Notice in March and that these claims were the subject of the adversary proceedings that had not been litigated. My clients believe that have valid defenses to the objections raised in the Omnibus Objections and that they were misled by the March 2012 Notice. Of course, my clients could file a motion to reconsider the disallowance of their claims with the Court.

Rather than go through such expense and have to get into the issues about the handling and noticing of the Objections before the Court, I would request that the Liquidating Trustee agree to an order reinstating their proofs of claim and allowing my clients to file responses to the Objections and defend their claims at the hearings on July 18 or as soon after as the court will schedule. In light of the fact that the other proofs of claim that were part of the June 2009 Omnibus Objections have not yet been ruled upon, we see little real prejudice to the estate and believe that this would be the fair and expeditious way to deal with this issue.

Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

Kenneth E. Aaron, Esq. (DE#4043)
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EXHIBIT “G”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**STIPULATION AMONG CLAIMANTS EDWARD F. BACH
AND MICHAEL R. ZARRO, AND WMI LIQUIDATING TRUST, REINSTATING
PROOFS OF CLAIM NOS. 1743 AND 2855 AND SUBJECTING SUCH CLAIMS
TO THE DEBTORS' FIFTH AND SIXTH OMNIBUS OBJECTIONS TO CLAIMS**

WMI Liquidating Trust ("WMILT"), as successor in interest to Washington Mutual, Inc. ("WMI") and WMI Investment Corp., formerly debtors and debtors in possession (collectively, the "Debtors"), and Edward F. Bach ("Bach") and Michael R. Zarro ("Zarro" and, collectively with Bach, the "Claimants"),² by and through their undersigned counsel, hereby enter into this stipulation (the "Stipulation"), and agree as follows:

RECITALS

A. On September 26, 2008 (the "Commencement Date"), each of the Debtors commenced a case (the "Chapter 11 Cases") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

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

² WMILT and the Claimants are sometimes hereinafter collectively referred to as the "Parties".

B. Prior to the Commencement Date, WMI was a savings and loan holding company that owned, among other assets, Washington Mutual Bank (“WMB”) and such bank’s subsidiaries.

C. The Claimants were formerly employees of WMB.

D. On September 25, 2008, the Director of the Office of Thrift Supervision, by order number 2008-36, appointed the Federal Deposit Insurance Corporation as receiver for WMB (the “FDIC”) and advised that the receiver was immediately taking possession of WMB. Immediately after its appointment as receiver, the FDIC sold substantially all of the assets of WMB to JPMorgan Chase Bank, N.A. (“JPMC”), pursuant to that certain *Purchase and Assumption Agreement (Whole Bank)*, dated as of September 25, 2008.

E. By order, dated January 30, 2009 (the “Bar Date Order”), the Court established March 31, 2009 (the “Bar Date”) as the deadline for filing proofs of claim against the Debtors in these chapter 11 cases. Pursuant to the Bar Date Order, each creditor, subject to certain limited exceptions, was required to file a proof of claim on or before the Bar Date.

F. On or about March 17, 2009, Zarro filed a proof of claim against WMI’s chapter 11 estate in the amount of \$224,000.00, which claim was assigned claim number 1743 (the “Zarro Claim”), for a retention bonus payment allegedly owed pursuant to an agreement entered into between Zarro and WMB.

G. On or about March 31, 2009, Bach filed a proof of claim against WMI’s chapter 11 estate in the amount of \$577,000.00, which claim was assigned claim number 2855 (the “Bach Claim”) and, together with the Zarro Claim, the “Claims”), for (i) a retention bonus payment allegedly owed pursuant to an agreement entered into between Bach and WMB and (ii)

“change in control” payments allegedly owed pursuant to an employment agreement entered into between Bach and WMB.

H. On June 26, 2009, the Debtors filed (1) the *Debtors’ Fifth Omnibus (Substantive) Objection to Claims* [D.I. 1233], pursuant to which the Debtors objected to, among other claims, the Bach Claim (the “Fifth Claims Objection”), and (2) the *Debtors’ Sixth Omnibus (Substantive) Objection to Claims* [D.I. 1234], pursuant to which the Debtors objected to, among other claims, the Zarro Claim (the “Sixth Claims Objection” and, together with the Fifth Claims Objection, the “Claims Objections”).

