

Exhibit B
The Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

	X	
	:	
<i>In re</i>	:	Chapter 11
	:	
WASHINGTON MUTUAL, INC., <u>et al.</u> , ¹	:	
	:	Case No. 08-12229 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Docket No. _____
	X	

**ORDER PURSUANT TO SECTIONS 105(a) AND 363 OF THE
BANKRUPTCY CODE AUTHORIZING BUT NOT DIRECTING (I) WASHINGTON
MUTUAL, INC. TO EXERCISE ITS OWNERSHIP
RIGHTS OVER CERTAIN TRUST ASSETS, (II) DISTRIBUTION
OF TRUST ASSETS, AND (III) TERMINATION OF THE TRUSTS**

Upon the motion, dated May 14, 2009 (the “Motion”), 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 sections 105(a) and 363 of title 11 of the United States Code (the “Bankruptcy Code”),² authorizing, subject to WMI’s sole discretion, (i) WMI to exercise its ownership rights over those certain assets held in nine legacy trusts reflected on Exhibit “1” attached hereto (the “Trusts”), (ii) the distribution of the Trusts’ assets, and income and proceeds therefrom, as directed by the Debtors, and (iii) the termination of the Trusts, 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);

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 1301 Second Avenue, Seattle, Washington 98101.

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and venue 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 the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of WMI, its 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 upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that WMI is authorized but not directed to exercise any and all of their ownership rights over the assets in the Trusts; and it is further

ORDERED that, upon its election to exercise any ownership rights over the assets in the Trusts, WMI shall submit a written direction to the Trustee acknowledging such election; and it is further

ORDERED that the Trusts shall be terminated in accordance with the Trust Agreements and the assets, including income and proceeds therefrom, remaining in the Trusts shall be returned to WMI as soon as reasonably practicable, subject to payment to the Trustee of reasonable fees and expenses in connection with the administration of the Trusts; 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 and/or enforcement of this Order.

Dated: June _____, 2009
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
Schedule of Assets

FEBRUARY 2009 ACCOUNT ACTIVITY PER BANK STATEMENTS

	Account Number	Ending 2/28/2009
MM	14901-00-57	394,328.49
US Govt Corp	14901-00-57	6,753,005.45
Other	14901-00-57	2,659,591.10
MM	14901-00-57	517,338.20
MM	14902-00-56	710,214.81
US Govt Corp	14902-00-56	10,497,276.40
Other	14902-00-56	4,526,737.46
MM	14902-00-56	1,049,802.25
MM	14903-00-57	438,949.04
US Govt Corp	14903-00-57	7,394,225.06
Other	14903-00-57	2,663,340.05
MM	14903-00-57	614,755.50
MM	14904-00-56	96,229.77
US Govt Corp	14904-00-56	1,803,543.57
Other	14904-00-56	897,835.38
MM	14904-00-56	133,546.45
MM	14905-00-57	87,988.10
US Govt Corp	14905-00-57	1,557,846.43
Other	14905-00-57	501,002.09
MM	14905-00-57	107,501.20
MM	500000002-00	149,486.04
US Govt Corp	500000002-00	2,681,087.71
Other	500000002-00	1,196,224.69
MM	500000002-00	302,335.80
MM	510001206-00	36,615.98
Mutual F	510001206-00	462,335.09
MM	510001207-00	11.01
US Govt Corp	510001207-00	-
Other	510001207-00	-
MM	510001208	604,405.44
US Govt Corp	510001208	13,485,010.89
Other	510001208	5,105,104.23
Total	510001208	1,081,724.95
	Security Bal	65,660,829.95
	Cash	2,518,208.68