

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re: :  
: Chapter 11  
WASHINGTON MUTUAL, INC., *et al.*, :  
: Case No.: 08-12229 (MFW)  
: (Jointly Administered)  
Debtors. :  
-----X  
NANTAHALA CAPITAL PARTNERS, LP, :  
BLACKWELL CAPITAL PARTNERS, :  
LLC, AXICON PARTNERS, LLC, BRENNUS : Adv. Proc. No.: 10-50911 (MFW)  
FUND LIMITED, COSTA BRAVA :  
PARTNERSHIP III, LLP, and SONTERRA :  
CAPITAL MASTER FUND, LTD., individually :  
and on behalf of all holders of Litigation Tracking :  
Warrants originally issued by Dime Bancorp, :  
: Plaintiffs, :  
: :  
v. :  
: :  
WASHINGTON MUTUAL, INC., CHARLES :  
LILLIS, DAVID BONDERMAN, JAMES :  
STEVER, MARGARET OSMER-MCQUADE, :  
ORIN SMITH, PHILLIP MATTHEWS, REGINA : Hearing Date: 6/24/13 @ 10:30 a.m.  
MONTOKA, STEPHEN FRANK, STEPHEN : Objection Deadline: 5/21/13 @ 4 p.m.  
CHAZEN, THOMAS LEPPERT, WILLIAM :  
REED, JR., and MICHAEL MURPHY, :  
: Re: Dkt. Nos. 9853 & 10501  
: Re: Adv. Dkt. Nos. 361 and 373  
Defendants. :  
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**COUNSEL’S APPLICATION FOR  
ATTORNEYS’ FEES AND EXPENSES INCURRED SUBSEQUENT TO  
THE ENTRY OF THE FEE ORDER DATED AUGUST 10, 2012**



King & Spalding LLP (“**K&S**”) and The Rosner Law Group LLC (“**Rosner**,” and, with K&S, the “**Counsel**”),<sup>1</sup> former class counsel for Nantahala Capital Partners, LP (“**Nantahala**”), Blackwell Capital Partners, LLC (“**Blackwell**”), Axicon Partners LLC (“**Axicon**”), Brennus Fund Limited (“**Brennus**”), Costa Brava Partnership III, LLP (“**Costa Brava**”), and Sonterra Capital Master Fund, Ltd. (“**Sonterra**,” individually, and collectively, the “**Named Plaintiffs**”), the named plaintiffs in the above-referenced class action adversary proceeding, now settled (but on appeal) (“**Adversary Proceeding**”), hereby file this application (“**Application**”) for attorneys’ fees and expenses incurred by Counsel since the Court granted the *Order Granting Class Counsels’ Application for Attorneys’ Fees and Reimbursement of Expenses*, dated August 10, 2012 (“**August Fee Order**”) (Dkt. No. 10501 and Adv. Dkt. No. 373).

By the *Named Plaintiffs Application for Attorneys’ Fees and Expenses*, dated February 16, 2012 (“**Original Application**”)<sup>2</sup> (Dkt. No. 9706 and Adv. Dkt. No. 346), the Named Plaintiffs requested that this Court: (i) award attorneys’ fees as set forth in the Original Application; (ii) authorize the incurrence and payment of such additional attorneys’ fees and expenses (“**Future Fees and Expenses**”) incurred by Counsel for future services rendered on behalf of the LTW Holders<sup>3</sup> in these Chapter 11 cases not reflected in the Original Application in a then-estimated amount of \$100,000; and (iii) direct the Debtors to establish a reserve in the estimated amount of Future Fees and Expenses from the initial distribution to be made to LTW Holders with respect to the Allowed General Unsecured Portion of the Allowed LTW Claims.

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<sup>1</sup> Schindler Cohen & Hochman LLP (“**SC&H**”) was also Class Counsel for the Named Plaintiffs in the Adversary Proceeding. SC&H has not incurred any additional attorneys’ fees or expenses since the filing of the August Fee Order and are, thus, not seeking any relief pursuant to this Application.

<sup>2</sup> For a full recitation of the background on the adversary proceeding and the Class Counsels’ services provided in the main case and the Adversary Proceeding, please see the Original Application and the Supplement (as defined below).

<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Original Application.

Thereafter, Named Plaintiffs filed the *Supplement to Named Plaintiffs' Application for Attorneys' Fees and Reimbursement of Expenses*, dated March 9, 2012 ("**Supplement**") (Dkt. No. 9837 and Adv. Dkt. No. 359). In the Supplement, Counsel identified the additional services provided to the LTW Holders since filing the Original Application, and modified the relief requested in the Original Application; the modified relief sought, *inter alia*, an order: (i) awarding attorneys' fees as reflected in the Original Application and the Supplement; (ii) authorizing the incurrence and payment of Future Fees and Expenses as may be incurred by Counsel for future services rendered on behalf of the LTW Holders in the Chapter 11 cases, in a reduced estimated amount of \$65,000, provided that the allowance and payment of such Future Fees and Expenses will be requested by Counsel in a subsequent application and be subject to Court approval; and (iii) directing the Debtors to establish a reserve in the estimated amount of Future Fees and Expenses from the initial distribution to be made to LTW Holders with respect to the Allowed General Unsecured Portion of the Allowed LTW Claims.

By Order dated March 12, 2012 ("**March Fee Order**") (Dkt. No. 9853 and Adv. Dkt. No. 361), the Court granted the relief requested in the Original Application and the Supplement. For purposes herein, the March Fee Order provided as follows:

the Named Plaintiffs be authorized to incur and pay Future Fees and Expenses incurred by Class Counsel for future services rendered on behalf of the LTW Holders in these Chapter 11 cases, in an estimated amount of \$65,000, *provided, however*, that the allowance and payment of such Future Fees and Expenses from the initial distribution (or subsequent distribution) to be made to LTW Holders with respect to the Allowed General Unsecured Portion of the Allowed LTW Claims will be requested by Class Counsel in a subsequent application on the same notice as the Application, and be subject to Court approval[.]

First Fee Order, p.3. Additionally, the Fee Order directed the Debtors to establish a reserve ("**Reserve**") in the amount of Future Fees and Expenses (*i.e.*, \$65,000) from the initial

distribution to be made to LTW Holders with respect to the Allowed General Unsecured Portion of the Allowed LTW Claims prior to any LTW Holder receiving a distribution in connection therewith. *Id.*

Thereafter, by Application dated July 20, 2012 (“**Second Application**”), Counsel sought the entry of an order awarding attorneys’ fees, in the aggregate amount of \$32,336.00, plus out-of-pocket expenses, in the aggregate amount of \$396.57, incurred by Counsel since the filing of the Supplement. No answers, objections or other responsive pleadings were filed in connection with the relief requested in the Second Application, and a *Certificate of No Objection* with respect to the Second Application was filed on August 9, 2012 (Dkt. No. 10496 and Adv. Dkt. No. 370).

The Court entered the August Fee Order on August 10, 2012, granting the relief requested in the Second Application. The August fee Order further provided that “if after entry of this Order, Class Counsel is required to provide additional services in this case to protect the interests of LTW Holders, Class Counsel may seek such relief from the Court as is appropriate under the facts and circumstances then existing . . . .” August Fee Order, at p. 2. The August Fee Order did not discontinue the Reserve established by the Debtors pursuant to the March Fee Order. By virtue of the August Fee Order, the Reserve was reduced to approximately \$32,000.

**ADDITIONAL SERVICES RENDERED BY  
CLASS COUNSEL SINCE THE ENTRY OF THE AGUST FEE ORDER**

The following is a bullet-point summary of the additional professional services rendered by Class Counsel since the filing of the August Fee Order:<sup>4</sup>

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<sup>4</sup> The list of services set forth herein is a summary only; the Court and interested parties are respectfully referred to the time records annexed hereto as Exhibits “A” (*i.e.*, the time records and expense detail for K&S), and “B” (*i.e.*, the time records and expense detail for Rosner) for a complete description of the services performed by Class Counsel since the entry of the August Fee Order.

- Corresponding with Debtors' counsel regarding issues that arose in connection with an appeal of the Settlement entered into by the LTW Holders;
- Reviewing drafts of the Debtors' appellate brief respecting the appeal of the Settlement, and providing comments thereon; and
- Addressing procedural issues with respect to the Second Application, and preparing this Application.

**THE AMOUNT OF ADDITIONAL ATTORNEYS' FEES AND EXPENSES INCURRED SINCE THE ENTRY OF THE AUGUST FEE ORDER**

As reflected in the annexed exhibits, Counsel has incurred \$12,611.50 in attorneys' fees<sup>5</sup> and \$325.30 in expenses since the entry of the August Fee Order. This amount is below the remaining balance of the Court-approved Reserve. This will be the last application filed by Counsel in connection with this matter. Once the amount of fees and expenses set forth herein are paid to Counsel (if approved by the Court), the Reserve can be discontinued and any remain funds released to the Debtors' estates for the benefit of holders of Allowed LTW Claims. Accordingly, Counsel respectfully request that the Court enter an order awarding attorneys' fees, in the aggregate amount of \$12,611.50, plus out-of-pocket expenses, in the aggregate amount of \$325.30, incurred by Counsel since the entry of the August Fee Order, as set forth in this Application.

