

EXHIBIT "A"
BID FORM

TO: Federal Deposit Insurance Corporation
1601 Bryan St. - Suite 32128
Dallas, Texas 75201

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

FROM: JPMorgan Chase Bank, National Association
Columbus, OH

BID FOR: WASHINGTON MUTUAL BANK
Henderson, NV (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption (Whole Bank).

See cover letter to bid materials for a more complete description of this transaction.

This is bid number _____
of _____ bids submitted.

I. Transaction # 1

The Potential Acquirer is: JPMorgan Chase Bank, National Association
(Name, City, State) Columbus, OH

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

The bid amount is:

NO BID

All Deposits

\$ _____

This is bid number _____
of _____ bids submitted.

II. Transaction # 2

The Potential Acquirer is: JPMorgan Chase Bank, National Association
(Name, City, State) Columbus, OH

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

The bid amount is: **NO BID**
All Deposits \$ _____

This is bid number 1
of 1 bids submitted.

III. Transaction # 3

The Potential Acquirer is: JPMorgan Chase Bank, National Association
(Name, City, State) Columbus, OH

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

The bid amount is:

All Deposits

\$1,888,000,000.00

This is bid number _____
of _____ bids submitted.

IV. Transaction # 4

The Potential Acquirer is: JPMorgan Chase Bank, National Association
(Name, City, State) Columbus, OH

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

The bid amount is:

NO BID

All Deposits

\$ _____

This is bid number _____
of _____ bids submitted.

V. Transaction # 5

The Potential Acquirer is: JPMorgan Chase Bank, National Association
(Name, City, State) Columbus, OH

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

The bid amount is:

NO BID

Insured Deposits Only

\$ _____.

This is bid number _____
of _____ bids submitted.

VI. Resulting Institution Information (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank
 thrift

(ii) the resulting financial institution

will
 will not
involve a de novo institution

(iii) the resulting financial institution

will
 will not
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

JPMorgan Chase Bank, National Association

and such institution will be a:

national bank
 state member bank
 state non member bank
 federal savings bank
 state savings bank
 federal savings and loan association
 state savings and loan association
 other (please explain)

C. To be completed only if a holding company is involved:

Name of holding company: _____

This is bid number _____
of _____ bids submitted.

Address of holding company: 270 Park Avenue
New York, NY

The holding company will be a:

bank holding company
 thrift holding company

VII. Contact

The following person is the designated contact person for the Potential Acquirer:

Name: Stephen M. Cutler

Title: Executive Vice President, General Counsel

Address: 270 Park Avenue
New York, NY 10017

Telephone: 212-270-3220 (office)

202-271-0650 (other)

Facsimile: 212-271-3261

cc: Name: Brian A. Bessey
Dan Cooney

VIII. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number _____
of _____ bids submitted.

representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer

JPMorgan Chase Bank, National Association

By:


(signature)

Name: Brian A. Bessey

Title: Senior Vice President

Date: September 24, 2008

JPMORGAN CHASE & CO.

SECRETARY'S CERTIFICATE

I, Anthony J. Horan, Corporate Secretary of JPMorgan Chase & Co., a corporation organized under the laws of the State of Delaware, hereby certify that the following is a true and correct copy of resolutions adopted at a meeting of the Board of Directors of JPMorgan Chase & Co. on the 24th day of September 2008, at which a quorum was present and a majority of the entire board voted in favor of said resolutions. I further certify that the said resolutions, at the date hereof, are still in full force and effect.