I. In accordance with the respective notices filed with the Claims Objections, responses to the Claims Objections and the relief requested therein, if any, were required to be filed with the Court and the Debtors on or prior to July 16, 2009. As of such date, the Claimants did not respond (and as of the date hereof, the Claimants have not responded) to the Claims Objections.

J. On August 10, 2009, September 3, 2009 and November 3, 2009, the Court entered a series of orders granting the respective Claims Objections with respect to certain non-employee claims. *See* D.I. 1466, 1467, 1579, 1826, 1827. The Court determined at a hearing held on September 25, 2009 that a separate hearing (the “Hearing”) with respect to the Claims Objections as they pertain to 141 employee claims (the “Employee Claims”), including the Claims, was required, and, shortly thereafter, the Court entered a scheduling order [D.I. 1924] establishing the Hearing for March 15, 2010 (the “First Scheduling Order”). The Hearing was then adjourned to a date to be determined.

K. Pursuant to the First Scheduling Order, the Debtors and the Responding Claimants were required to serve written discovery requests, including, without limitation,

requests for production of documents, on or prior to December 11, 2009, with the terms and deadlines set forth in the First Scheduling Order applying to all of the Employee Claims.

L. On September 9, 2010, the official committee of unsecured creditors (the “Creditors’ Committee”) and the Debtors entered into the *Stipulation Authorizing Official Committee of Unsecured Creditors To Bring Certain Causes Of Action On Behalf of the Debtors’ Estates* [D.I. 5410], pursuant to which the Creditors’ Committee was granted standing and authority, among other things, to pursue, settle and compromise claims and causes of action against certain entities as identified in the Stipulation. By order, dated September 13, 2010, the Court approved such stipulation [D.I. 5416].

M. On September 24, 2010, the Creditors’ Committee filed complaints against, among others, Bach (Adv. Proc. Case No. 10-53132) and Zarro (Adv. Proc. Case No. 10-53143), relating to the Claims and the employment agreements between the Claimants and WMB, under which the Claims arose (the “Adversary Proceedings”). In connection therewith, the Claimants retained Kenneth E. Aaron, Esq. as counsel, and, on February 16, 2011, on behalf of the Claimants, Mr. Aaron filed a notice of appearance and request for service of papers, in each of the Adversary Proceedings but not in the Chapter 11 Case.

N. The Debtors preliminarily re-scheduled the Hearing for February 16, 2012 [D.I. 9046]. With the advice of the Court as to its availability, the Debtors re-scheduled the Hearing for March 14, 2012 and, shortly thereafter, the Court entered another scheduling order [D.I. 9507] in connection therewith (the “Second Scheduling Order”).

O. Thereafter, a number of claimants informed the Debtors that they were not able to attend the Hearing on March 14, 2012, and the Debtors agreed to adjourn the Hearing to a date to

be determined [D.I. 9848]. On March 21, 2012, the Court entered a scheduling order [D.I. 9947] establishing the Hearing for June 4, 2012 (the “Third Scheduling Order”).

P. On May 11, 2012, WMILT filed a certification of counsel seeking (a) the entry of orders disallowing those 123 Employee Claims for which no response to the Claims Objections had been filed and (b) the entry of a scheduling order establishing the Hearing for July 18, 2012 [D.I. 10163], with respect to the 18 claims of responding claimants. On May 16, 2012, the Court entered such scheduling order [D.I. 10180] (the “Fourth Scheduling Order”) and orders disallowing the 123 Employee Claims for which no response to the Claims Objections had been filed, including the Bach Claim and the Zarro Claim (the “Disallowance Orders”). *See* D.I. 10179 (as corrected by D.I. 10225), D.I. 10181 (as corrected by D.I. 10226).

Q. Shortly after the entry of the Disallowance Orders, counsel for the Claimants in the Adversary Proceedings, Kenneth E. Aaron, Esq. contacted counsel for WMILT and explained that the Claimants had forwarded to him copies of the Third Scheduling Order and the Disallowance Orders. Counsel for the Claimants requested that the Bach Claim and Zarro Claim be reinstated as claims against the Debtors’ chapter 11 estates and be made subject to the Claims Objections.

R. Soon thereafter, the Court advised WMILT that it was unable to hold the Hearing on July 18, 2012, but that the Court would be available to hold the Hearing on September 21, 2012. On July 13, 2012, the Court entered a scheduling order [D.I. 10425] establishing the Hearing for September 21, 2012, with respect to the 18 claims of responding claimants (the “Fifth Scheduling Order”) and, together with the First Scheduling Order, Second Scheduling Order, Third Scheduling Order, and Fourth Scheduling Order, the “Scheduling Orders”).

