

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	X	
	:	
<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> ,	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Objection Deadline: 6/24/09 at 4:00 p.m. (EDT)

**SECOND MONTHLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
SPECIAL ACCOUNTANTS TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2009 THROUGH APRIL 30, 2009**

Name of Applicant:	PricewaterhouseCoopers LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective January 29, 2009 by Order Entered March, 20, 2009
Period for which Compensation and Reimbursement is Sought:	April 1, 2009 through April 30, 2009 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$274,117.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$24,803.55

This is a: X monthly interim

Total time expended for fee application preparation is approximately 36.30 hours and the corresponding compensation requested is approximately \$8,537.00²

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 WMI Investment Corp. (5395). The Debtors' principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

² The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

SUMMARY OF FEE APPLICATIONS

This is the second Monthly Fee Application filed by PricewaterhouseCoopers LLP.

App No	App Date [Dkt No]	Filing Period	Fees Requested	Expenses Requested	CNO Date [Dkt No]	Fees Approved	Expenses Approved	Approved Reduction
Second Interim Fee Period - January 1, 2009 through April 30, 2009								
1	06/03/2009 [TBD]	01/29/2009-03/31/2009	\$245,694.50	\$21,555.81	Pending	Pending	Pending	Pending
Total			\$245,694.50	\$267,250.31				

SUMMARY BY PROJECT

Project Category and Task Code	Hours	Total Compensation
Data Preservation		
01 Project Scoping/Engagement Planning	66.40	\$27,753.00
02 Identify/Obtain/Process of Electronic Stored Information	124.00	\$47,274.50
03 Review of Electronic Stored Information	415.60	\$145,752.00
04 Identify/Obtain/Review of Hard Copy Stored Information	3.30	\$1,357.50
07 Interviews of Client Personnel	56.50	\$20,351.50
09 Non-Working Travel Time	57.50	\$22,106.00
Total Hours and Compensation for Data Preservation	723.30	\$264,594.50
Bankruptcy Applications and Other Court Filings		
Employment Applications and Other Court Filings	3.40	\$986.00
Monthly, Interim and Final Fee Applications	36.30	\$8,537.00
Total Hours and Compensation for Bankruptcy Applications and Other Court Filings	39.70	\$9,523.00
Total Hours and Compensation	763.00	\$274,117.50

SUMMARY OF PROJECT AND PROFESSIONALS

Project Category and Category	Rate	Hours	Total Compensation
Data Preservation			
David L. Marston Partner	\$675.00	1.50	\$1,012.50
Bruce A Vanderbush Partner	\$550.00	49.60	\$27,280.00
Walker P. Conolly Manager	\$425.00	175.10	\$74,417.50
Colin Matthew Nakagaki Manager	\$380.00	179.50	\$68,210.00
Aaron Michael Dickie Manager	\$380.00	131.30	\$49,894.00
Alan L Lai Associate	\$235.00	186.30	\$43,780.50
Total Hours and Compensation for Data Preservation		723.30	\$264,594.50

Project Category and Category	Rate	Hours	Total Compensation
Bankruptcy Applications and Other Court Filings			
David L. Marston Partner	\$675.00	1.00	\$675.00
Andrea Clark Smith Manager (Bankruptcy)	\$400.00	8.50	\$3,400.00
Jeffrey S Pickett Senior Associate	\$290.00	3.40	\$986.00
Subashi M Stendahl Associate (Bankruptcy)	\$205.00	13.90	\$2,849.50
Brian Randall Davis Administrative (Bankruptcy)	\$125.00	12.90	\$1,612.50
Total Hours and Compensation for Bankruptcy Applications and Other Court Filings		39.70	\$9,523.00
Total Hours and Compensation		763.00	\$274,117.50

EXPENSE SUMMARY

PricewaterhouseCoopers professionals incurred the following expenses:

Transaction Type	Total Expenditures
Airfare	\$5,103.55
Lodging	\$12,304.90
Meals	\$4,682.92
Parking	\$272.00
Public/Ground Transportation	\$2,151.25
Rental Car	\$288.93
Total Expenditures	\$24,803.55

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	:	Chapter 11
WASHINGTON MUTUAL, INC., <u>et al.</u> ,	:	
	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	-X	Objection Deadline: 6/24/09 at 4:00 p.m. (EDT)

**SUPPLEMENT TO THE SECOND MONTHLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
SPECIAL ACCOUNTANTS TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2009 THROUGH APRIL 30, 2009**

PricewaterhouseCoopers LLP (“PwC”) hereby submits this Second Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursements of Expenses as Compensation as Special Accountants to the Debtors and Debtors in Possession for the Period April 1, 2009 through April 30, 2009 (the “Monthly Fee Application”), pursuant to sections 327, 328, 329, 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Interim Compensation Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”), and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the Executive Office of the United States Trustees pursuant to 28 U.S.C. § 586(a)(3)(A).

³ 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 WMI Investment Corp. (5395). The Debtors’ principal offices are located at 1301 Second Avenue, Seattle, Washington 98101.

