

SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000
FACSIMILE: 1-212-558-3588
WWW.SULLCROM.COM

RECEIVED

*125 Broad Street
New York, NY 10004-2498*

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.
FRANKFURT • LONDON • PARIS
BEIJING • HONG KONG • TOKYO
MELBOURNE • SYDNEY

July 3, 2014

Via Federal Express

Receiver-in-Charge,
Federal Deposit Insurance Corporation,
Receiver of Washington Mutual Bank, Henderson, Nevada,
1601 Bryan Street, Suite 1701,
Dallas, Texas 75201.

Attention: Regional Counsel (Litigation Branch)

Re: Washington Mutual Bank FA,
[REDACTED], Reference Nos. [REDACTED]
and [REDACTED]

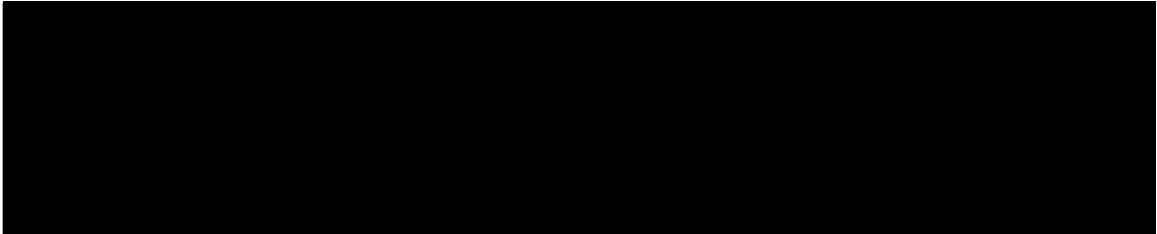
Dear Sir or Madam:

I write on behalf of JPMorgan Chase Bank, N.A. ("JPMC") in connection with the above-referenced Corporate Income Tax notice directed to Washington Mutual Bank FA ("WMB") by [REDACTED] on behalf of the State of [REDACTED] Department of Finance ("[REDACTED]").

On March 28, 2013, [REDACTED] directed the enclosed notice, [REDACTED], to WMB, asserting corporate income tax liabilities of \$72,953.13 for the tax period December 31, 2001 through December 31, 2002 (the "March 2013 Assessment"). On October 18, 2013, [REDACTED] directed another notice, enclosed, [REDACTED] to WMB, asserting corporate income tax liabilities of \$39,641.90 for the same tax period (the "October 2013 Assessment").

[REDACTED]

Receiver-in-Charge,
Receiver of Washington Mutual Bank,
Henderson, Nevada



On May 19, 2014, [REDACTED]
[REDACTED] on behalf of [REDACTED] directed the enclosed notice, [REDACTED], to
WMB, asserting corporate income tax liabilities of \$26,875.48 for the tax period ending
December 31, 2001 [REDACTED] and \$14,376.04 for the
tax period ending December 31, 2002 [REDACTED] (the
"May 2014 Assessment" and, together with the March 2013 Assessment and the October
2013 Assessment, the "Assessments").



As WMB, not JPMC, is the taxpayer at issue here, and the FDIC has not
provided JPMC with a power of attorney to represent WMB before [REDACTED], JPMC
lacks the authority to engage with [REDACTED] concerning the Assessments. I am copying
the Chief Executive Officer of [REDACTED] and the Director of [REDACTED] Division of
Revenue on this letter, so that the FDIC may be in contact with them directly concerning
the Assessments and any other tax assessments [REDACTED] may in the future direct to
WMB for tax periods prior to its closure. Please do not hesitate to contact me if you
would like to discuss further any of the above.

Sincerely,



Robert A. Sacks

(Enclosures)

cc: [REDACTED] Director, Division of Revenue
(State of [REDACTED] Department of Finance)
[REDACTED] Jr., Chief Executive Officer

Receiver-in-Charge,
Receiver of Washington Mutual Bank,
Henderson, Nevada

Wendy Kloner
Rick Osterman
David Gearin
Kathryn Norcross
Deputy Director (DRR – Field Operations Branch)
(Federal Deposit Insurance Corporation)

Lawrence N. Chanen
Joanna N. Jagoda
Thomas McEvoy
Carl Schoer
(JPMorgan Chase Bank, N.A.)

Brent J. McIntosh
(Sullivan & Cromwell LLP)