S. WMILT, as successor-in-interest to the Debtors, and the Claimants, after good faith arms' length negotiations, have determined that the Claims, previously disallowed by order of the Court, should be reinstated as a claim against the Debtors' chapter 11 estates, as set forth above, and subjected to the Claims Objection, currently scheduled to be heard on September 21, 2012.

NOW, THEREFORE, IT IS HEREBY AGREED by and among WMILT and Claimants as follows:

AGREEMENT

1. This Stipulation shall not become effective unless and until it is approved by order of the Court (the "Effective Date").
2. Upon the Effective Date, the Claims shall be reinstated as claims against WMI's chapter 11 estate.
3. Upon the Effective Date, the Claims shall be made subject to the Claims Objections, currently scheduled to be heard on September 21, 2012.
4. Pursuant to this Stipulation: (a) no further written discovery requests shall be permitted by any of the Parties of each other, (b) on or before August 27, 2012, the Parties shall exchange a list or supplemental list of witnesses (collectively, the "Witnesses") who may be called at the Hearing, (c) to the extent previously requested by any Party pursuant to the Scheduling Orders, depositions of the Witnesses shall be taken on or prior to September 14, 2012, (d) no additional notices of deposition shall be permitted, (e) the Parties shall be entitled to submit supplemental briefing with respect to the Objections, as they relate to the Claims, and any fact discovery that has been elicited pursuant to the Scheduling Orders, by no later than five (5) days in advance of the Hearing, and (f) the Parties shall be entitled to submit affidavits in support

of, or in opposition to, the Objections, as they relate to the Claims, by no later than five (5) days in advance of the Hearing.

5. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto. This Stipulation is subject to approval of the Court and shall be of no force and effect unless and until it is approved.

6. Each person who executes this Stipulation represents that he or she is duly authorized to execute this Stipulation on behalf of the respective Parties hereto and that each such party has full knowledge and has consented to this Stipulation.

7. This Stipulation may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

8. The Bankruptcy Court shall have sole and exclusive jurisdiction to hear disputes arising out of or related to this Stipulation.

Dated: Wilmington, Delaware
August __, 2012

WMI LIQUIDATING TRUST

EDWARD F. BACH and
MICHAEL R. ZARRO

By: _____
Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
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By: _____
Kenneth E. Aaron
WEIR & PARTNERS LLP
The Widener Building, Suite 500
1339 Chestnut Street
Philadelphia, Pennsylvania 19107
Telephone: (215) 665-8181
Facsimile: 215-665-8464

Counsel for the Claimants

– and –

Brian S. Rosen
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Counsel for the WMI Liquidating Trust

EXHIBIT “H”

DiMarco, Julia

From: Miller, Abbe A.
Sent: Tuesday, January 22, 2013 3:20 PM
To: DiMarco, Julia
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Price, Amy [mailto:Amy.Price@weil.com]
Sent: Thursday, November 29, 2012 6:40 PM
To: Miller, Abbe A.
Cc: Rosen, Brian; Sharma, Rahul; Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Abbe,

Rahul engaged in discussions regarding Messrs. Bach and Zarro prior to the time that many additional claimants sought reinstatement of their claims. Given the number of claimants and the variety of excuses being offered, these requests for reinstatement must be handled through a consistent set of procedures, which include the claimants filing a motion and the Court making a determination as to their propriety.



Amy Price
Associate

Weil, Gotshal & Manges LLP
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New York, NY 10153
amy.price@weil.com
+1 212 310 8617 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [mailto:abbe.miller@weirpartners.com]
Sent: Thursday, November 29, 2012 11:02 AM
To: Price, Amy
Cc: Rosen, Brian; Sharma, Rahul; Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Dear Ms. Price: As you can see from the chain of emails below, your email below is an absolute reversal of WMILT's position since June, 2012. Can you please explain this decision by WMILT? This past summer, we were negotiating specific language to allow the reinstatement of Messrs. Bach and Zarro's wrongfully eliminated proofs of claim. In addition to the email chain below, there are multiple emails between Mr. Sharma and Mr. Aaron attaching drafts of a Stipulation to reinstate the claims.

