

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

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: **Chapter 11 Case No.**  
: **08-12229 (MFW)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **WASHINGTON MUTUAL, INC., et al.<sup>1</sup>**  
: **In re:**  
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**NOTICE OF REQUEST FOR AUTHORIZATION TO PURCHASE,  
ACQUIRE, SELL, TRADE OR OTHERWISE ACCUMULATE  
OR TRANSFER WMI STOCK ON AN ONGOING BASIS**

PLEASE TAKE NOTICE that Barclays Capital, Inc., together with its affiliates (“Barclays”) hereby provides this notice (the “Notice”) requesting the authorization of the Debtors and the Creditors Committee to purchase, acquire, sell, trade, or otherwise accumulate or transfer, on an ongoing basis, Beneficial Ownership of one or more shares of Tradable WMI Preferred Stock, as defined below.

PLEASE TAKE FURTHER NOTICE that on November 19, 2008, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered a final order (the “Order”) granting the relief requested in that certain Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code for Interim and Final Orders (I) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors, and (II) Scheduling a Final Hearing, dated October 24, 2008 (the “Motion”). Barclays filed the Notice of Substantial Stock Ownership, dated November 17, 2008, as amended by the Amended Notice of Substantial Stock Ownership, dated December 17, 2008 (the “Ownership Notice”) and the Notice of Intent to Purchase, Acquire or Otherwise Accumulate WMI Stock, dated December 17, 2008 (the “Purchase Notice”). The Order, Motion, Ownership Notice and Purchase Notice are hereby incorporated by reference herein. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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<sup>1</sup> 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.

PLEASE TAKE FURTHER NOTICE that Barclays currently beneficially owns:

- (i) ██████████ shares of WMI Common Stock and/or Options to acquire ██████████ shares of WMI Common Stock, and
- (ii) ██████████ shares of Series J Preferred Stock and/or Options to acquire ██████████ shares of Series J Preferred Stock.

PLEASE TAKE FURTHER NOTICE that Barclays proposes to purchase, acquire, sell, trade, or otherwise accumulate or transfer Beneficial Ownership of shares in any class of Tradable WMI Preferred Stock, in its capacity as a Qualified Marketmaker (as defined below), on an ongoing basis and in amounts within Barclays' discretion, including transactions that would result in Barclays becoming a Beneficial Owner of an amount of shares in any individual class that exceeds 4.75% of the total number of outstanding shares of such class (or transactions in any individual class of Tradable WMI Preferred Stock in which Barclays currently owns an amount of shares that exceeds 4.75% of the total number of outstanding shares of such class), *provided that* (i) Barclays does not engage in any transaction that would result in its becoming a Beneficial Owner of an amount of Tradable WMI Preferred Stock having an aggregate liquidation preference in excess of 4.75% of the aggregate liquidation preference of all outstanding shares of Tradable WMI Preferred Stock, and (ii) Barclays does not acquire Beneficial Ownership of any shares of Tradable WMI Preferred Stock after the date hereof with an intention to hold such shares for more than 30 days after such shares are acquired. Solely for purposes of this request, Beneficial Ownership also includes any position held by Barclays with respect to Tradable WMI Preferred Stock (including a position in a derivative contract referenced to Tradable WMI Preferred Stock), other than (i) a short sale of Tradable WMI Preferred Stock; (ii) a "short" position in a derivative contract with respect to Tradable WMI Preferred Stock; or (iii) a standard-type stock option (such as a warrant or similar right)—it being understood that the foregoing is in addition to, and does not override, the definition of Beneficial Ownership in the Order (including the treatment of Options therein).

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of Barclays is ██████████

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, Barclays hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, this Notice is being (A) filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and (B) served upon (i) the Debtors, c/o Alvarez & Marsal, 100 Pine Street, Suite 900, San Francisco, California 94111 (Attn: Bill Kosturos); (ii) Weil, Gotshal & Manges LLP, attorneys for

the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Marcia L. Goldstein, Esq., Brian S. Rosen, Esq., and Michael F. Walsh, Esq.); (iii) Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iv) Simpson Thacher, 425 Lexington Avenue, New York, New York 10017-3954 (Attention: Lee A. Meyerson, Esq. and Maripat Alpuche, Esq.); (v) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attention: Fred S. Hodara, Esq.); (vi) White & Case LLP, 1155 Sixth Avenue, New York, New York 10036 (Attention: Thomas E. Lauria, Esq. and Gerard Uzzi, Esq.), as counsel to the Washington Mutual Inc. Noteholder Group; and (vii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: Joseph J. McMahon, Jr., Esq.).

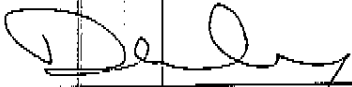
PLEASE TAKE FURTHER NOTICE that, in accordance with the Order, the Debtors and the Creditors' Committee have fifteen (15) calendar days after the filing of this request to object to the proposed transfers described herein. If the Debtors or the Creditors' Committee file an objection, Barclays will not pursue the proposed transfers unless its authority to do so is approved by a final and nonappealable order of the Court. If the Debtors and the Creditors' Committee do not object within such fifteen (15) calendar day period, or if the Debtors and the Creditors' Committee provide written authorization approving the proposed transfers prior to the end of such fifteen (15) calendar day period, then such approval shall become effective, and shall remain in effect on an ongoing basis. At any time after Barclays' authority to pursue the proposed transfers becomes effective, the Debtors may terminate Barclays' authority to pursue the proposed transfers by filing a notice of termination with the Court, such termination to be effective 45 calendar days after it is filed, unless the Court approves the continued effectiveness of Barclays' authority by a final and nonappealable order.

PLEASE TAKE FURTHER NOTICE that for purposes of this Notice, a "Qualified Marketmaker" means an entity that (1) holds itself out to the public as standing ready in the ordinary course of its business to purchase from customers and sell to customers Tradable WMI Preferred Stock (or to enter with customers into long and short positions in derivative contracts with respect to such stock), in its capacity as a dealer or market maker in such stock, and (2) in fact regularly makes a two-way market in such stock. "Tradable WMI Preferred Stock" means the following classes of WMI preferred stock: Series I Perpetual Non-Cumulative Fixed-to-Floating Rate; Series J Perpetual Non-Cumulative Fixed Rate; Series L Perpetual Non-Cumulative Fixed-to-Floating Rate; Series M Perpetual Non-Cumulative Fixed-to-Floating Rate; and Series N Perpetual Non-Cumulative Fixed-to-Floating Rate.

[SIGNATURE PAGE FOLLOWS]

Respectfully submitted,

Barclays Capital, Inc.

By:   
Name: DANIEL CROWLEY  
Title: MD CHIEF OUT TRD

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Date: May 15, 2009