

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

<p>In re</p> <p>WASHINGTON MUTUAL, INC., <u>et al.</u>,</p> <p>Debtors.</p>
<p>ALICE GRIFFIN,</p> <p>Appellant,</p> <p>v.</p> <p>WMI LIQUIDATING TRUST,</p> <p>Appellee.</p>

Chapter 11

Case No. 08-12229 (MFW)

(Jointly Administered)

Civil Action No. 19-775 (RGA)

BAP No. 19-27

**WMI LIQUIDATING TRUST’S COUNTER-STATEMENT
OF THE ISSUES AND COUNTER-DESIGNATION OF
THE RECORD REGARDING APPEAL BY ALICE GRIFFIN**

WMI Liquidating Trust (“WMILT”), in accordance with Rule 8009(a)(2) of the Federal Rules of Bankruptcy Procedure, hereby (a) counter-states the issues to be presented on the appeal (the “Appeal”) of Alice Griffin from that certain *Order Overruling First Omnibus Objection of Alice Griffin with Respect to Allowed Claims of Morgan Stanley & Co., Incorporated, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., On Behalf of Themselves and Certain Underwriters*, dated April 24, 2019 [Docket No. 12619] (the “Order”), of the Honorable Mary F. Walrath, United States Bankruptcy Judge, of the United States Bankruptcy Court of the District of Delaware (the “Bankruptcy Court”) and (b) counter-designates the following additional items for inclusion in the record on the Appeal, each as follows:



COUNTER-STATEMENT OF ISSUES ON APPEAL

Appellee states the following as the issues on appeal:

1. Did the Bankruptcy Court err as a matter of law in entering the Order and denying the relief requested in that certain First Omnibus Objection (Substantive) of Alice Griffin, Class 19 Interest Holder, to Claim (Nos. 3935 and 4045) Allowed Pursuant to a Stipulation Dated March 28, 2013 Between the WMI Liquidating Trust and Morgan Stanley & Co., Incorporated, Credit Suisse Securities (USA) LLC, and Goldman, Sachs & Co., on Behalf of Themselves and Certain Underwriters, dated March 22, 2019?

2. Was the Bankruptcy Court clearly erroneous when it determined that the Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 12, 2011, as modified, and that certain Liquidating Trust Agreement, dated March 6, 2012, did not require Bankruptcy Court approval of that certain Stipulation Between Claimants Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., and Morgan Stanley & Co., Inc. and WMI Liquidating Trust Resolving the Eighty-Third Omnibus (Substantive) Objection to Claims for Indemnification Relating to Securities Litigation, dated March 28, 2013 (the “Stipulation”)?

3. Was the Bankruptcy Court clearly erroneous when it determined that, if the Stipulation had been presented to the Bankruptcy Court for approval, approval thereof was in the best interests of all creditors, equity interest holders and parties in interest and the Bankruptcy Court would have approved any such request pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure?

DESIGNATION OF ADDITIONAL ITEMS FOR THE RECORD ON APPEAL

In addition to anything in the record properly designated by Appellant Alice Griffin, Appellee hereby counter-designates the following pleadings and other documents:

Item No.	Filing Date	Docket No. / Claims Registry No.¹	Pleading/Document
1	3/30/09	CR2569	Proof of Claim No. 2569, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
2	3/30/09	CR2584	Proof of Claim No. 2584, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
3	3/30/09	CR2909	Proof of Claim No. 2909, filed by Goldman Sachs & Co., together with all exhibits and schedules annexed thereto.
4	10/29/09	CR3794	Proof of Claim No. 3794, filed by Credit Suisse Securities USA LLC, together with all exhibits and schedules annexed thereto.
5	3/19/10	DI2574	Debtors' Twenty-Ninth (Substantive) Objections to Claims Filed by Morgan Stanley & Co., Inc., Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC (Claim Nos., 2584, 2909 and 3794) Pursuant to Sections 510(b) of the Bankruptcy Code, together with all exhibits and schedules annexed thereto.
6	4/9/10	DI3164	Response to Debtors' Twenty-Ninth Omnibus (Substantive) Objection to Claims Filed by Morgan Stanley & Co., Inc., Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC Pursuant to Section 510(b) of the Bankruptcy Code
7	4/9/10	DI3165	Declaration of Jonathan C. Dickey in Support of Response to Debtors' Twenty-Ninth Omnibus (Substantive) Objection to Claims Filed by Morgan Stanley & Co., Inc., Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC Pursuant to Section 510(b) of the Bankruptcy Code
8	5/12/10	DI3700	Order Approving Stipulation Between Claimant Morgan Stanley & Co., Inc., and the Debtors Reinstating Proof of Claim No. 2569 and Subjecting Such Claim to the Debtors' Twenty-Ninth Omnibus Objection to Claims
9	5/14/10	DI3737	Debtors' Reply to Claimants' Response to Debtors' Twenty-Ninth Omnibus (Substantive) Objection to Claims Filed by Morgan Stanley & Co. Inc., Goldman Sachs & Co., and Credit Suisse Securities (USA) LLC Pursuant to Section 510(b) of the Bankruptcy Code

¹ Items located on the docket will be identified by "DI" and items located on the claims registry will be identified by "CR".

Item No.	Filing Date	Docket No. / Claims Registry No.¹	Pleading/Document
10	1/17/11	CR3935	Proof of Claim No. 3935, filed by Goldman Sachs & Co., together with all exhibits and schedules annexed thereto.
11	1/17/11	CR3936	Proof of Claim No. 3936, filed by Credit Suisse Securities USA LLC, together with all exhibits and schedules annexed thereto.
12	1/17/11	CR3937	Proof of Claim No. 3937, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
13	1/17/11	CR3938	Proof of Claim No. 3938, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
14	2/4/11	DI6687	Order Approving Stipulation Between Claimants Credit Suisse Securities (USA) LLC, Goldman Sachs & Co., and Morgan Stanley & Co., Inc., and the Debtors Resolving the Twenty-Ninth Omnibus (Substantive) Objection to Claims Pursuant to Section 510(b) of the Bankruptcy Code
15	7/14/11	CR4045	Proof of Claim No. 4045, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
16	7/14/11	CR4046	Proof of Claim No. 4046, filed by Credit Suisse Securities USA LLC, together with all exhibits and schedules annexed thereto.
17	7/14/11	CR4047	Proof of Claim No. 4047, filed by Morgan Stanley & Co Incorporated, together with all exhibits and schedules annexed thereto.
18	9/14/12	DI10666	Eighty-Third Omnibus (Substantive) Objection of WMI Liquidating Trust to Proofs of Claim Filed by Morgan Stanley & Co., Inc., Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC, and Other Underwriters Defendants (Claim Nos. 3935, 4045, 4046, 4047) Asserting Claims for Indemnification Relating to Securities Litigation, together with all exhibits and schedules annexed thereto.
19	4/30/13	DI11228	Post-Confirmation Quarterly Summary Report for the Period from January 1, 2013 through March 31, 2013
20	3/31/14	n/a	WMI Liquidating Trust Form 10-K for the Fiscal Year Ended December 31, 2013
21	3/31/15	n/a	WMI Liquidating Trust Form 10-K for the Fiscal Year Ended December 31, 2014

Item No.	Filing Date	Docket No. / Claims Registry No. ¹	Pleading/Document
22	3/31/16	n/a	WMI Liquidating Trust Form 10-K for the Fiscal Year Ended December 31, 2015

Dated: May 24, 2019
Wilmington, Delaware

/s/ Christopher M. De Lillo
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Attorneys to the WMI Liquidating Trust

CERTIFICATE OF SERVICE

I, Christopher M. De Lillo, hereby certify that on May 24, 2019, I caused a copy of the foregoing *WMI Liquidating Trust's Counter-Statement of the Issues and Counter-Designation of the Record Regarding Appeal by Alice Griffin* to be served on the following parties in the manner indicated:

VIA FIRST CLASS MAIL

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VIA FIRST CLASS MAIL

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/s/ Christopher M. De Lillo
Christopher M. De Lillo (No. 6355)