

PLEASE NOTE THAT IF YOU CHOOSE TO NOT GRANT THE RELEASES PROVIDED IN SECTION 41.6 OF THE PLAN, YOU WILL NOT BE ELIGIBLE TO RECEIVE A DISTRIBUTION PURSUANT TO THE PLAN. IF YOU FAIL TO COMPLETE AND RETURN THIS BALLOT, YOU WILL NOT BE ELIGIBLE TO RECEIVE A DISTRIBUTION PURSUANT TO THE PLAN ON THE EFFECTIVE DATE.

YOU MUST COMPLETE AND RETURN THIS BALLOT EVEN IF YOU PREVIOUSLY RETURNED A BALLOT. ANY AND ALL PRIOR VOTES AND ELECTIONS (EXCEPT WITH RESPECT TO THE ELECTION TO BECOME A RELEASING REIT TRUST HOLDER) WILL BE DISREGARDED.

PLEASE NOTE THAT, EVEN IF YOU INTEND TO VOTE TO REJECT THE PLAN, YOU MUST STILL READ, COMPLETE, AND EXECUTE THIS ENTIRE BALLOT.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re: : Chapter 11
 WASHINGTON MUTUAL, INC., et al.,¹ : Case No. 08-12229 (MFW)
 Debtors. : (Jointly Administered)
 :
 -----X

**BENEFICIAL HOLDER BALLOT FOR CLASS 19
(PREFERRED EQUITY INTERESTS) (CUSIP NO. 93934W AA 3)**

Name of Debtor Entities and Case Numbers

WMI Investment Corp.	08-12228 (MFW)	Washington Mutual, Inc.	08-12229 (MFW)
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Washington Mutual, Inc. and WMI Investment Corp., as debtors and debtors in possession (collectively, the “*Debtors*”), each of which is identified above, are soliciting votes and certain elections with respect to the *Seventh Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated as of December 12, 2011 (as it may be further amended, the “*Plan*”). The Plan is attached as Exhibit A to the disclosure statement for the Plan (as it may be amended, the “*Disclosure Statement*”). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan.

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 1201 Third Avenue, Suite 3000, Seattle, Washington 98101.

THIS BALLOT IS ONLY FOR BENEFICIAL HOLDERS OF BENEFICIAL HOLDERS OF PREFERRED EQUITY INTERESTS. If you are, as of the date you return this Beneficial Ballot, the holder of Preferred Equity Interests, please use this Beneficial Holder Ballot to cast your vote to accept or reject the Plan and execute your election to grant or not grant the releases provided in Section 41.6 of the Plan. The United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) has approved the Disclosure Statement, which provides information to assist you in deciding whether or not to elect to grant the releases set forth in Section 41.6 of the Plan. **If you elect not to grant such releases, you will not be eligible to receive a distribution pursuant to the Plan.** Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you have any questions on how to properly complete this Ballot, please contact Kurtzman Carson Consultants LLC (the “*Voting Agent*”) at (888) 830-4644. Please be advised that Kurtzman Carson Consultants LLC cannot provide legal advice.

Additionally, pursuant to the Plan, Reorganized WMI shall, on the Effective Date, enter into a credit facility providing for the funding of, among other things, working capital, permitted acquisitions, and permitted originations by Reorganized WMI, as fully set forth in the Credit Agreement annexed to the Plan as Exhibit “C”. Until the Voting and Election Deadline, the Debtors shall market the terms of the Credit Facility in an effort to obtain terms superior to those set forth in the Credit Agreement annexed to the Plan as Exhibit “C”. However, any Creditor or holder of an Equity Interest may, upon (1) presentation of financial information necessary to establish the ability to participate as a lender in accordance with the provisions of the Credit Facility, and (2) the consent of the Equity Committee, which consent shall not be unreasonably withheld, become a lender under the Credit Facility in lieu of the lenders contemplated pursuant to the Credit Agreement. Prior to the commencement of the Confirmation Hearing, the Debtors shall file a notice with the Bankruptcy Court setting forth the lender(s) selected to provide the Credit Facility. If you are interested in becoming such a lender, then before the Voting and Election Deadline you must contact the Debtors at WMI-Lender@wamuinc.net.