WHEREFORE, Counsel respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit "C," (i) awarding attorneys' fees, in the aggregate amount of \$12,611.50, plus out-of-pocket expenses, in the aggregate amount of \$325.30, incurred by Counsel as reflected in this Application; and (ii) granting such other and further relief as is just and proper under the circumstances.

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<sup>5</sup> In addition to the amounts reflected in Exhibits "A" and "B" hereof, K&S and Rosner anticipate that they will incur a small amount of additional fees and expenses in this case after this Application is filed but before an order granted the relief requested is entered. Accordingly, K&S has added \$1,000 to the amount of attorneys' fees requested herein; Rosner has added \$500 to the amount of attorneys' fees requested herein.

Dated: May 7, 2013  
Wilmington, Delaware

/s/ Scott J. Leonhardt  
Frederick B. Rosner (No. 3995)  
Scott J. Leonhardt (No. 4885)  
THE ROSNER LAW GROUP LLC  
824 Market Street; Suite 810  
Wilmington, DE 19801  
Telephone: (302) 777-1111

-and-

/s/ Arthur Steinberg  
Arthur Steinberg  
KING & SPALDING LLP  
1185 Avenue of the Americas  
New York, NY 10036  
Telephone: (212) 556-2100

*Former Counsel for the Class of LTW  
Holders*

Exhibit A  
**Time Records and Expense Detail for K&S**

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: SunTrust Bank  
ABA: [REDACTED]  
SWIFT: SNTRUS3A  
USD Account: [REDACTED]  
Account Name: King & Spalding

Nantahala Capital Management, LLC  
ATTN: Daniel Mack  
100 First Stamford Place  
2nd Floor  
Stamford, CT 06902

Invoice No. 9846139  
Invoice Date 05/07/13  
Client No. 17686  
Matter No. 234001

RE: Washington Mutual

For questions, contact:  
Arthur Steinberg +1 212 556 2158

For Professional Services Rendered through 05/03/13:

Fees	\$	9,656.50
<b>Total this Invoice</b>	<b>\$</b>	<b>9,656.50</b>

*Payment is Due Upon Receipt*



17686 Nantahala Capital Partners  
 234001 Washington Mutual  
 05/07/13

Invoice No. 9846139  
 Page 2

#### PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/10/12	S Davidson	E-mails with S. Leonhardt regarding fee application and order	0.3
08/11/12	S Davidson	Review fee order and e-mail to J. Goulding regarding same	0.2
08/20/12	S Davidson	Address issues regarding payment and allocation	0.9
10/23/12	A Steinberg	Correspondence with Stochak	0.2
10/24/12	A Steinberg	Note to Stochak	0.2
11/01/12	A Steinberg	Review stipulation on briefing	0.2
11/07/12	A Steinberg	Correspondence with Weil	0.2
11/08/12	A Steinberg	Revise brief; note to Weil	1.0
11/15/12	A Steinberg	Review brief; note to Weil	1.0
11/16/12	A Steinberg	Notes to Stochak	0.3
11/29/12	A Steinberg	Review brief and affidavit	0.4
12/18/12	A Steinberg	Review Bush response	0.4
01/11/13	A Steinberg	Review brief; note to Wright	1.4
03/20/13	A Steinberg	Note to Stochak	0.2
04/22/13	J Bender	Meet with S. Davidson regarding assignment to draft final fee application; draft application; meet with S. Davidson; continue drafting application	1.0
04/22/13	S Davidson	Review fee application and fee order regarding procedures for seeking additional fees; e-mails with A. Steinberg regarding same; discussions with J. Bender regarding fee application; e-mail to J. Hochman and S. Leonhardt regarding outstanding fees	0.5
04/23/13	J Bender	Continue drafting application	0.8
04/23/13	S Davidson	Review J. Bender's draft of application and revise; e-mails and phone conversation with S. Leonhardt regarding fees; review and revise draft application; circulate to A. Steinberg	1.0
05/02/13	S Davidson	Review A. Steinberg's comments on fee application and revise; emails with S. Leonhardt regarding same	0.6
05/02/13	A Steinberg	Revise fee application	0.4
			11.2

#### TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Arthur Steinberg	Partner	5.9
Scott Davidson	Counsel	3.5
Jennifer Bender	Associate	1.8
Total		11.2

# KING & SPALDING

FEDERAL I.D. 58-0520153

Nantahala Capital Management, LLC  
ATTN: Daniel Mack  
100 First Stamford Place  
2nd Floor  
Stamford, CT 06902

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: SunTrust Bank  
ABA: [REDACTED]  
SWIFT: SNTRUS3A  
USD Account: [REDACTED]  
Account Name: King & Spalding

Invoice No. 9846139  
Invoice Date 05/07/13  
Client No. 17686  
Matter No. 234001

RE: Washington Mutual

For questions, contact:  
Arthur Steinberg +1 212 556 2158

## REMITTANCE

*Please return this page with your remittance.*

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**Amount Due This Invoice \$9,656.50**

*Payment is Due Upon Receipt*

**Exhibit B**  
**Time Records and Expense Detail for Rosner**

Fees	Client	User ID	Trans Date	Tmkr	H P	Tcode/ Task Code	Rate	Hours to Bill	Amount	Ref #	
	1178.00	SCOTT	07/20/2012	4	P	1	350.00	1.30	455.00	Finalize Supplemental Fee Application and Notice; related correspondence with co-counsel. Instruct paralegal on service. Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	814
	1178.00	EARLE	07/23/2012	5	P	1	200.00	0.20	40.00	Calendar critical dates Conversion/1178.00	815
	1178.00	EARLE	08/07/2012	5	P	1	200.00	0.90	180.00	Review docket; prepare fee binder for attorney review Conversion/1178.00	805
	1178.00	SCOTT	08/07/2012	4	P	1	350.00	0.50	175.00	Review of voicemail from chambers re: fee application binder; review on fee application binder.  Correspondence with co-counsel re: fee hearing/CNO and fee binder. Conversion/1178.00	806
	1178.00	SCOTT	08/08/2012	4	P	1	350.00	0.20	70.00	Correspondence with co-counsel re: CNO for fee application Conversion/1178.00	807
	1178.00	SCOTT	08/09/2012	4	P	1	350.00	1.00	350.00	Draft CNO for supplemental fee application (.2); review of docket to confirm no objections were filed (.2); send email to co-counsel summarizing procedural status of fee applications/CNO process in Delaware (.2); E-FILE cno (.2); Call with RLF re: hearing/CNO binder (.2) Conversion/1178.00	808
	1178.00	SCOTT	08/10/2012	4	P	1	350.00	0.40	140.00	Correspondence with co-counsel re: supplemental fees/order/court hearing. Review of order approving supplemental fees. Conversion/1178.00	809
	1178.00	SCOTT	05/02/2013	4	P	1	350.00	1.30	455.00	Review of docket to determine next omnibus hearing date (.1)  Draft notice for supplemental fee application (.5)  Review of order governing supplemental fee applications (.3)  Review and revise supplemental fee application (.4) Conversion/1178.00	804
	1178.00	SCOTT	05/07/2013	2	P	1	150.00	2.30	345.00	Draft certificate of service for supplemental fee application. Serve Notice of Supplemental Fee Application on 2002 list. Conversion/1178.00	816
	1178.00	SCOTT	05/07/2013	4	P	1	350.00	0.70	245.00	Finalize supplemental fee application/notice. Instruct paralegal on service. Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	817

**Total for Fees** Billable 8.80 2,455.00

*minus \$1,000 paid from  
reserve authorized by  
prior fee order  
total fees outstanding  
\$1,455.00*

Client	User ID	Trans Date	Tmkr	H P	Tcode/ Task Code	Rate	Hours to Bill	Amount	Ref #
<b>Expenses</b>	1178.00	FREDS	07/23/2012	1	P 253	0.450		104.40 Postage Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	444
	1178.00	FREDS	07/23/2012	1	P 257	0.100		46.40 Printing Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	445
	1178.00	FREDS	08/10/2012	1	P 23	0.100		9.40 Duplicating Work Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	443
	1178.00	FREDS	09/06/2012	1	P 23	0.100		3.60 P-Counter charges for August 2012. Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	441
	1178.00	FREDS	05/06/2013	1	P 253	0.460		103.50 Postage Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	438
	1178.00	FREDS	05/06/2013	1	P 23	0.100		22.50 Duplicating Work Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	439
	<b>Total for Expenses</b>						<b>Billable</b>	<b>0.00</b>	<b>289.80</b>