RESOLVED, that JPMorgan Chase & Co. (the "Corporation"), JPMorgan Chase Bank, National Association (the "Bank") and/or any wholly-owned subsidiary of the Corporation be and hereby is authorized to enter into the proposed transaction involving the purchase and assumption by the Corporation and/or the Bank of selected assets and liabilities of thrift subsidiaries of Washington Mutual, Inc. from the Federal Deposit Insurance Corporation upon substantially the terms, including price, presented at this meeting (the "Transaction");

FURTHER RESOLVED, that the appropriate officers (each, an "Authorized Officer") of the Corporation and the Bank be, and each of them hereby is, authorized to negotiate, execute and deliver in the name and on behalf of the Corporation or the Bank, as appropriate, such agreements and other documents relating to the Transaction as the Authorized Officer executing the same deems necessary or appropriate, including, without limitation, one or more bid forms, term sheets, agreements in principle, confidentiality agreements, escrow agreements, letters of intent, purchase and assumption agreements, assignment and assumption agreements, asset transfer agreements, contribution agreements, resolution agreements, stock powers, eligibility certificates or other instruments or documents or amendments of the foregoing, such instruments or documents to contain such terms, provisions, representations, warranties, covenants and closing conditions, including, without limitation, indemnification provisions, as the Authorized Officer executing the same deems necessary or appropriate, and the approval of the terms of such agreements to be conclusively evidenced by the execution thereof by such Authorized Officer;

FURTHER RESOLVED, that the Appropriate Officers of the Corporation and the Bank be, and each of them hereby is, authorized to receipt for all assets and liabilities to be transferred under the applicable resolution agreements;

FURTHER RESOLVED, that the Corporate Secretary and any Assistant Corporate Secretary be, and each hereby is, authorized to certify that an officer of the Corporation or of the Bank is an Authorized Officer for purposes of these resolutions;

FURTHER RESOLVED, that any officer of the Corporation or of the Bank be, and each hereby is, authorized, for and in the name and on behalf of the Corporation and the Bank to execute and deliver to any applicable regulatory authority such application or applications, notices and other filings as may be deemed necessary or advisable by such officer in connection with the Transaction;

FURTHER RESOLVED, that the Board of Directors hereby adopts the form of any and all resolutions in connection with the Transaction if (1) in the opinion of the officer of the Corporation or the Bank so acting, the adoption of such resolutions are necessary or advisable, and (2) the Corporate Secretary or any Assistant Corporate Secretary evidences such adoption by filing with the Corporation's or Bank's minutes copies of such resolutions, which shall thereupon be deemed to be adopted by the Board of the Corporation or the Bank and incorporated in the minutes as a part of this resolution and with the same force and effect as if presented in terms to this meeting; and

FURTHER RESOLVED, that (1) the Corporation's and the Bank's officers be and each of them hereby is authorized to take or cause to be taken all such additional or other actions (including forming subsidiaries of the Corporation and the Bank, making capital contributions to and/or providing a guaranty of the obligations of any subsidiaries of the Corporation under any agreement governing the Transaction and transferring any of the assets and/or liabilities acquired in the Transaction to any subsidiary of the Corporation) and to execute or cause to be executed such additional or other documents, certificates, writings or other instruments as may be deemed by such officer or officers in their discretion necessary, desirable or appropriate in order to carry out the intent and accomplish the purposes of the foregoing resolutions, and (2) any actions heretofore or hereafter taken by any officer of the Corporation or of the Bank or of any of their wholly-owned subsidiaries, as applicable, in good faith with respect to the Transaction are hereby in all respects ratified and confirmed as official actions of the Corporation or the Bank, as the case may be.

WITNESS my hand and the seal of JPMorgan Chase & Co. this 24th day of September 2008.



Anthony J. Horan, Secretary

JPMORGAN CHASE & CO.

SECRETARY'S CERTIFICATE

I, Anthony J. Horan, Corporate Secretary of JPMorgan Chase & Co. (the Corporation) and Corporate Secretary of JPMorgan Chase Bank, N.A. (the Bank), hereby certify that the following officers are Authorized Officers of the Corporation or of the Bank, or both, as specified below, in connection with those certain resolutions adopted by the Board of Directors of the Corporation and of the Bank on the 24th day of September 2008 with respect to the proposed transaction involving the purchase and assumption by the Corporation and/or the Bank of selected assets and liabilities of thrift subsidiaries of Washington Mutual, Inc. from the Federal Deposit Insurance Corporation.

