

EXHIBIT B

Judge Marsha J. Pechman

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

THE FEDERAL DEPOSIT INSURANCE)
CORPORATION, as RECEIVER of)
WASHINGTON MUTUAL BANK,)

Plaintiff,)

v.)

KERRY K. KILLINGER, STEPHEN J.)
ROTELLA, DAVID C. SCHNEIDER, LINDA)
C. KILLINGER, and ESTHER T. ROTELLA,)

Defendants.)

No.: 2:11-cv-00459-MJP

**FINAL JUDGMENT OF
DISMISSAL PURSUANT TO
SETTLEMENT**

A. Plaintiff The Federal Deposit Insurance Corporation, as Receiver of Washington Mutual Bank, and defendants Kerry K. Killinger, Stephen J. Rotella, David C. Schneider, Linda C. Killinger, and Esther T. Rotella (collectively, "Defendants") entered into a Settlement and Release Agreement, dated December 13, 2011 (the "Settlement Agreement" and the terms thereof, the "Settlement") that provides for a complete dismissal with prejudice of the claims

1 asserted in the above-referenced litigation (the “Action”) against the Defendants on the terms
2 and conditions set forth in the Settlement Agreement.

3 B. On February 15, 2012, the United States Bankruptcy Court for the District of
4 Delaware (the “Bankruptcy Court”) entered an order pursuant to Section 105(a) of the
5 Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure approving the
6 Settlement Agreement and modifying the automatic stay, as necessary, to allow payment of the
7 settlement amount under the D&O insurance policies;

8 C. Unless otherwise defined in this Judgment, the capitalized terms herein shall have
9 the same meaning as they have in the Settlement Agreement;

10 D. Pursuant to RCW 4.22.060, the Court undertook a reasonableness determination
11 to consider whether the terms and conditions of the Settlement are fair and reasonable, the
12 product of arms’ length negotiations, and not the result of collusion; and

13 E. The Court having reviewed and considered the Settlement Agreement, all papers
14 filed and proceedings held herein in connection with the Settlement, all oral and written
15 comments received regarding the Settlement, and the record in the Action, and good cause
16 appearing therefor;

17 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

18 1. **Jurisdiction:** The Court has jurisdiction over the subject matter of the Action
19 and all parties have agreed to the personal jurisdiction of this Court with respect to this Action.

20 2. **Reasonableness Determination and Final Dismissal of Claims:** This Court
21 hereby fully and finally dismisses the Action with prejudice, and finds pursuant to RCW
22 4.22.060 that the Settlement is, in all respects, fair and reasonable, the product of arms’ length
23 negotiations, and not the result of collusion. The parties are directed to implement, perform and
24 consummate the Settlement in accordance with the terms and provisions contained in the
25 Settlement Agreement. The parties shall bear their own costs and expenses, except as otherwise
26 expressly provided in the Settlement Agreement.

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3. **Retention of Jurisdiction:** The Settlement Agreement contains terms and conditions subject to entry of this final judgment. Except as otherwise provided in the Settlement Agreement, and without affecting the finality of this Judgment in any way, this Court retains continuing and exclusive jurisdiction over the parties for purposes of the administration, interpretation, implementation and enforcement of the Settlement (except that the Bankruptcy Court shall retain jurisdiction over the interpretation and enforcement of the Bankruptcy Court order approving the Settlement).

4. **Entry of Final Judgment:** The Clerk of the Court is directed to enter promptly this final judgment resolving all matters in this case.

SO ORDERED this _____ day of _____, 2012.

The Honorable Marsha J. Pechman
United States District Judge