By this Monthly Fee Application, PwC, as Special Accountants for the Debtors, seeks interim allowance and payment of compensation for special accounting services performed and expenses incurred during the period commencing April 1, 2009 through April 30, 2009 (the "Compensation Period"). In support hereof, PwC respectfully represents the following:

BACKGROUND

1. On September 26, 2008 (the "Commencement Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No Trustee or examiner has been appointed.

2. On February 26, 2009, the Debtors filed the *Application of the Debtors Pursuant to Bankruptcy Code Sections 327(a) and 328(a) and Bankruptcy Rule 2014(a) for Order Authorizing the Retention of PricewaterhouseCoopers LLP as Special Accountants* (the "Employment Application").

3. On March 20, 2009, this Court approved the retention of PwC as Special Accountants to the Debtors by entering the *Order Pursuant to Bankruptcy Code Sections 327(a) and 328(a) and Bankruptcy Rule 2014(a) for Order Authorizing the Retention of PricewaterhouseCoopers LLP as Special Accountants* (the "Retention Order").

RELIEF REQUESTED

4. On October 30, 2008, this Court entered the Interim Compensation Order. Pursuant to the procedures set forth in the Interim Compensation Order, professionals may request monthly compensation and reimbursement, and the Notice Parties (as defined in the Interim Compensation Order) may object to such requests. If an objection to a professional's request is not filed and served by the Objection Deadline, the Professional shall file a certificate

of no objection with the Court, after which the Debtors shall be authorized to pay each Professional the Actual Interim Payment equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the "Maximum Monthly Payment") or (ii) 80% of the fees and 100% of the expenses not subject to an objection.

5. Furthermore, the Interim Compensation Order provides that professionals are to file and serve upon notice parties an interim request (an "Interim Fee Application Request") for interim Court approval and allowance of the monthly fee applications during the interim fee period covered by the Interim Fee Application Request.

6. PwC is filing the attached fee statement (the "Statement") for compensation for professional services rendered and reimbursement of disbursements made in these cases during the Compensation Period. The Statement contains detailed time logs describing the actual and necessary services provided by PwC during the Compensation Period, as well as other detailed information required to be included in fee applications. The Statement is comprised of several exhibits which are attached hereto as:

- Exhibit A, provides a summary of the hours and compensation by project;
- Exhibit B, provides the name and position of each professional, cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested;
- Exhibit C, provides the daily activity descriptions for the hourly compensation, including the activity description, time and billing rates associated with each activity;
- Exhibit D-1, provides the expenditures incurred by type; and
- Exhibit D-2, provides the details of the expenditures incurred by date.

DESCRIPTION OF SERVICES RENDERED

7. PwC professionals categorized their time devoted to this matter on behalf of the Debtors' estates to various project categories as described below:

Data Preservation

8. During the Compensation Period, PwC advisory professionals worked directly with the Chief Restructuring Officer ("CRO"), William Kosturos of Alvarez and Marsal North America LLC ("A&M"), designated in the WMI bankruptcy matter. PwC assisted with the preservation of existing data and transfer technology to A&M related to the Debtors, described more fully under each individual work stream under paragraphs 11 through 136 below.

Project Category and Task Code	Hours	Total Compensation
Data Preservation		
01_Project Scoping/Engagement Planning	66.40	\$27,753.00
02_Identify/Obtain/Process of Electronic Stored Information	124.00	\$47,274.50
03_Review of Electronic Stored Information	415.60	\$145,752.00
04_Identify/Obtain/Review of Hard Copy Stored Information	3.30	\$1,357.50
07_Interviews of Client Personnel	56.50	\$20,351.50
09_Non-Working Travel Time	57.50	\$22,106.00
Total Hours and Compensation for Data Preservation	723.30	\$264,594.50

9. Project Scoping/Engagement Planning - PwC professionals' performed the following: (i) held meetings both internally and with A&M personnel to discuss project approach, strategy and status (including the status of information gathering and data transfer efforts); and (ii) prepared project status update information to be discussed during internal and external status report meetings.

10. Identify/Obtain/Process of Electronic Stored Information - PwC professionals performed the following: (i) reviewed technology documentation, including technical specifications and data flow diagrams, received from heritage Washington Mutual personnel in preparation for discussions; (ii) corresponded with heritage Washington Mutual personnel in

order to request and obtain electronic documents; (iii) updated a tracking database to summarize the data preservation documentation and data transfer efforts; and (iv) identified priority applications across heritage Washington Mutual technology environment to be included in data transfer efforts.

11. Review of Electronic Stored Information - PwC professionals' performed the following: (i) reviewed documentation provided by heritage Washington Mutual personnel of Card Services, Corporate Services, Commercial, Retail Bank, Finance, Home Loans, Infrastructure, e-Commerce, and Marketing industry business units regarding applications specific to their industry; (ii) prepared memorandums to file detailing application documentation for Card Services, Retail Bank, Finance, Home Loans, Infrastructure, e-Commerce, and Marketing industry business unit applications; and (iii) performed gap analysis on JP Morgan Chase financial data archival requirements versus Washington Mutual Inc. data requirements.

