

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

IN RE WASHINGTON MUTUAL, INC.  
SECURITIES LITIGATION,

No. 2:08-md-1919 MJP  
Lead Case No. C08-387 MJP

This Document Relates to: ALL ACTIONS

**ORDER APPROVING DISTRIBUTION PLAN**

Lead Plaintiff, on notice to Defendants’ Counsel, moved this Court for an order approving a distribution plan for the Net Settlement Funds in the above-captioned class action (the “Action”), and the Court having considered all the materials and arguments submitted in support of the motion, including the Declaration of Jennifer M. Keough in Support of Lead Plaintiff’s Motion for Approval of Distribution Plan (the “Keough Declaration”), submitted therewith;

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement with Individual Officer and Director Defendants and with Washington Mutual, Inc. (ECF No. 874-1), the Stipulation and Agreement of Settlement with the Underwriter Defendants (ECF No. 874-2), and the Stipulation and Agreement of Settlement with Defendant Deloitte & Touche LLP (ECF No. 874-3) (collectively, the “Stipulations”) and the Keough Declaration, and all terms used herein shall have the same meanings as set forth in the Stipulations or in the Keough Declaration.

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1           2.     This Court has jurisdiction over the subject matter of the Action and over all  
2 parties to the Action, including all Class Members.

3           3.     Lead Plaintiff's plan for distribution of the Net Settlement Funds to Authorized  
4 Claimants is **APPROVED**. Accordingly,

5           (a)     The administrative recommendations of the Court-approved Claims  
6 Administrator, The Garden City Group, Inc. ("GCG"), to accept the Timely Eligible  
7 Claims set forth in Exhibit B-1 to the Keough Declaration and the Late But Otherwise  
8 Eligible Claims set forth in Exhibit B-2 to the Keough Declaration, are adopted;

9           (b)     The Claims Administrator's administrative recommendations to reject  
10 wholly ineligible Claims, as set forth in Exhibit B-3 to the Keough Declaration, are  
11 adopted;

12           (c)     Rather than delay distribution to Authorized Claimants until the Claims-  
13 in-Process and Disputed Claims are fully resolved, any distribution to Claims-in-Process  
14 and Disputed Claims, to the extent they ultimately may be determined to be eligible to  
15 participate in the Settlements, shall await what is defined below as the "Claims-in-  
16 Process Distribution;"

17           (d)     GCG is directed to conduct an initial distribution (the "Initial  
18 Distribution") of the Net Settlement Funds, after deducting the payments previously  
19 allowed and authorized herein, and after payment of any estimated taxes, the costs of  
20 preparing appropriate tax returns, and any escrow fees, as set forth in paragraph 51(b) of  
21 the Keough Declaration. Specifically, as set forth in paragraph 51(b) of the Keough  
22 Declaration, (1) any Authorized Claimant whose Distribution Amount calculates to less

1 than \$20.00 shall not receive any payment from the Net Settlement Funds; (2) Authorized  
2 Claimants whose calculated Distribution Amount (after removing from the calculation all  
3 Claims that fall under the \$20.00 minimum payment threshold) is less than \$100 shall be  
4 paid their full Distribution Amount (“Claims Paid in Full”) and shall not be eligible for  
5 payment in subsequent distributions of the Net Settlement Funds; and (3) after deducting  
6 the payments to the Claims Paid in Full, 95% of the remaining balance of the Net  
7 Settlement Funds shall be distributed on a *pro rata* basis to Authorized Claimants whose  
8 calculated Distribution Amount (after removing from the calculation all Claims that fall  
9 under the \$20 minimum payment threshold) is \$100 or more, with the remaining 5% held  
10 in reserve (the “Reserve”) to address any contingencies that may arise, including the  
11 payment of any Claims-in-Process and Disputed Claims that ultimately may be  
12 determined to be eligible to participate in the Settlements;

13 (e) In order to encourage Authorized Claimants to cash their checks promptly,  
14 and to avoid or reduce future expenses relating to unpaid checks, all Initial Distribution  
15 checks (and Claims-in-Process Distribution checks issued pursuant to subparagraph (g)  
16 below) shall bear the following notation: “CASH PROMPTLY. VOID AND SUBJECT  
17 TO RE-DISTRIBUTION IF NOT CASHED BY [DATE 120 DAYS AFTER ISSUE  
18 DATE].” Lead Counsel and GCG are authorized to take appropriate action to locate  
19 and/or contact any Authorized Claimant who has not cashed his, her, or its check within  
20 said time as detailed in paragraph 51(b)(7) of the Keough Declaration;

21 (f) Authorized Claimants who do not cash their Initial Distribution checks  
22 (or, as applicable, Claims-in-Process Distribution checks) within the time allotted or on

1 the conditions set forth in paragraph 51(b)(7) of the Keough Declaration shall irrevocably  
2 forfeit all recovery from the Settlements, and the funds allocated to all such stale-dated  
3 checks shall be available to be redistributed to other Authorized Claimants in the Second  
4 Distribution of the Net Settlement Funds described below. Similarly, Authorized  
5 Claimants who do not cash subsequent distributions within the time allotted or on the  
6 conditions set forth in paragraph 51(b)(7) of the Keough Declaration shall irrevocably  
7 forfeit any further recovery from the Net Settlement Funds;

8 (g) When GCG has completed the processing of the Claims-in-Process and  
9 Disputed Claims, Lead Plaintiff shall move the Court for approval of GCG's  
10 determinations with respect to those Claims; and upon entry of an order approving  
11 Claims-in-Process and/or Disputed Claims for payment (if any), GCG shall make a  
12 distribution to any Claimants whose Claims-in-Process or Disputed Claims are accepted  
13 for payment that will bring them into parity with the Claimants approved for payment  
14 pursuant to this Order (the "Claims-in-Process Distribution");