I look forward to hearing from you.

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Price, Amy [<mailto:Amy.Price@weil.com>]
Sent: Thursday, November 29, 2012 9:55 AM
To: Miller, Abbe A.
Cc: Rosen, Brian; Sharma, Rahul
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Abbe,

Rahul forwarded me your inquiry. We will review your motion once filed and determine how we would like to proceed.

Thanks,



Amy Price
Associate

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
amy.price@weil.com
+1 212 310 8617 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]
Sent: Monday, November 26, 2012 12:32 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: Having heard nothing from you since last Monday, it seems that our best course of action may be to file a motion to reinstate our clients' claims. Would WMILT oppose such a motion?

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Miller, Abbe A.
Sent: Monday, November 19, 2012 5:50 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul:

The Agreed Order Establishing Procedures and Deadlines Concerning Hearing on Employee Claims and Discovery in Connection Therewith (dkt. no. 10777) was entered by the Bankruptcy Court on October 17, 2012. Where on we on the Stipulation reinstating Mssrs. Bach and Zarro's claims? I've noticed that other claimants have filed Motions with the Court for reinstatement. We were hoping and expecting that a Motion would not be necessary for these two claimants.

Please advise.

Very truly yours,

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP
Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Miller, Abbe A.
Sent: Thursday, October 25, 2012 7:12 PM
To: Sharma, Rahul
Cc: Aaron, Ken
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: Where are we on this? Thanks.

-Abbe

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519

Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]

Sent: Wednesday, September 19, 2012 10:21 AM

To: Miller, Abbe A.

Cc: Aaron, Ken

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Abbe,

So sorry for the delay. We were tied down on a lot of other matters the last week or so. I will turn to this today. We are waiting also to see what date the court sets for the hearing in November, so that we can include that in the draft stip. Ideally, we would like to file this stip after that scheduling order, so that the date is set.

Thank you,

Rahul



Rahul K. Sharma
Associate

Weil, Gotshal & Manges LLP
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New York, NY 10153
rahul.sharma@weil.com
+1 212 310 8236 Direct
+1 212 310 8007 Fax

From: Miller, Abbe A. [<mailto:abbe.miller@weirpartners.com>]

Sent: Thursday, September 13, 2012 12:57 PM

To: Sharma, Rahul

Cc: Aaron, Ken

Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul: When do you anticipate sending us a revised draft of the Stipulation regarding the reinstatement of Msrs. Bach and Zarro's claims, discussed during our call last Thursday, September 6, 2012?

Thank you.

ABBE A. MILLER, Esquire | WEIR & PARTNERS LLP

Fifth Floor | The Widener Building | 1339 Chestnut Street | Philadelphia, PA 19107-3519
Phone: 215-241-7723 | Fax: 215-665-8464 | Email: abbe.miller@weirpartners.com

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From: Aaron, Ken
Sent: Thursday, September 06, 2012 3:00 PM
To: Miller, Abbe A.
Subject: FW: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, August 15, 2012 7:11 PM
To: Aaron, Ken
Cc: Rosen, Brian; Wolper, Amy
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Ken,

For your review, I'm attaching a draft stipulation reinstating the claims of Edward Bach and Michael Zarro and once again making them subject to the 5th and 6th Omnibus Claims Objections, scheduled to be heard on September 21. Please let us know if you have any comments or questions, or, if you approve, please send me a scanned signature page, and we'll file this stipulation under certification of counsel.

Thank you,
Rahul



Rahul K. Sharma
Associate

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+1 212 310 8007 Fax

From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Wednesday, August 15, 2012 4:15 PM

To: Sharma, Rahul

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

We are now half way through the month of August and you still have not advised me whether the Liquidating Trustee is going to agree to permit my clients to contest the objections to their claims instead of forcing me to file a motion to reinstate their claims. My concern is on two parts, the hearing on the Objections will occur this Fall and the claims agent recently filed a Claims Register with these claims listed as expunged.

Please get back to me so we can get our motion filed and heard in September if it is necessary.

Ken

Kenneth E. Aaron, Esq. (DE#4043)

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From: Aaron, Ken

Sent: Wednesday, August 01, 2012 12:04 PM

To: 'Sharma, Rahul'

Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Now that we are in August, I would hope that the Liquidating Trustee has had an opportunity to review the issues regarding my clients' POCs and to make a decision to agree to permit them to contest the objections to their claims rather than force my clients (and the Liquidating Trustee) to litigate a motion to reinstate their claims.