12. Identify/Obtain/Review of Hard Copy Stored Information - PwC professionals performed the following: (i) reviewed documentation for Fraud and MIAC applications in preparation for meetings around preservation of those applications; and (ii) developed data flow diagrams for heritage Washington Mutual industries.

13. Interview of Client Personnel - PwC professionals' met with representatives from industry business units (including Card Services, Retail Bank, Finance, Home Loans, Infrastructure, e-Commerce, and Marketing) to discuss data preservation details on applications specific to the representatives' industry and data transfer methodology and process.

14. Non-Working Travel Time - PwC professionals incurred travel time associated with providing the various data preservation advisory services to the Debtors. The total number of non-working travel hours have been provided in the description and reduced by fifty-percent

(50%) to calculate the fees requested from the Debtors.

Bankruptcy Requirements and Obligations

15. During the Compensation Period, PwC bankruptcy retention and billing professionals supported the client-service teams with the respective administrative aspects of PwC's post-petition engagement described more fully under each individual work stream under paragraphs 16 through 17 below.

Project Category and Task Code	Hours	Total Compensation
Bankruptcy Applications and Other Court Filings		
Employment Applications and Other Court Filings	3.40	\$986.00
Monthly, Interim and Final Fee Applications	36.30	\$8,537.00
Total Hours and Compensation for Bankruptcy Applications and Other Court Filings	39.70	\$9,523.00

16. Employment Application and Other Court Filings - PwC professional reported the hours after our submission of the previous monthly fee application. PwC does not anticipate any additional hours or fees within this category, unless the Debtors request additional services not included in the original retention documents.

17. Monthly, Interim and Final Fee Applications - PwC bankruptcy retention and billing professionals assembled all fees and expenses, reviewed and prepared the first monthly fee application for services rendered from January 29, 2009 through March 31, 2009.

ALLOWANCE FOR COMPENSATION

18. At this time, PwC is seeking compensation equal to eighty percent (80%) of the \$274,117.50 in fees for professional services rendered by PwC during the Compensation Period as tax advisor to the Debtors in these chapter 11 cases, and one hundred percent (100%) of the \$24,803.55 in expenditures incurred by PwC professionals associated with the services provided to the Debtors, for a total of \$222,497.55.

19. PwC charged and now requests those fees that are reasonable and customary in this marketplace for similar Chapter 11 cases. The billing rates set forth in the various summaries of professionals and paraprofessionals rendering services during the Compensation Period represent customary rates that are routinely billed to PwC's many clients. The compensation requested in this Monthly Fee Application does not exceed the reasonable value of the services rendered.

20. This Monthly Fee Application covers the period from April 1, 2009 through and including April 30, 2009. Although every effort was made to include all fees and expenses from the Compensation Period in this Monthly Fee Application, some fees and/or expenses from the Compensation Period might not be included in this Monthly Fee Application due to delays in processing time and receipt of invoices for expenses and/or for preparation for the instant application subsequent to the covered period. Accordingly, PwC reserves the right to make further applications for allowance of fees and expenses not included herein. This Monthly Fee Application is also made without prejudice to PwC's right to seek further interim allowances and/or a final allowance of compensation in the future in accordance with the Retention Order and the Interim Compensation Order.

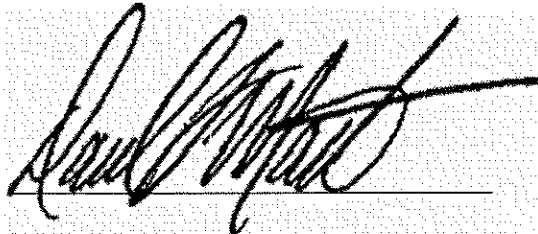
21. No agreement or understanding prohibited by section 504 of the Bankruptcy Code exists between PwC and any other person for sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases, not shall PwC share or agree to share the compensation paid or allowed for the Debtors' estates for such services with any other person in contravention of section 504 of the Bankruptcy Code. No agreement or understanding prohibited by 18 U.S.C. § 155 had been made by PwC.

CERTIFICATE OF COMPLIANCE AND WAIVER

22. To the best of its knowledge, PwC believes that this Monthly Fee Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Interim Compensation Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustees.

WHEREFORE PwC respectfully requests approval and payment by the Debtors of (a) interim compensation for professional services rendered as compensation and tax advisors and independent auditors for the Debtors in the sum of \$222,497.55 representing eighty percent (80%) of \$274,117.50 incurred during the Compensation Period, less a twenty percent (20%) holdback in the amount of \$49,423.50 (b) reimbursement of actual and necessary expenses incurred in the sum of \$24,803.55; and (c) such other and further relief as is just and proper.

Dated: June 03, 2009
San Francisco, California

A handwritten signature in black ink, appearing to read "David L. Marston", is written over a horizontal line. The signature is stylized and cursive.

David L. Marston, Partner
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San Francisco, California 94111-4004
Telephone: (415) 498-6585
Special Accountants to the Debtors