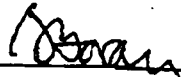
Authorized Officers of the Corporation

James Dimon
Michael Cavanagh
Stephen M. Cutler
Charles W. Scharf
Brian A. Bessey
Anthony J. Horan

Authorized Officers of the Bank

Includes all Authorized Officers of the Corporation and:
Daniel P. Cooney
Michael Lipsitz

WITNESS my hand this 24th day of September 2008.



Anthony J. Horan, Secretary

SECRETARY'S CERTIFICATE

I, Anthony J. Horan, Corporate Secretary of JPMorgan Chase Bank, National Association, a national banking association organized under the laws of the United States of America (the "Bank"), hereby certify that the following is a true and correct copy of resolutions adopted at a meeting of the Board of Directors of the Bank on the 24th day of September 2008, at which a quorum was present, and a majority of the entire Board voted in favor of said resolutions. I further certify that the said resolutions, at the date hereof, are still in full force and effect.

RESOLVED, that JPMorgan Chase & Co. (the "Corporation"), JPMorgan Chase Bank, National Association (the "Bank") and/or any wholly-owned subsidiary of the Corporation be and hereby is authorized to enter into the proposed transaction involving the purchase and assumption by the Corporation and/or the Bank of selected assets and liabilities of thrift subsidiaries of Washington Mutual, Inc. from the Federal Deposit Insurance Corporation upon substantially the terms, including price, presented at this meeting (the "Transaction");

FURTHER RESOLVED, that the appropriate officers (each, an "Authorized Officer") of the Corporation and the Bank be, and each of them hereby is, authorized to negotiate, execute and deliver in the name and on behalf of the Corporation or the Bank, as appropriate, such agreements and other documents relating to the Transaction as the Authorized Officer executing the same deems necessary or appropriate, including, without limitation, one or more bid forms, term sheets, agreements in principle, confidentiality agreements, escrow agreements, letters of intent, purchase and assumption agreements, assignment and assumption agreements, asset transfer agreements, contribution agreements, resolution agreements, stock powers, eligibility certificates or other instruments or documents or amendments of the foregoing, such instruments or documents to contain such terms, provisions, representations, warranties, covenants and closing conditions, including, without limitation, indemnification provisions, as the Authorized Officer executing the same deems necessary or appropriate, and the approval of the terms of such agreements to be conclusively evidenced by the execution thereof by such Authorized Officer;

FURTHER RESOLVED, that the Appropriate Officers of the Corporation and the Bank be, and each of them hereby is, authorized to receipt for all assets and liabilities to be transferred under the applicable resolution agreements;

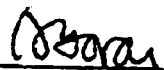
FURTHER RESOLVED, that the Corporate Secretary and any Assistant Corporate Secretary be, and each hereby is, authorized to certify that an officer of the Corporation or of the Bank is an Authorized Officer for purposes of these resolutions;

FURTHER RESOLVED, that any officer of the Corporation or of the Bank be, and each hereby is, authorized, for and in the name and on behalf of the Corporation and the Bank to execute and deliver to any applicable regulatory authority such application or applications, notices and other filings as may be deemed necessary or advisable by such officer in connection with the Transaction;

FURTHER RESOLVED, that the Board of Directors hereby adopts the form of any and all resolutions in connection with the Transaction if (1) in the opinion of the officer of the Corporation or the Bank so acting, the adoption of such resolutions are necessary or advisable, and (2) the Corporate Secretary or any Assistant Corporate Secretary evidences such adoption by filing with the Corporation's or Bank's minutes copies of such resolutions, which shall thereupon be deemed to be adopted by the Board of the Corporation or the Bank and incorporated in the minutes as a part of this resolution and with the same force and effect as if presented in terms to this meeting; and

FURTHER RESOLVED, that (1) the Corporation's and the Bank's officers be and each of them hereby is authorized to take or cause to be taken all such additional or other actions (including forming subsidiaries of the Corporation and the Bank, making capital contributions to and/or providing a guaranty of the obligations of any subsidiaries of the Corporation under any agreement governing the Transaction and transferring any of the assets and/or liabilities acquired in the Transaction to any subsidiary of the Corporation) and to execute or cause to be executed such additional or other documents, certificates, writings or other instruments as may be deemed by such officer or officers in their discretion necessary, desirable or appropriate in order to carry out the intent and accomplish the purposes of the foregoing resolutions, and (2) any actions heretofore or hereafter taken by any officer of the Corporation or of the Bank or of any of their wholly-owned subsidiaries, as applicable, in good faith with respect to the Transaction are hereby in all respects ratified and confirmed as official actions or the Corporation or the Bank, as the case may be.