Please advise.

Ken

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From: Aaron, Ken
Sent: Sunday, July 15, 2012 6:22 PM
To: 'Sharma, Rahul'
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

Thank you for your phone message on Friday. I will mark my calendar for September 21 for the hearing on the objections to claims while waiting for your client to inform us as to whether it will voluntarily agree to permit my clients to contest the objections to their claims.

Ken

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From: Sharma, Rahul [<mailto:rahul.sharma@weil.com>]
Sent: Wednesday, June 27, 2012 2:34 PM
To: Aaron, Ken
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Hi Ken,

We're reviewing, but just as an FYI the July 18th hearing has been adjourned. We're searching for a new date, not before September.



Rahul K. Sharma
Associate

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From: Aaron, Ken [<mailto:kaaron@weirpartners.com>]
Sent: Tuesday, June 26, 2012 4:14 PM
To: Sharma, Rahul
Subject: RE: WMI - Objection to Proofs of Claims for Edward Bach and Michael Zarro

Rahul

I am following up on our conversation in Delaware Bankruptcy Court on June 14, 2012 concerning the Proofs of Claims of my clients, Michael Zarro and Edward Bach. You may recall that Mr. Zarro filed a proof of claim (#1743) for \$224,000 and Mr. Bach filed a proof of claim (#2855) for \$577,000. The OCC of behalf of the Debtor had filed adversaries against each of these men arising out of these proofs of claim (10-53143 and 10-53132). We have represented each of them regarding these adversaries and file answers. Pre-trials on these adversaries have been repeatedly been adjourned.

It appears that in June of 2009 (before our representation of these men) the Debtor filed omnibus objections to each of their proofs of claim (the 5th and 6th Omnibus Objections). The adversaries against these men do not reference these Objections. Apparently neither man filed a response to these Objections. There has never been a hearing on any of the proofs of claim that were the subject of these Objections (a hearing appears to now be scheduled for July 18, 2012 on certain of the objected to claims).

My clients received an Notice from your firm on behalf of the Debtor on March 23, 2012 stating the hearings on the objections to the all of the claims on the attached Exhibit 1 were adjourned to a date to be determined and that hearing on those claims will be scheduled for June 4, 2012. Both of my clients' proofs of claim were listed on Exhibit 1. Of course there was no hearing held on June 4, 2012.

My clients were surprised to find out that on May 15, 2012 the court entered orders disallowing their proofs of claims in light of the Notice in March and that these claims were the subject of the adversary proceedings that had not been litigated. My clients believe that have valid defenses to the objections raised in the Omnibus Objections and that they were misled by the March 2012 Notice. Of course, my clients could file a motion to reconsider the disallowance of their claims with the Court.

Rather than go through such expense and have to get into the issues about the handling and noticing of the Objections before the Court, I would request that the Liquidating Trustee agree to an order reinstating their proofs of claim and allowing my clients to file responses to the Objections and defend their claims at the hearings on July 18 or as soon after as the court will schedule. In light of the fact that the other proofs of claim that were part of the June 2009 Omnibus Objections have not yet been ruled upon, we see little real prejudice to the estate and believe that this would be the fair and expeditious way to deal with this issue.

Please get back to me on this matter this week since we will have to file a motion in early July with the Court if the Liquidating Trustee will not agree to this resolution so that we can have this matter resolved at the July 18 hearing.

Ken

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* * *

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

In re: :
: Chapter 11
WASHINGTON MUTUAL, INC., et al., : Case No. 08-1229
: (MFW) Jointly
: :
Debtors. :
: Response Date: February 14, 2013
: Motion Date: February 21, 2013 at 10:30 a.m.
: _____:

NOTICE OF MOTION, RESPONSE DEADLINE, AND HEARING DATE

Edward F. Bach, (“Claimant”), by its attorneys, Weir & Partners LLP, has filed a Motion to Reinstate Proof of Claim 2855 and Vacate Order Expunging Claim and for Attorneys’ Fees and Costs (the "Motion).

YOUR rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult an attorney.)