IMPORTANT

You should review the Disclosure Statement and the Plan (including the Amended Global Settlement Agreement) before you submit this Beneficial Holder Ballot. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Preferred Equity Interests under the Plan.

All of your Preferred Equity Interests in the Debtors have been placed in Class 19 under the Plan. If you hold Claims or Equity Interests in more than one Class under the Plan, you will receive a Ballot or Election Form, as applicable, for each such other Class and must complete a separate Ballot or Election Form, as the case may be, for each such Class.

VOTING AND ELECTION DEADLINE: 5:00 P.M. (Pacific Time) on February 9, 2012.

In order for your vote to be counted, the Master Ballot from your Voting Nominee must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (Pacific Time) on February 9, 2012, unless such time is extended by the Debtors.

BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, E-MAIL OR OTHER ELECTRONIC MEANS OF TRANSMISSION.

If the Master Ballot from your Voting Nominee is not received by the Voting Agent on or before the Voting and Election Deadline and such deadline is not extended by the Debtors you will not be eligible to receive a distribution on the Effective Date unless your Ballot is received by your Voting Nominee in time for your Voting Nominee to process your Beneficial Holder Ballot and return a Master Election Form so that it is received by the Voting Agent prior to 5:00 p.m. (Pacific Time) on February 28, 2012.

If the Plan is confirmed by the Bankruptcy Court, the Plan will be binding on you whether or not you return a Beneficial Holder Ballot.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), YOU MUST RETURN THIS BENEFICIAL HOLDER BALLOT TO SUCH VOTING NOMINEE AND NOT THE VOTING AGENT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR BENEFICIAL HOLDER BALLOT ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING AND ELECTION DEADLINE.

YOU MUST COMPLETE AND RETURN THIS BALLOT EVEN IF YOU PREVIOUSLY RETURNED A BALLOT. ANY AND ALL PRIOR VOTES AND ELECTIONS (EXCEPT WITH RESPECT TO THE ELECTION TO BE BECOME A RELEASING REIT TRUST HOLDER) WILL BE DISREGARDED.

IF YOU DO NOT ELECT TO GRANT THE RELEASES PROVIDED IN SECTION 41.6 OF THE PLAN, YOU WILL NOT BE ELIGIBLE TO RECEIVE ANY DISTRIBUTION PURSUANT TO THE PLAN.

HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):

1. REVIEW ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3.
4. COMPLETE ITEM 4. NOTE THAT THIS ITEM IS OPTIONAL.
5. COMPLETE AND SIGN THE IRS FORM W-9 OR W-8 REQUESTED IN ITEM 5.
6. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6, AND COMPLETE ITEM 6.
7. **SIGN THE BENEFICIAL HOLDER BALLOT.**
8. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE RETURN THE BENEFICIAL HOLDER BALLOT TO SUCH VOTING NOMINEE AND ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING AND ELECTION DEADLINE.²
9. YOU MUST VOTE THE FULL AMOUNT OF THE EQUITY INTERESTS COVERED BY THIS BENEFICIAL BALLOT EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
10. ANY EXECUTED BENEFICIAL HOLDER BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL BE COUNTED AS AN ACCEPTANCE OF THE PLAN.
11. IF YOU DO NOT RETURN AN EXECUTED BENEFICIAL HOLDER BALLOT, YOU WILL NOT BE ELIGIBLE TO RECEIVE A DISTRIBUTION ON THE EFFECTIVE DATE, YOU WILL BE TREATED IN ACCORDANCE WITH SECTION 31.6(C) OF THE PLAN, AND YOU WILL NOT BE ELIGIBLE TO RECEIVE A DISTRIBUTION UNLESS AND UNTIL YOU EXECUTE AND DELIVER THE THIRD PARTY RELEASE PURSUANT TO SECTION 41.6 OF THE PLAN WITHIN THE TIMEFRAME SET FORTH IN SECTION 31.6(C) OF THE PLAN.
12. **YOU MUST COMPLETE AND RETURN THIS BALLOT EVEN IF YOU PREVIOUSLY RETURNED A BALLOT. ANY AND ALL PRIOR VOTES AND ELECTIONS (EXCEPT WITH RESPECT TO THE ELECTION TO BECOME A RELEASING REIT TRUST HOLDER) WILL BE DISREGARDED.**
13. ***IF YOU DO NOT ELECT TO GRANT THE RELEASES PROVIDED IN SECTION 41.6 OF THE PLAN, YOU WILL NOT BE ELIGIBLE TO RECEIVE ANY DISTRIBUTION PURSUANT TO THE PLAN.***

