

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: **Chapter 11**
In re : **Case No. 08-12229 (MFW)**
: **(Jointly Administered)**
WASHINGTON MUTUAL, INC., et al.,¹ :
: **Re: Docket No. 5285, 5661, 5669**
Debtors. :
: **(Jointly Administered)**
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**CORRECTED ORDER PURSUANT TO SECTION 105(a) OF
THE BANKRUPTCY CODE AND RULE 9019 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
(I) APPROVING ERISA LITIGATION SETTLEMENT AGREEMENT,
AND (II) DISALLOWING CLAIMS RELATED TO THE ERISA LITIGATION**

Upon the motion, dated August 13, 2010 (the "Motion"),² of Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors"), as debtors and debtors in possession, for entry of an order pursuant to section 105(a) of the title 11 of the United States Code (the "Bankruptcy Code") and Rule 9019 of the Federal Rules of Bankruptcy Procedure approving that certain settlement agreement dated June 18, 2010, by and among the Defendants in the litigation captioned *In re Washington Mutual, Inc. ERISA Litigation*, Lead Case No. 07-cv-1874 (W.D. Wash.) (the "ERISA Litigation"), including WMI, and the Named Plaintiffs, for themselves and on behalf of the Settlement Class (the "Settlement Agreement"), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue

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 Debtors' principal offices are located at 925 Fourth Avenue, Seattle, Washington 98104.

being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to: (i) the U.S. Trustee, (ii) the Examiner, (iii) counsel for the Creditors' Committee, (iv) Class Counsel, (v) the Blended Policy Carriers, (vi) counsel for the committee of equity holders, (vii) certain Insureds (as defined in the Blended Policies), as agreed with the Blended Policy Carriers, (viii) JPMC, (ix) the Federal Deposit Insurance Corporation, (x) the United States Department of Labor (the "DOL"), and (xi) parties entitled to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002; and no other or further notice being required; and a limited objection having been interposed by the DOL; and, based upon the modification of the proposed Order, as provided herein, the DOL having withdrawn its limited objection; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the Settlement Agreement and the settlement embodied therein are not prohibited transactions under 29 U.S.C. § 1106; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Settlement Agreement, a copy of which is attached hereto as Exhibit A, is approved in all respects; and it is further

ORDERED that the Bankruptcy Claims (*i.e.*, Claim Nos. 999, 1001, 1002, 1003 and any other claims filed against the Debtors, or either one of them, in the Chapter 11 Cases by current or former employees of any of the WMI Entities or any other individuals asserting rights to recovery on the same or similar bases as asserted in the ERISA Litigation) are expunged in their entirety; and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' court-appointed claims and noticing agent, is authorized and directed to reflect, in the official claims register in these Chapter 11 Cases, that the Bankruptcy Claims are disallowed in their entirety; and it is further

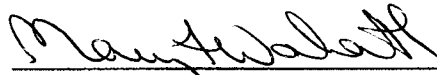
ORDERED that the Blended Policy Carriers are authorized to pay the Class Settlement Amount from the Blended Policies; and it is further

ORDERED that, on and effective as of the date of the payment by the Blended Policy Carriers of the Class Settlement Amount into the Settlement Fund, the Blended Policy Carriers will be deemed discharged from any liability to any Insureds (as defined by the Blended Policies) or other claimants for having paid the Class Settlement Amount; and it is further

ORDERED that the Settlement Agreement shall not be construed to release any claims of the United States with respect to the WAMU Savings Plan; 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: October 22, 2010
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE