

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DAVID JACOBS and GARY HINDES, on
behalf of themselves and all others similarly
situated, and derivatively on behalf of the
Federal National Mortgage Association and
Federal Home Loan Mortgage Corporation,

Plaintiffs,

v.

C.A. No. 15-708-GMS

THE FEDERAL HOUSING FINANCE
AGENCY, in its capacity as Conservator of
the Federal National Mortgage Association
and the Federal Home Loan Mortgage
Corporation, and THE UNITED STATES
DEPARTMENT OF THE TREASURY,

Defendants,

and

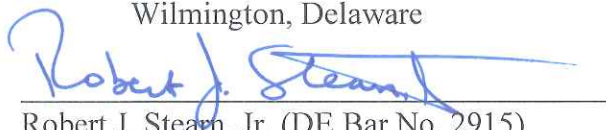
THE FEDERAL NATIONAL MORTGAGE
ASSOCIATION and THE FEDERAL HOME
LOAN MORTGAGE CORPORATION,

Nominal Defendants.

MOTION TO DISMISS BY DEFENDANTS FHFA, FANNIE MAE AND FREDDIE MAC

Defendants Federal Housing Finance Agency (“FHFA” or the “Conservator” or the “Agency”), Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Association (“Freddie Mac”), hereby move the Court for an Order dismissing the claims with prejudice pursuant to Fed. R. Civ. P. 12(b)(1) for lack of subject matter jurisdiction, and Fed. R. Civ. P. 12(b)(6) for failure to state a claim upon which relief can be granted. The grounds for this Motion are set forth more fully in the Opening Brief filed contemporaneously herewith.

Dated: November 13, 2015
Wilmington, Delaware



Robert J. Stearn, Jr. (DE Bar No. 2915)
Robert C. Maddox (DE Bar No. 5356)
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700
stearn@rlf.com
maddox @rlf.com

*Attorneys for Defendants Federal Housing
Finance Agency, Federal National Mortgage
Association, and Federal Home Loan
Mortgage Corporation*

Michael Joseph Ciatti
(admitted *pro hac vice*)
Graciela Maria Rodriguez
(admitted *pro hac vice*)
King & Spalding LLP
1700 Pennsylvania Avenue N.W.
Washington, DC 20006
(202) 626-5508
(202) 626-3737
mciatti@kslaw.com
gmrodriguez@kslaw.com

*Attorneys for Defendant Federal Home Loan
Mortgage Corporation*

Howard N. Cayne (admitted *pro hac vice*)
Asim Varma (admitted *pro hac vice*)
David B. Bergman (admitted *pro hac vice*)
Arnold & Porter LLP
601 Massachusetts Avenue
Washington, DC 20001
(202) 942-5000
Howard.Cayne@aporter.com
Asim.Varma@aporter.com
David.Bergman@aporter.com

*Attorneys for Defendant Federal Housing
Finance Agency*

Paul D. Clement (admitted *pro hac vice*)
D. Zachary Hudson (admitted *pro hac vice*)
Bancroft PLLC
1919 M Street, N.W., Suite 470
Washington, DC 20036
(202) 234-0090
pclement@bancroftpllc.com
zhudson@bancroftpllc.com

*Attorneys for Defendant Federal National
Mortgage Association*