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject and submit elections with respect the Plan.

² If you fail to return your completed and executed Beneficial Ballot in time for your Voting Nominee to process your Beneficial Ballot and return the Master Ballot to the Voting Agent before the Voting and Election Deadline, you still may return your Beneficial Ballot to your Voting Nominee to have your release election, but not your vote, processed; **provided, however, that you must return your completed and executed Beneficial Ballot in time for your Voting Nominee to process your Beneficial Ballot and return a Master Election Form so that it is received by the Voting Agent prior to 5:00 p.m. (Pacific Time) on February 28, 2012.**

**VOTING INSTRUCTIONS FOR COMPLETING THE BENEFICIAL
HOLDER BALLOT FOR HOLDERS OF CLASS 19 (PREFERRED EQUITY INTERESTS)**

1. This Beneficial Holder Ballot is submitted to you to solicit your vote to accept or reject the Plan and execute your election to grant or not grant the releases provided in Section 41.6 of the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BENEFICIAL HOLDER BALLOT.**
2. The Plan will be accepted by Class 19 if it is accepted by the holders of two-thirds in amount of Preferred Equity Interests in Class 19 that actually vote on the Plan. In the event that Class 19 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Preferred Equity Interests in Class 19 and all other Classes rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **Complete, sign, and return this Beneficial Holder Ballot to your Voting Nominee.**
4. To properly complete the Beneficial Holder Ballot, you must follow the procedures described below:
 - a. if you have a Preferred Equity Interest in Class 19, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - b. if you are completing this Beneficial Holder Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - c. if you also hold Claims or Equity Interests in a Class other than Class 19, you may receive more than one Ballot or Election Form, as applicable, for each such other Class and must complete a separate Ballot or Election Form, as the case may be, for each such Class;
 - d. if you believe that you have received the wrong Beneficial Holder Ballot, please contact the Voting Agent immediately;
 - e. provide your name and mailing address;
 - f. sign and date your Beneficial Holder Ballot; and
 - g. return your Beneficial Holder Ballot to your Voting Nominee.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC, AT (888) 830-4644. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON THE VOTING AGENT'S WEBSITE AT WWW.KCCLLC.NET/WAMU. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

ITEM 1. Principal amount of Preferred Equity Interests. The principal amount of your Preferred Equity Interest for voting purposes is: \$_____. If your Preferred Equity Interests are held by a Voting Nominee on your behalf and you do not know the principal amount of Preferred Equity Interests held, please contact your Voting Nominee immediately.

On September 26, 2008, pursuant to a letter from the Office of Thrift Supervision, dated September 25, 2008, WMI issued a press release stating that it had exchanged the Trust Preferred Securities issued by Washington Mutual Preferred Funding LLC for depositary shares, each representing 1/1,000th of a share of a related class of WMI's preferred stock, as applicable, of Perpetual Non-Cumulative Fixed and Fixed-to-Floating Rate Preferred Stock in Series I, J, L, M and N (the REIT Series) – none of which were outstanding prior to September 25, 2008.

