

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

In re:)	Chapter 11
)	
WASHINGTON MUTUAL, INC., <i>et al.</i> , ¹)	Case No.: 08-12229 (MFW)
)	(Jointly Administered)
)	
)	Re: Docket Nos. 11212, 11240 & 11249
Debtors.)	Hearing Date: May 23, 2013
)	
)	

**CERTIFICATION OF COUNSEL REGARDING AGREED ORDER GRANTING
MOTION OF CERTAIN PROVIDIAN EMPLOYEE CLAIMANTS FOR LEAVE TO
AMEND CLAIM NOS. 117, 610, 613, 617, 629, 636, 844, 1390, 2832, 3457, 3458, 3459**

The undersigned certifies as follows:

1. On April 17, 2013, Claimants Michele Grau-Iversen, Robert Hill, Michael Rapaport, David Tomlinson, Mary Beth Davis and Stephen Whittaker (each a “Claimant” and collectively “Claimants”) filed their motion for an Order granting leave to amend their respective original proofs of claims [D.I. No. 11212] (the “Motion”).

2. On May 8, 2013, the WMI Liquidating Trust (“WMILT”) filed its Limited Omnibus Objection to Certain Employee Claimants’ Motions to Amend [D.I. No. 11240] (the “Limited Objection”).

3. On May 17, 2013, counsel for Claimants filed a Joint Reply of Providian Employee Claimants to WMI Liquidating Trust’s Limited Omnibus Opposition to Motions to Amend [D.I. No. 11249] (the “Joint Reply”).

4. The Court heard oral argument on the Motion on May 23, 2013.

¹The Debtors in this Chapter 11 case are Washington Mutual, Inc. and WMI Investment Corp.



5. Claimants and WMILT have reached agreement as to the form of proposed order granting the Motion (the "Proposed Order"), as attached hereto as Exhibit A.

WHEREFORE undersigned counsel respectfully requests that the Court enter the Proposed Order at its earliest convenience.

Dated: May 31, 2013
Wilmington, Delaware

CROSS & SIMON, LLC

By: 

Michael J. Joyce (No. 4563)
David G. Holmes (No. 4718)
913 North Market Street, 11th Floor
P.O. Box 1380
Wilmington, Delaware 19899-1380
(302) 777-4200
(302) 777-4224 (fax)
mjoyce@crosslaw.com

-and-

Stephan Kyle, Esq.
KYLE LAW CORPORATION
255 California Street
Suite 1300
San Francisco, CA 94111
(415) 839-8100
(415)839-8189 (fax)
skyle@kylelawcorp.com

*Counsel to Michele Grau-Iversen, Robert Hill,
David Tomlinson, Mary Beth Davis, Stephen
Whittaker and Michael Rapaport*

EXHIBIT A

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

In re:)	Chapter 11
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WASHINGTON MUTUAL, INC., <i>et al.</i> ,)	Case No.: 08-12229 (MFW)
)	(Jointly Administered)
)	
Debtors.)	
)	
_____)	Re: Docket Nos. _____

ORDER

Upon the motion, dated April 17, 2013 (the "Motion"), of Claimants Michele Grau-Iversen, Robert Hill, Michael Rapaport, David Tomlinson, Mary Beth Davis and Stephen Whittaker (each a "Claimant" and collectively "Claimants") for entry of an order granting leave to amend their existing proofs of claim, Claim Nos. 117, 610, 613, 617, 629, 636, 844, 1390, 2832, 3457, 3458, 3459 (the "Original Claims") to the extent necessary (1) to seek additional monies owed to them under the WMI Supplemental Executive Retirement Accumulation Plan ("SERAP"), and (2) to correct calculation errors and benefit omissions made in the Original Claims, as more fully set forth in the Motion [D.I. No. 11212] and the Reply [D.I. No. 11249], pursuant to Bankruptcy Rule 7015; the Court finding that it has jurisdiction over this matter and the relief requested herein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Motion and the relief requested therein having been given, and no other or further notice need be given, and all parties in interest having been heard or having been afforded an opportunity to be heard; and the Court having determined that the legal and factual bases set forth in the Motion establishes just cause for the relief granted herein; and the Court having determined that good and just cause appears in favor of granting the Motion;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein;

2. Claimants Michele Grau-Iversen, Robert Hill, David Tomlinson, Mary Beth Davis and Stephen Whittaker are hereby granted leave to file amended proofs of claim (1) to include additional and alternate claims for compensation, pre-petition interest and penalties under the California Labor Code related to each Claimant's Providian Agreement, (2) to include an alternate claim under the WaMu Severance Plan, (3) to correct the amount of their respective WaMu CIC Claims to the extent certain components of compensation were inadvertently omitted or improperly calculated in their Original Claims, (4) to include the full benefits that each Claimant was entitled to receive under the SERAP, and (5) to restate their claims to include a reference to their intent to seek recovery of their attorney fees and expenses under their applicable agreements and benefit plans (collectively, the "First Set of Amended Components") as set forth in the Motion and the Reply, within 15 days of the entry of this Order;

3. Claimant Michael Rapaport is hereby granted leave to file an amended proof of claim (1) to restate his existing claim under his Providian Agreement to include the full amount of unpaid compensation owed to him, pre-petition interest and penalties under the California Labor Code related to the Providian Agreement that were not included in his Original Claim, and (2) to include the full benefits that he was entitled to receive under the SERAP, and (3) to restate his claim to include a reference to his intent to seek recovery of his attorney fees and expenses under his applicable agreements and benefit plans, as set forth in the Motion and the Reply (collectively, and together with the First Set of Amended Components, the "Amended Components"), within 15 days of the entry of this Order;

4. Claimants' amended proofs of claim will relate back to the bar date established in these cases, March 31, 2009;

5. WMI Liquidating Trust ("WMILT"), as successor in interest to Washington Mutual, Inc. and WMI Investment Corp., formerly debtors and debtors in possession, may file an objection (the "Objection") to the amended proofs of claim solely with respect to the Amended Components on or before July 12, 2013, unless otherwise agreed to by the applicable parties or ordered by the Court;

6. Claimants shall file a response, if any, to any Objection on or before September 16, 2013, unless otherwise agreed to by the applicable parties or ordered by the Court;

7. The parties may take additional discovery solely with respect to the Amended Components;

8. WMILT is granted leave to bring additional adversary proceedings related solely to the Amended Components no later than July 12, 2013, unless otherwise agreed to by the applicable parties or ordered by the Court;

9. Claimants' deadlines to answer or otherwise respond to additional adversary proceedings filed by WMILT (if any) with respect to the Amended Components shall be governed by the Federal Rules of Bankruptcy Procedure;

10. Claimants hereby waive the invocation of any defense based on the running of any statute of limitation, statute of repose, period of prescription, contractual period of limitation, laches, and any other rule or doctrine, at law or in equity, relating to the timeliness of any claims that could have been timely asserted by WMILT solely with respect to adversary proceedings related to the Amended Components;

11. This Order is without prejudice to the rights of any party to seek additional relief from this Court; and,

12. This Court shall retain jurisdiction with respect to any matters related to or arising from the implementation of this Order.

Dated: _____, 2013
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE