

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FAIRHOLME FUNDS, INC., *et al.*,

Plaintiffs,

v.

FEDERAL HOUSING FINANCE AGENCY, *et al.*,

Defendants.

Civil No. 13-1053 (RCL)

ARROWOOD INDEMNITY COMPANY,
et al.,

Plaintiffs,

v.

FEDERAL NATIONAL MORTGAGE
ASSOCIATION, *et al.*,

Defendants.

Civil No. 13-1439 (RCL)

In re Fannie Mae/Freddie Mac Senior Preferred
Stock Purchase Agreement Class Action Litigations

Miscellaneous No. 13-1288 (RCL)

This document relates to:
ALL CASES

**SECOND STIPULATION EXTENDING DEFENDANTS' TIME TO FILE ANSWERS
TO THE COMPLAINTS**

Plaintiffs and Defendants in the three above-captioned cases hereby stipulate that Defendants shall have a 6-day extension to file their answers to the operative complaints. The current deadline is December 11, 2018, and the new deadline shall be December 17, 2018.

Specifically, Plaintiffs and Defendants stipulate as follows:

1. After the D.C. Circuit remanded the above-captioned cases to this Court, *see Perry Capital, LLC v. Mnuchin*, 864 F.3d 591 (D.C. Cir. 2017), Plaintiffs filed unopposed motions for leave to amend their complaints, which the Court granted. *See Order, Fairholme Funds, Inc. v. FHFA*, No. 1:13-cv-01053-RCL (D.D.C. Feb. 1, 2018); *Order, Arrowood Indemnity Co. v. Fed. Nat'l Mortg. Ass'n*, No. 1:13-cv-01439-RCL (D.D.C. Feb. 1, 2018); *Order, In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*, No. 1:13-mc-1288-RCL (D.D.C. Feb. 1, 2018).

2. Defendants moved to dismiss the Amended Complaints on January 10, 2018. On September 28, 2018, this Court issued a Memorandum Opinion and Order dismissing Plaintiffs' claims alleging breach of contract, breach of fiduciary duty, and violation of Delaware and Virginia statutes, but declining to dismiss Plaintiffs' claims for breach of the implied covenant of good faith and fair dealing. *Fairholme Funds, Inc. v. FHFA*, 2018 WL 4680197 (D.D.C. Sept. 28, 2018).

3. Defendants' answers to the Amended Complaints were originally due on October 12, fourteen days after the Court's decision. *See Fed. R. Civ. P. 12(a)(4)(A)*. On October 10, Plaintiffs and Defendants filed a stipulation to extend the answer deadline by 60 days to December 11, 2018. The Court approved this stipulation on October 12, thereby making December 11 the current deadline.

4. Plaintiffs and Defendants agree that good cause exists for an additional extension of six days to Defendants' deadline to file answers. The three Amended Complaints are long and complex, with well over two hundred detailed paragraphs of allegations. In addition, drafting the answers requires significant coordination among Defendants' counsel. As a result, Defendants are still working to complete their answers and would benefit from an extension.

5. The proposed extension would not affect any other case deadlines, and discovery will continue without interruption.

WHEREFORE, the parties respectfully request that the Court approve this stipulation extending Defendants' deadline to file answers to the Amended Complaints by 6 days to December 17, 2018.

Dated: December 10, 2018

Respectfully submitted,

/s/ Howard N. Cayne
Howard N. Cayne (D.C. Bar # 331306)
Asim Varma (D.C. Bar # 426364)
David B. Bergman (D.C. Bar # 435392)
ARNOLD & PORTER KAYE SCHOLER LLP
601 Massachusetts Ave NW
Washington, D.C. 20001
(202) 942-5000
Howard.Cayne@arnoldporter.com
Asim.Varma@arnoldporter.com
David.Bergman@arnoldporter.com

*Attorneys for Defendant Federal Housing
Finance Agency and Director Melvin L. Watt*

s/ Michael J. Ciatti
Michael J. Ciatti (D.C. Bar # 467177)
KING & SPALDING LLP
1700 Pennsylvania Ave. N.W.
Washington, DC 20006
Tel: (202) 626-5508
Fax: (202) 626-3737
mciatti@kslaw.com

*Attorney for the Federal Home Loan
Mortgage Corp.*

s/ Meaghan VerGow
Meaghan VerGow (D.C. Bar # 977165)
O'MELVENY & MYERS LLP
1625 Eye Street, N.W.
Washington, DC 20006
Tel: (202) 383-5300
Fax: (202) 383-5414
mvergow@omm.com

*Attorney for the Federal National Mortgage
Association*

s/ Hamish P.M. Hume

Hamish P.M. Hume (D.C. Bar # 449914)
Stacey K. Grigsby (D.C. Bar # 491197)
James A. Kraehenbuehl
(D.C. Bar 1017809)
BOIES SCHILLER FLEXNER LLP
1401 New York Avenue NW
Washington, D.C. 20005
Tel: (202) 237-2727
hhume@bsfllp.com
sgrigsby@bsfllp.com
jkraehenbuehl@bsfllp.com

Eric L. Zagar (pro hac vice)
KESSLER TOPAZ MELTZER &
CHECK LLP
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706
ezagar@ktmc.com

BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP
David R. Stickney (*pro hac vice*)
David R. Kaplan (*pro hac vice*)
12481 High Bluff Drive
Suite 300
San Diego, CA 92130
Tel: (858) 793-0070
Fax: (858) 793-0323
davids@blbglaw.com
davidk@blbglaw.com

GRANT & EISENHOFER, P.A.
Michael J. Barry (*pro hac vice*)
123 Justison Street
Wilmington, DE 19801
Tel: (302) 622-7000
Fax: (302) 622-7100
mbarry@gelaw.com

Lead Counsel for Class Plaintiffs

s/ Charles J. Cooper

Charles J. Cooper, SBN 24870
David H. Thompson, SBN 450503
Vincent J. Colatriano, SBN 429562
Peter A. Patterson, SBN 998668
COOPER & KIRK, PLLC
1523 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: 202.220.9600
Facsimile: 202.220.9601

*Attorneys for Plaintiffs Fairholme Funds, Inc.
et al.*

DENTONS US LLP

By: /s/ Michael H. Barr

Michael H. Barr
Richard M. Zuckerman
Sandra Hauser
1221 Avenue of the Americas
New York, New York 10020
Tel.: (212) 768-6700
Fax: (212) 768-6800
michael.barr@dentons.com
richard.zuckerman@dentons.com
sandra.hauser@dentons.com

Drew W. Marrocco (D.C. Bar # 453205)
1900 K Street, NW
Washington, DC 20006
Tel.: (202) 496-7500
Fax: (202) 496-7756
Drew.Marrocco@dentons.com

*Attorneys for Plaintiffs Arrowood Indemnity
Co., et al.*