ITEM 2. Vote on the Plan. The undersigned holder of Preferred Equity Interests in the amount identified in Item 1 above hereby votes to:

- Check one box: Accept the Plan
 Reject the Plan

ITEM 3. Certification as to Preferred Equity Interests held in Additional Accounts. By completing and returning this Beneficial Holder Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Class 19 Preferred Equity Interests held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Class 19 Preferred Equity Interests for which it has submitted additional Beneficial Holder Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 19 BALLOTS OTHER THAN THIS BALLOT.

Account Number	Name of Holder ¹	Principal Amount of Other Preferred Equity Interests Voted

ITEM 4. OPTIONAL – Opt-Out Election. By checking the box below, you elect NOT to grant the releases contained in Section 41.6 of the Plan. Election to withhold consent is at your option. **Please be advised that if you check the box, you WILL NOT be entitled to a distribution under the Plan.**

- Check the box: Elect to opt out

Note: By failing to check the above box, even if you vote to reject the Plan, you will be deemed to consent to the release.

Additionally, whether you opt in or opt out of granting the releases, the Voting Nominee holding your Preferred Equity Interests must “tender” such Equity Interests into the appropriate election account established at The Depository Trust Company (“DTC”) for this purpose. Failure to do so will render your election – either to opt in or to opt out – ineffective. Preferred Equity Interests may NOT be withdrawn from the election account after your Voting Nominee has tendered them to the election account at DTC. Once Preferred Equity Interests have been tendered, NO further trading will be permitted in the Preferred Equity Interests held in the election account. If the Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Preferred Equity Interests held in the election account to the applicable Nominee for credit to the account of the applicable beneficial holder. If your Voting Nominee does not tender your Preferred Equity Interests, any election made by you will not be counted, you will not be entitled to receive a distribution pursuant to the Plan on the Effective Date, and you shall be treated in accordance with Section 31.6(c) of the Plan.

¹ Insert your name if the Preferred Equity Interests are held by you in your own name or, if held in “street name,” insert the name of your broker or bank.

ITEM 5. Important Tax Information Required – Potential Withholding. Distributions to holders of Claims or Equity Interests by the Debtors or the Liquidating Trustee and any subsequent amounts received by the Liquidating Trust or the Litigation Trust allocable to a holder, are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“*TIN*”), (b) furnishes an incorrect *TIN*, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the *TIN* provided is its correct number and that it is a United States person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is supplied to the IRS. Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of any Liquidating Trust Beneficiaries that are *not* U.S. persons, the Liquidating Trustee may be required to withhold up to 30% of the income or proceeds allocable to such persons, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). Such withholding is not dependent on the Liquidating Trust distributing any cash or other proceeds. The Liquidating Trustee may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included at the end of this Ballot**, certifying that such holder is a U.S. person, that the *TIN* provided is correct, and that such holder is not subject to backup withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8 (W-8BEN, W-8ECI or W-8IMY, as applicable)**, signed under penalties of perjury, certifying the holder’s foreign status. These forms may be obtained from the IRS website (<http://www.irs.gov>). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

Tax forms must be sent to your Voting Nominee, along with the completed Beneficial Holder Ballot. In order to be eligible to receive a distribution from the Liquidating Trust, you must provide the requested tax information in a timely manner so as not to forfeit your distribution. See Plan §§ 28.14(c), 29.13(c).

ITEM 6. Acknowledgements and Certification. By signing this Beneficial Holder Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Preferred Equity Interests identified in Item 1 above as of the date this Beneficial Ballot is sent to the Voting Nominee, and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein. The undersigned further acknowledges that by not checking the box in Item 4 above, it is affirmatively agreeing to the various release and exculpation provisions of the Plan, which appear principally in Article 41 of the Plan and provide as follows:

41.6 **Releases by Holders of Claims and Equity Interests**

(a) **Global Third Party Releases.** On the Effective Date, for good and valuable consideration, and to the fullest extent permissible under applicable law, each Entity (Creditor or holder of an Equity Interest) that (i) has held, currently holds or may hold a Released Claim or any Released Third Party Causes of Action, (ii) is entitled to receive, directly or indirectly, a distribution or satisfaction of its Claim or Equity Interest pursuant to the Plan, and (iii) elects, by not checking or checking the appropriate box on its Ballot or election form, as the case may be, to grant the releases set forth in this Section 41.6, on their own behalf and on behalf of anyone claiming through them, shall be deemed to have and hereby does irrevocably and unconditionally, fully, finally and forever waive, release, acquit and discharge (1) each and all of the Released Parties, from any and all Released Claims and/or any claim, act, fact, transaction, occurrence, statement, or omission in connection with or alleged in the Actions or in the Texas Litigation, or that could have been alleged in respect of the foregoing or other similar proceeding, including, without limitation, any such claim demand, right, liability, or cause of action for indemnification, contribution or any other basis in law or equity for damages, costs or fees incurred by the releasors herein arising directly or indirectly from or otherwise relating thereto and (2) each of (a) the AAOC Releasees, (b) the Senior Notes

Claims Releasees, (c) the Senior Subordinated Notes Claims Releasees, (d) the PIERS Claims Releasees and (e) the CCB Releasees from any and all Released Third Party Causes of Action; **provided, however, that each Entity that has elected not to grant the releases set forth in this Section 41.6, including, without limitation, any Entity that fails to execute and deliver a release following notice in accordance with the provisions of Section 31.6(c) hereof, shall not be entitled to, and shall not receive, any payment, distribution or other satisfaction of its claim pursuant to the Plan;** and, provided, further, that, notwithstanding anything contained in this Section 41.6(a) to the contrary, the release set forth in Section 41.6(a)(1) shall not extend to acts of gross negligence or willful misconduct of any Released Parties (other than with respect to the JPMC Entities and their respective Related Persons); and, provided, further, that, notwithstanding the foregoing, solely for purposes of this Section 41.6(a), “Released Parties” shall not include Related Persons other than (i) Related Persons of the JPMC Entities and (ii) Related Persons of the FDIC Receiver and FDIC Corporate..

41.7 **Injunction Related to Releases:** As of the Effective Date, all Entities that hold, have held, or may hold a Released Claim, an Estate Claim, any Released Third Party Causes of Action or an Equity Interest that is released pursuant to Sections 41.5 and 41.6 of the Plan, are, and shall be, permanently, forever and completely stayed, restrained, prohibited, barred and enjoined from taking any of the following actions, whether directly or indirectly, derivatively or otherwise, on account of or based on the subject matter of such discharged Released Claims, Estate Claim, Released Third Party Causes of Action or such Equity Interests: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding (including, without limitation, any judicial, arbitral, administrative or other proceeding) in any forum; (ii) enforcing, attaching (including, without limitation, any prejudgment attachment), collecting, or in any way seeking to recover any judgment, award, decree, or other order; (iii) creating, perfecting or in any way enforcing in any matter, directly or indirectly, any Lien; (iv) setting off, seeking reimbursement or contributions from, or subrogation against, or otherwise recouping in any manner, directly or indirectly, any amount against any liability or obligation owed to any Entity released under Sections 41.5 and 41.6 hereof; and (v) commencing or continuing in any manner, in any place of any judicial, arbitration or administrative proceeding in any forum, that does not comply with or is inconsistent with the provisions of the Plan or the Confirmation Order.