15 (h) After GCG has made reasonable and diligent efforts to have Authorized  
16 Claimants cash their Initial Distribution and Claims-in-Process Distribution checks (as set  
17 forth in paragraph 51(b)(7) of the Keough Declaration), but no earlier than one (1) year  
18 after the Claims-in-Process Distribution, GCG shall conduct a second distribution (the  
19 "Second Distribution") of the Net Settlement Funds, pursuant to which any amounts  
20 remaining in the Net Settlement Funds after the Initial Distribution and the Claims-in-  
21 Process Distribution (including the Reserve and the funds for all void stale-dated checks),  
22 after deducting GCG's fees and expenses incurred in connection with administering the

1 Settlements for which it has not yet been paid (including the costs of the Claims-in-  
2 Process Distribution and the estimated costs of such Second Distribution), and after  
3 payment of any estimated taxes, the costs of preparing appropriate tax returns, and any  
4 escrow fees, shall be distributed to all Authorized Claimants from the Initial Distribution  
5 and the Claims-in-Process Distribution who (1) were not Claims Paid in Full and (2)  
6 cashed their Initial Distribution check or Claims-in-Process Distribution check;

7 (i) In order to allow a final distribution of any funds remaining in the Net  
8 Settlement Funds after completion of the Second Distribution, whether by reason of  
9 uncashed checks, returned funds, tax refunds, or otherwise:

10 (1) If cost effective, not less than six (6) months after the Second  
11 Distribution is conducted, GCG shall conduct a further distribution of the Net  
12 Settlement Funds, pursuant to which the funds remaining in the Net Settlement  
13 Funds, after deducting GCG’s fees and expenses incurred in connection with  
14 administering the Settlements for which it has not yet been paid (including the  
15 estimated costs of such distribution), and after the payment of any estimated  
16 taxes, the costs of preparing appropriate tax returns, and any escrow fees, shall be  
17 distributed to Authorized Claimants who cashed their Second Distribution checks  
18 and who would receive at least \$20.00 from such redistribution, with additional  
19 redistributions thereafter in six-month intervals, subject to the conditions  
20 previously noted, until Lead Counsel, in consultation with GCG, determines that  
21 further redistribution is not cost-effective; and  
22

1           (2) At such time as Lead Counsel, in consultation with GCG,  
2 determines that the redistribution of funds remaining in the Net Settlement Funds  
3 is not cost-effective, any otherwise valid Claims received or adjusted after the  
4 Claims-in-Process Cut-off Date shall be paid in accordance with subparagraph (k)  
5 below. If any funds shall remain in the Net Settlement Funds after payment of  
6 such late or late adjusted Claims, the remaining balance of the Net Settlement  
7 Funds shall be contributed to non-sectarian, not-for-profit 501(c)(3) organizations  
8 recommended by Lead Counsel and approved by the Court;

9           (j) All persons involved in the review, verification, calculation, tabulation, or  
10 any other aspect of the processing of the Proofs of Claim submitted herein, or otherwise  
11 involved in the administration or taxation of the Settlement Funds or the Net Settlement  
12 Funds, are hereby released and discharged from any and all claims arising out of such  
13 involvement, and all Class Members, whether or not they receive payment from the Net  
14 Settlement Funds, are hereby barred from making any further claims against the Net  
15 Settlement Funds, Lead Plaintiff, Lead Counsel, the Claims Administrator, the Escrow  
16 Agent or any other agent retained by Lead Plaintiff or Lead Counsel in connection with  
17 the administration or taxation of the Settlement Funds or the Net Settlement Funds  
18 beyond the amount allocated to Authorized Claimants;

19           (k) No further Proofs of Claims may be accepted, and no further adjustments  
20 to Proofs of Claim may be made for any reason, after the Claims-in-Process Cut-off Date,  
21 subject to the following exception. If Proofs of Claim are received or modified after that  
22 date that would have been eligible for payment or additional payment under the Court-

1 approved Plan of Allocation had they been timely received, then, at the time that Lead  
2 Counsel, in consultation with GCG, determines that a redistribution is not cost effective  
3 as provided in subparagraph (i)(2) above, such Claims may be paid the Distribution  
4 Amounts or additional Distribution Amounts on a *pro rata* basis that would bring them  
5 into parity with other Authorized Claimants who have cashed all their prior distribution  
6 checks to the extent possible;

7 (l) All of GCG's fees and expenses incurred in connection with the  
8 administration of the Settlements and to be incurred in connection with the Initial  
9 Distribution of the Net Settlement Funds as set forth in the invoices attached as Exhibit C  
10 to the Keough Declaration are approved, and Lead Counsel is directed to pay  
11 \$373,540.81 out of the Settlement Funds to GCG for the unpaid balance of such fees and  
12 expenses; and

13 (m) Unless otherwise ordered by the Court, one year after the Second  
14 Distribution, GCG shall destroy the paper copies of the Proofs of Claim and all  
15 supporting documentation and, one year after all funds in the Net Settlement Funds have  
16 been distributed, GCG shall destroy electronic copies of the same.

17 4. This Court retains jurisdiction to consider any further applications concerning the  
18 administration of the Settlements, and such other and further relief as this Court deems  
19 appropriate.

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The clerk is ordered to provide copies of this order to all counsel.

SO ORDERED this 9<sup>th</sup> day of September, 2013.



Marsha J. Pechman  
Chief United States District Judge