WITNESS my hand and the seal of JPMorgan Chase Bank, National Association,
this 24th day of September, 2008.



Anthony J. Horan, Secretary

JPMORGAN CHASE & CO.

SECRETARY'S CERTIFICATE

I, Anthony J. Horan, Corporate Secretary of JPMorgan Chase & Co. (the Corporation) and Corporate Secretary of JPMorgan Chase Bank, N.A. (the Bank), hereby certify that the following officers are Authorized Officers of the Corporation or of the Bank, or both, as specified below, in connection with those certain resolutions adopted by the Board of Directors of the Corporation and of the Bank on the 24th day of September 2008 with respect to the proposed transaction involving the purchase and assumption by the Corporation and/or the Bank of selected assets and liabilities of thrift subsidiaries of Washington Mutual, Inc. from the Federal Deposit Insurance Corporation.

Authorized Officers of the Corporation

James Dimon
Michael Cavanagh
Stephen M. Cutler
Charles W. Scharf
Brian A. Bessey
Anthony J. Horan

Authorized Officers of the Bank

Includes all Authorized Officers of the Corporation and:
Daniel P. Cooney
Michael Lipsitz

WITNESS my hand this 24th day of September 2008.



Anthony J. Horan, Secretary

PURCHASER ELIGIBILITY CERTIFICATION

The purpose of the Purchaser Eligibility Certification is to identify Prospective Purchasers who are not eligible to purchase assets of failed financial institutions from the Federal Deposit Insurance Corporation under the laws, regulations and policies governing such sales. Completion of the Purchaser Eligibility Certification, without modification, is a prerequisite to any such purchase.

DEFINITIONS

Affiliated Business Entity. An Affiliated Business Entity of a Prospective Purchaser means its spouse, dependent child or any member of its household; or any entity that directly or indirectly is under the control of the Prospective Purchaser, controls the Prospective Purchaser or is under common control with the Prospective Purchaser.

Associated Person. An Associated Person of a Prospective Purchaser who is an individual is (1) the Prospective Purchaser's spouse or dependent child or any member of the household, (2) a partnership in which the Prospective Purchaser is or was a general or limited partner, or (3) a corporation of which the Prospective Purchaser is or was an officer or director. An Associated Person of a Prospective Purchaser that is an entity is (1) any individual or entity that, acting individually or in concert with one or more individuals or entities, owns or controls 25 percent or more of the Prospective Purchaser; or (2) a managing or general partner of the Prospective Purchaser.

Contractor. A Contractor is any individual or entity that has submitted an offer to the FDIC to perform services or has a contractual arrangement with the FDIC to perform services.

Delinquent Obligation. A Delinquent Obligation is any debt or duty to pay money to the FDIC in excess of \$50,000 (in the aggregate for all such debts or duties) that is more than 60 days delinquent, or any other failure to comply with the terms and conditions of a written agreement with the FDIC that continues for more than sixty (60) days following notice. A Delinquent Obligation does not include any debt that has been settled, nor any debt that has been sold or transferred by the FDIC, nor any debt for which the FDIC has reported forgiveness of debt through the issuance of an IRS form 1099, nor any debt discharged in bankruptcy.

Failed Institution. A Failed Institution is any bank or savings association that has been under the conservatorship or receivership of the FDIC or of the Resolution Trust Corporation. It includes any entity owned and controlled by such a bank or savings association.

FDIC. FDIC means the Federal Deposit Insurance Corporation, whether acting in its corporate capacity or as conservator or receiver of a Failed Institution.