Client	User ID	Trans Date	Tmkr	H P	Tcode/ Task Code	Rate	Hours to Bill	Amount	Ref #
<b>Advances</b>									
1178.00	FREDS	08/10/2012	1	P	106		21.20	Pacer charges for July 2012. Conversion/1178.00	442
1178.00	FREDS	09/06/2012	1	P	106		14.30	Pacer Online Research Charges for August 2012. Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	440
<b>Total for Advances</b>							Billable	0.00	35.50

total expenses advances  
\$325.30

Client	User ID	Trans Date	Tmkr	H P	Tcode/ Task Code	Rate	Hours to Bill	Amount	Ref #
1178.00	ANNE	08/31/2012		P	900			945.60	59
								Payment transfer from IOLTA 8/31/12 Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	
1178.00	ANNE	08/31/2012		P	900			54.40	60
								Payment transfer from IOLTA 8/31/12 Conversion/1178.00 Nantahala Partners, LP/Washington Mutual	

<b>Total for Payments</b>						Billable Payments	0.00	0.00	
								1,000.00	

**GRAND TOTALS**

Billable Payments	8.80	2,780.30
		1,000.00

{ payment from reserve authorized in prior fee order }

total fees - \$1,455.00  
total expenses/advances \$325.30

**Exhibit C**

**Proposed Order Granting Class Counsel's Application for Attorneys' Fees  
and Expenses Incurred Subsequent to the Entry of the Fee Order Dated August 10, 2012**



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

-----X		
In re:	:	
	:	Chapter 11
WASHINGTON MUTUAL, INC., <i>et al.</i> ,	:	
	:	Case No.: 08-12229 (MFW)
Debtors.	:	(Jointly Administered)
-----X	:	
NANTAHALA CAPITAL PARTNERS, LP,	:	
BLACKWELL CAPITAL PARTNERS,	:	
LLC, AXICON PARTNERS, LLC, BRENNUS	:	Adv. Proc. No.: 10-50911 (MFW)
FUND LIMITED, COSTA BRAVA	:	
PARTNERSHIP III, LLP, and SONTERRA	:	
CAPITAL MASTER FUND, LTD., individually	:	
and on behalf of all holders of Litigation Tracking	:	
Warrants originally issued by Dime Bancorp,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
WASHINGTON MUTUAL, INC., CHARLES	:	
LILLIS, DAVID BONDERMAN, JAMES	:	
STEVER, MARGARET OSMER-MCQUADE,	:	
ORIN SMITH, PHILLIP MATTHEWS, REGINA	:	
MONTOYA, STEPHEN FRANK, STEPHEN	:	
CHAZEN, THOMAS LEPPERT, WILLIAM	:	
REED, JR., and MICHAEL MURPHY,	:	
	:	
Defendants.	:	Re: Adv. Dkt. Nos. _____
-----X	:	Re: Dkt. Nos. _____

**ORDER GRANTING COUNSEL’S APPLICATION FOR  
ATTORNEYS’ FEES AND EXPENSES INCURRED SUBSEQUENT TO  
THE ENTRY OF THE FEE ORDER DATED AUGUST 10, 2012**

Upon the application dated May 7, 2013 (the “**Application**”) of King & Spalding LLP (“**K&S**”) and The Rosner Law Group LLC (“**Rosner**,” and, with K&S, the “**Counsel**”), former class counsel for Nantahala Capital Partners, LP (“**Nantahala**”), Blackwell Capital Partners, LLC (“**Blackwell**”), Axicon Partners LLC (“**Axicon**”), Brennus Fund Limited (“**Brennus**”),

Costa Brava Partnership III, LLP ("**Costa Brava**"), and Sonterra Capital Master Fund, Ltd. ("**Sonterra**," individually, and collectively, the "**Named Plaintiffs**"), the named plaintiffs in the Adversary Proceeding<sup>1</sup> now settled (but subject to appeal), for payment of attorneys' fees and expenses incurred by Counsel since the entry of the August Fee Order; and the Court having subject matter jurisdiction to consider the relief requested in the Application; and due and proper notice of the Application having been provided to all parties entitled to receive notice thereof pursuant to the March Fee Order, and no other or further notice being required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Application is GRANTED as set forth below; and it is further

ORDERED that Counsel are to be paid \$12,611.50 in fees and \$325.30 in expenses incurred by them in these Chapter 11 cases on behalf of the LTW Holders since the entry of the August Fee Order; and it is further

ORDERED that the attorneys fees and expenses awarded herein are to be paid from the Reserve (as defined in the March Fee Order) established by the Debtors pursuant to the March Fee Order within five (5) business days of entry of this Order; and it is further

ORDERED that payments attributable to the fees and expenses awarded herein shall be made to K&S, and K&S shall distribute such fees and expenses to the other Counsel as appropriate; and it is further

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

ORDERED that once all payments are made to K&S as provided for herein, the Debtors may release any remaining funds from the Reserve for the benefit of Allowed LTW Claims; 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: \_\_\_\_\_, 2013  
Wilmington, Delaware

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY  
JUDGE

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

-----X		
In re:	:	
	:	Chapter 11
WASHINGTON MUTUAL, INC., <i>et al.</i> ,	:	
	:	Case No.: 08-12229 (MFW)
Debtors.	:	
	:	(Jointly Administered)
-----X		
NANTAHALA CAPITAL PARTNERS, LP,	:	
BLACKWELL CAPITAL PARTNERS,	:	
LLC, AXICON PARTNERS, LLC, BRENNUS	:	Adv. Proc. No.: 10-50911 (MFW)
FUND LIMITED, COSTA BRAVA	:	
PARTNERSHIP III, LLP, and SONTERRA	:	
CAPITAL MASTER FUND, LTD., individually	:	
and on behalf of all holders of Litigation Tracking	:	
Warrants originally issued by Dime Bancorp,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
WASHINGTON MUTUAL, INC., CHARLES	:	
LILLIS, DAVID BONDERMAN, JAMES	:	
STEVER, MARGARET OSMER-MCQUADE,	:	
ORIN SMITH, PHILLIP MATTHEWS, REGINA	:	
MONTOYA, STEPHEN FRANK, STEPHEN	:	
CHAZEN, THOMAS LEPPERT, WILLIAM	:	
REED, JR., and MICHAEL MURPHY,	:	
	:	
Defendants.	:	Hearing Date: June 24, 2013 at 10:30 a.m.
	:	Objection Deadline: May 21, 2013 at 4:00 p.m.
-----X		

**NOTICE OF COUNSELS' APPLICATION FOR  
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on May 7, 2013, King & Spalding LLP (“**K&S**”) and The Rosner Law Group LLC (“**Rosner**,” and with K&S, collectively, “**Counsel**”), former class counsel for Nantahala Capital Partners, LP (“**Nantahala**”), Blackwell Capital Partners, LLC (“**Blackwell**”), Axicon Partners LLC (“**Axicon**”), Brennus Fund Limited (“**Brennus**”), Costa Brava Partnership III, LLP (“**Costa Brava**”), and Sonterra Capital Master Fund, Ltd. (“**Sonterra**,” individually, and collectively, the “**Named Plaintiffs**”), filed *Counsel’s Application For Attorneys’ Fees And*

*Reimbursement Of Expenses* (“**Application**”) with the United States Bankruptcy Court for the District of Delaware (“**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Application seeks, among other things, entry of an order (i) allowing the reimbursement of attorneys’ fees of \$12,611.50 and expenses of \$325.30 to be paid from the Reserve (as defined in the Application).

**PLEASE TAKE FURTHER NOTICE** that the Application is available for inspection and copying during normal business hours at the Clerk of the Bankruptcy Court or by written request to the Bankruptcy Court Clerk’s Office or using the PACER filing system utilized by the Bankruptcy Court at <<https://ecf.deb.uscourts.gov>>. Copies can also be obtained upon written request to Scott J. Leonhardt, Esq., The Rosner Law Group LLC, 824 Market Street; Suite 810 Wilmington, DE 19801.

**PLEASE TAKE FURTHER NOTICE** that any objections or responses to the Application must be filed in writing with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel on or before May 21, 2013 at 4:00 p.m. (ET).

**PLEASE TAKE FURTHER NOTICE** that, in the event that one or more objections or responses to the Application are timely filed and not otherwise resolved, the Application will be considered at a hearing before The Honorable Mary F. Walrath at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on June 24, 2013 at 10:30 a.m. (the “**Hearing**”).

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE**

**RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

**PLEASE TAKE FURTHER NOTICE** that the Hearing may be adjourned from time-to-time without further notice other than by announcement of such adjournment in the Bankruptcy Court on the date set forth above for the Hearing.

Dated: May 7, 2013  
Wilmington, Delaware

/s/ Scott J. Leonhardt  
Frederick B. Rosner (No. 3995)  
Scott J. Leonhardt (No. 4885)  
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