

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

<p style="text-align: center;">FAIRHOLME FUNDS, INC., <i>et al.</i>, Plaintiffs,</p> <p style="text-align: center;">v.</p> <p style="text-align: center;">THE FEDERAL HOUSING FINANCE AGENCY, <i>et al.</i>,</p> <p style="text-align: center;">Defendants</p>	<p>Civil No. 13-1053 (RCL)</p>
<p style="text-align: center;">ARROWOOD INDEMNITY COMPANY, <i>et al.</i>,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">v.</p> <p style="text-align: center;">FEDERAL NATIONAL MORTGAGE ASSOCIATION, <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil No. 13-1439 (RCL)</p>
<p>In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations</p> <hr style="width: 20%; margin-left: 0;"/> <p>This document relates to: ALL CASES</p>	<p>Misc. No. 13-1288 (RCL)</p>

SECOND JOINT MOTION TO AMEND SCHEDULING ORDER

Plaintiffs in the above-captioned actions (collectively, the “Plaintiffs”), as well as Defendants Federal Housing Finance Agency (“FHFA”), FHFA Director Melvin Watt, the Federal National Mortgage Association, and the Federal Home Loan Mortgage Corporation (collectively, “Defendants”), hereby move the Court for entry of an order amending the Amended Scheduling Order.

On July 30, 2019, the parties filed the first Joint Motion to Amend Scheduling Order, seeking to amend the original Scheduling Order the Court entered in this case by moving the fact discovery deadline from July 15, 2019, to November 26, 2019. The Court entered the Amended Scheduling Order on August 7, 2019.

Since the entry of the Amended Scheduling Order, the parties have diligently engaged in discovery, but despite the parties' best efforts, document production has not yet been completed, which has prevented the parties from completing fact discovery by the November 26, 2019 deadline. To be clear, the parties' production of documents to date has been extensive. Since the Court entered the Amended Scheduling Order, Defendants have produced over 65,000 documents consisting of over 650,000 pages. These document productions, however, have occurred on a rolling basis with over half of the documents having been produced after October 10, 2019.

In addition, Defendant FHFA on November 8, 2019, produced a privilege log containing thousands of entries. Additional privilege logs have been produced by FHFA and a third party since then. Plaintiffs are in the process of analyzing these privilege logs. Plaintiffs have not yet produced their privilege logs. The parties' logs may present issues requiring negotiation by the parties and potentially motion practice.

Further still, on November 8, 2019, this Court compelled the United States Treasury to produce voluminous records in response to a subpoena *duces tecum* served by the Fairholme plaintiffs.¹ The parties are in negotiations concerning Treasury's document production consistent with the Court's Order, but will need additional time to complete this process. Despite their best efforts, therefore, the parties do not believe that it would be possible to complete fact and expert discovery under the currently governing deadlines.

¹ The Class Plaintiffs have likewise served a subpoena on the United States Treasury seeking many of the same records Treasury was just compelled to produce.

Accordingly, the parties jointly request that the Court adjourn all deadlines in the Amended Scheduling Order by 150 days, including the trial, in order to accommodate the completion of discovery. This is only the parties' second request to amend the Scheduling Order in this case and their first request to move the trial date.

The parties believe the proposed adjustments to the Scheduling Order, as reflected in the Proposed Second Amended Scheduling Order filed contemporaneously herewith, will aid the administration of justice in this case by allowing the parties to more effectively prepare the case for trial and will prevent prejudice to any party.

Dated: December 18, 2019

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[PROPOSED] SECOND AMENDED SCHEDULING ORDER

It is hereby **ORDERED** that:

1. Fact discovery shall close on **April 30, 2020**.
2. The deadline for seeking leave to add additional parties or amend the pleadings is **30 days** after the close of fact discovery.
3. Regarding expert discovery:
 - a. Plaintiffs’ expert witness reports shall be produced by **June 30, 2020**;
 - b. Deposition of Plaintiffs’ experts shall be conducted by **July 31, 2020**;

- c. Defendants' rebuttal expert reports shall be produced by **August 28, 2020**;
and
 - d. All expert discovery, including deposition of Defendants' experts, shall be completed by **October 2, 2020**.
4. Regarding class certification:
- a. Plaintiffs' motion for class certification is due on **June 30, 2020**;
 - b. Defendants' opposition is due on **August 28, 2020**; and
 - c. Plaintiffs' reply is due on **September 11, 2020**.
5. Regarding motions for summary judgment:
- a. Defendants shall file their motion for summary judgment on or before **October 30, 2020**;
 - b. Plaintiffs' response and cross-motion for summary judgment is due **30 days** after the filing of Defendants' motion for summary judgment;
 - c. Defendants' reply and response is due **30 days** after the filing of Plaintiffs' response and cross-motion for summary judgment; and
 - d. Plaintiffs' reply is due **14 days** after the filing of Defendants' response.
6. Trial is set for **March __, 2021**, or at the Court's earliest convenience thereafter, with a pretrial conference **30 to 60 days beforehand**, the exact date to be set later.

Dated: _____

U.S.D.J.