41.8 **Exculpation:** The Debtors, the Debtors’ officers and directors serving during the period from the Petition Date up to and including the Effective Date, the Creditors’ Committee and each of its members in their capacity as members of the Creditors’ Committee, the Equity Committee and each of its members in their capacity as members of the Equity Committee, and each of their respective professionals shall not have or incur any liability to any Entity for any act taken or omitted to be taken in connection with the Chapter 11 Cases (including any actions taken by the Creditors’ Committee after the Effective Date), the formulation, preparation, dissemination, implementation, confirmation or approval of the Plan or any compromises or settlements contained therein, the Disclosure Statement and the Supplemental Disclosure Statement related thereto, the Global Settlement Agreement, or any contract, instrument, release or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan and the Global Settlement Agreement; provided, however, that the foregoing provisions of this Section 41.8 shall not affect the liability of any Entity that otherwise would result from any such act or omission to the extent that such act or omission is determined in a Final Order to have constituted gross negligence or willful misconduct; and, provided, further, that, unless otherwise ordered by the Bankruptcy Court in connection with the Dime Warrant Litigation, the foregoing provisions of this Section 41.8 shall not affect the liability of any member of the Debtors’ Board of Directors and officers with respect to actions asserted in the Dime Warrant Litigation and relating to the period from the Petition Date up to and including the Effective Date. Nothing in the foregoing Section 41.8 shall prejudice the right of any of the Debtors, the Debtors’ officers and directors serving during the period from the Petition Date up to and including the Effective Date, the Creditors’ Committee and each of its members in their capacity as members of the Creditors’ Committee, the Equity Committee and each of its members in their capacity as members of the Equity Committee, and each of their respective professionals to assert reliance upon advice of counsel as a defense with respect to their duties and responsibilities under the Plan.

Print or Type Name of Claimant: _____

Last Four (4) Digits of Social Security
or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

TO BE COMPLETED BY ALL U.S. HOLDERS

PAYOR:

<p>SUBSTITUTE</p> <p>Form W-9</p> <p>Department of the Treasury Internal Revenue Service (IRS)</p> <p>Request for Taxpayer Identification Number (TIN) and Certification</p>	<p>Name:</p> <p>_____</p> <p>Address:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p>Check appropriate box:</p> <p>Individual/Sole Proprietor <input type="checkbox"/></p> <p>Partnership <input type="checkbox"/></p> <p>Limited Liability Company <input type="checkbox"/></p> <p>enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____</p> <p>Corporation <input type="checkbox"/></p> <p>Other (specify) <input type="checkbox"/></p> <p>_____</p> <p>_____</p>
<p>PART I. Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.</p>		<p align="center">SSN or EIN:</p> <p>_____</p>
<p>PART II: For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/></p>		
<p>PART III: CERTIFICATION Under penalties of perjury, I certify that:</p> <p>(1) The number shown on this form is my correct Taxpayer Identification Number (or, as indicated, I am waiting for a number to be issued to me);</p> <p>(2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</p> <p>(3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).</p> <p>Certification Instructions—You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).</p>		
<p>Signature: _____ Date: _____, 2011</p>		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE
IF YOU WROTE "APPLIED FOR" IN PART I
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</p>
<p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p>
<p>Signature: _____ Date: _____</p>

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payer—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

For this type of account	Give the SOCIAL SECURITY number of:	For this type of account	Give the EMPLOYER IDENTIFICATION number of:
1. An individual	The individual	6. Sole proprietorship or disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	7. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	8. Corporate or LLC electing corporate status on Form 8832	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	9. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	10. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	11. A broker or registered nominee	The broker or nominee
		12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name and you may also enter your business or "DBA" name on the second line. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

How to Obtain a TIN

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Number Card, at the local office of the Social Security Administration (or the website www.ssa.gov) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“IRS”) (or the website www.irs.gov) and apply for an individual taxpayer identification number or employer identification number, as applicable.

CAUTION: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Payees Exempt from Backup Withholding

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “IRC”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.
12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

Payments of dividends and patronage dividends not generally subject to backup withholding include the following:

- Payments to nonresident aliens subject to withholding under section 1441 of the IRC.
- Payments to partnerships not engaged in a trade or business in the United States and that have at least one non-resident alien partner.
- Payments of patronage dividends not paid in money.

- Payments made by certain foreign organizations.

The chart below shows two of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for ...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 13; also, a person who regularly acts as a broker and who is registered under the Investment Advisers Act of 1940, as amended

Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding. ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT PAYEE” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION, CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.