1. If you do not want the Court to grant the relief sought in the Motion, or if you want the Court to consider your views on the Motion, then on or before **February 14, 2013**, you or your attorney must do all of the following:

- (a) file an answer explaining your position at:

Clerk
United States Bankruptcy Court
for the District of Delaware
824 North Market Street
Wilmington, DE 19801

If you mail your answer to the Bankruptcy Clerk's Office for filing, you must mail it early enough so that it will be received on or before the date stated above; and

- (b) mail a copy to the movant's attorney:

Kenneth E. Aaron, Esquire
824 Market Street, Suite 800
Wilmington, Delaware 19801

(302) 652-8181 (telephone)
(302) 652-8909 (facsimile)

2. If you or your attorney do not take the steps described in paragraphs 1(a) and 1(b) above and attend the hearing, the Court may enter an order granting the relief requested in the Motion.

3. A hearing on the Motion is scheduled to be held before the **Honorable Mary F. Walrath on February 21, 2013 at 10:30 a.m.** in Courtroom #4, United States Bankruptcy Court, 824 North Market Street, 5th Floor, Wilmington, Delaware.

4. If a copy of the Motion is not enclosed, a copy of the Motion will be provided to you if you request a copy from the attorney named in paragraph 1(b).

5. You may contact the Bankruptcy Clerk's office at (302) 252-2900 to find out whether the hearing has been cancelled because no one filed an answer.

WEIR & PARTNERS LLP

BY: /s/ Kenneth E. Aaron

Kenneth E. Aaron, Esquire
824 Market Street, Suite 800
Wilmington, Delaware 19801
E-mail: kaaron@weirpartners.com
(302) 652-8181 (telephone)
(302) 652-8909 (facsimile)
Attorneys for Edward F. Bach

Dated: January 24, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: :
: Chapter 11
WASHINGTON MUTUAL, INC., et al., : Case No. 08-1229
: (MFW) Jointly
: :
Debtors. : :
: Motion Date: 2/21/2013 at 10:30 a.m.
: Re: D.I. _____
: :

ORDER

AND NOW, this ____ day of 2013, upon consideration of the Motion of Edward F. Bach to Reinstate Proof of Claim 2855 and Vacate Order Disallowing Claim and for Attorneys' Fees and Costs (the "Motion"), after notice and a hearing, it is hereby

ORDERED that the Motion is GRANTED; and it is further

ORDERED that Proof of Claim 2855 is hereby reinstated; and it is further

ORDERED that the portion of this Court's Order dated May 15, 2012 (D.I. 10179) disallowing Proof of Claim 2855 is hereby vacated; and it is further

ORDERED that, pursuant to 28 U.S.C. § 1927, counsel for WMILT is required to pay Mr. Bach's counsel's fees and expenses incurred in connection with the preparation and prosecution of this Motion and, in connection therewith, counsel for Mr. Bach shall file with this Court their bill of costs within fifteen (15) days of the date of this Order and WMILT's counsel shall make payment to Mr. Bach's counsel within ten (10) days thereafter.

Mary F. Walrath
United States Bankruptcy Judge

Dated: February __, 2012
Wilmington, DE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: :
WASHINGTON MUTUAL, INC., et al., : Chapter 11
: Case No. 08-12229
: (MFW) Jointly
: :
Debtors. :
: Response Date: February 14, 2013
: Motion Date: February 21, 2013 at 10:30 a.m.
:

CERTIFICATE OF SERVICE

I, Kenneth E. Aaron, Esquire, hereby certify that on this date I caused to be served true and correct copies of the **Motion of Edward F. Bach to Reinstate Proof of Claim 2855 and Vacate Order Disallowing Claim and for Attorneys' Fees and Costs** via ECF notification and First Class postage prepaid, upon the following:

United States Trustee
844 King Street, Room 2207
Lockbox #35
Wilmington, DE 19889-0035

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Lawrence J. Baer, Esquire
Rahul K. Sharma, Esquire
Weil Gotshal & Manges LLP
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New York, NY 10153

Evelyn J. Meltzer, Esquire
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Hercules Plaza
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Julie A. Finocchiaro, Esquire
Michael Joseph Merchant, Esquire
Paul Noble Heath, Esquire
Travis A. McRoberts, Esquire
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Wilmington, DE 19801

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Patrick M. Mott, Esquire
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

Scott Cousins, Esquire
Cousins Chipman & Brown, LLP
1007 North Orange Street
Suite 1110
Wilmington, DE 19801

Dated: January 24, 2013

/s/ Kenneth E. Aaron
Kenneth E. Aaron, Esquire