

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, )

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

Plaintiff, )

v. )

**FINAL JUDGMENT OF  
DISMISSAL PURSUANT TO  
SETTLEMENT**

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

Defendants. )

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.



**CERTIFICATE OF SERVICE**

I hereby certify that on February 24, 2012, the foregoing was electronically filed with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all counsel of record who receive CM/ECF notification, and that the remaining parties shall be served in accordance with the Federal Rules of Civil Procedure.

DATED this 24<sup>th</sup> day of February, 2012.

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By s/ Steven P. Caplow

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