

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

<p>FAIRHOLME FUNDS, INC., <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>THE FEDERAL HOUSING FINANCE AGENCY, <i>et al.</i>,</p> <p>Defendants.</p>	<p>Civil No. 13-1053 (RCL)</p>
<p>ARROWOOD INDEMNITY COMPANY, <i>et al.</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>FEDERAL NATIONAL MORTGAGE ASSOCIATION, <i>et al.</i>,</p> <p>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> <p>_____</p> <p>This document relates to: ALL CASES</p>	<p>Miscellaneous No. 13-1288 (RCL)</p>

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 Mark A. Calabria, 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 Third Amended Scheduling Order dated July 1, 2020.

By order dated May 9, 2020, this Court adjourned the deadlines established by the Second Amended Scheduling Order, entered on December 23, 2019, and directed the parties to submit a proposed revised scheduling order to account for the disruptions created by the COVID-19 pandemic by June 30, 2020. Doc. # 118. After considering the submissions of the parties, on July 1, 2020, this Court entered the Third Amended Scheduling Order, which provided a deadline for the completion of fact discovery on January 22, 2021, and a trial date of May 16, 2022. Doc. # 120.

Following the entry of the Third Amended Scheduling Order, the parties diligently have engaged in discovery in an effort to meet the deadlines established in that Order while continuing to manage and work within the restrictions imposed by state and local governments in response to the ongoing pandemic. Since July 1, 2020, the non-party United States Department of the Treasury has produced over 9,800 documents totaling over 56,000 pages, with the most recent production taking place on December 15, 2020. Plaintiffs have taken four depositions (remotely) and the parties are working to schedule the remaining depositions. However, the parties do not believe it will be feasible to complete all of the remaining depositions by the January 22, 2021, deadline for fact discovery established in the Third Amended Scheduling Order. Accordingly, the parties jointly request a further amendment to the operative scheduling order, adjourning all dates, including the trial, by a period of two months.¹

The parties believe that moving the deadlines established by the Third Amended Scheduling Order by two months will enable the parties to complete discovery in an orderly

¹ The parties reserve all rights to address at an appropriate time the sequencing of trial(s) in these coordinated actions, including any objections the parties may have to a single consolidated trial.

fashion while allowing the parties to prepare for trial without needlessly compressing the timeframes for the remaining tasks or placing undue burden on the parties or the Court. The parties believe that the administration of justice would be served by adjourning the established deadlines by a period of two months.

Dated: January 12, 2021

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, DC 20001
Tel: (202) 942-5000
Howard.Cayne@arnoldporter.com
Asim.Varma@arnoldporter.com
David.Bergman@arnoldporter.com

*Attorneys for Defendant Federal
Housing Finance Agency and
Director Mark A. Calabria*

/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/ Hamish P.M. Hume

BOIES SCHILLER FLEXNER LLP
Hamish P.M. Hume (D.C. Bar #449914)
Stacey K. Grigsby (D.C. Bar #491197)
Jonathan M. Shaw (D.C. Bar #446249)
1401 New York Ave. NW
Washington, DC 20005
Tel: (202) 237-2727
Fax: (202) 237-6131
hhume@bsfllp.com
sgrigsby@bsfllp.com
jshaw@bsfllp.com

KESSLER TOPAZ MELTZER &
CHECK, LLP

Eric L. Zagar (*Pro Hac Vice*)
280 King of Prussia Rd.
Radnor, PA 19087
Tel: (610) 667-7706
Fax: (610) 667-7056
ezagar@ktmc.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

/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/ Charles J. Cooper

Charles J. Cooper, SBN 24870
David H. Thompson, SBN 450503
Vincent J. Colatrisano, 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.*

/s/ Richard M. Zuckerman

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

-and-

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

BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
Adam Wierzbowski (*Pro Hac Vice*)
1251 Avenue of the Americas
New York, NY 10020
Tel: (212) 554-1400
Fax: (212) 554-1444
adam@blbglaw.com

Co-Lead Counsel for Plaintiffs

BOTTINI & BOTTINI, INC.
Frank A. Bottini
7817 Ivanhoe Avenue, Suite 102
La Jolla, CA 92037
Tel: (858) 914-2001
Fax: (858) 914-2002
fbottini@bottinilaw.com

GLANCY PRONGAY & MURRAY LLP
Lionel Z. Glancy
Ex Kano S. Sams II
1925 Century Park East, Suite 2100
Los Angeles, CA 90067
Tel: (310) 201-9150
Fax: (310) 201-9160
lglancy@glancylaw.com
esams@glancylaw.com

LOWEY DANNENBERG, P.C.
Barbara Hart (*Pro Hac Vice*)
44 South Broadway, Suite 1100
White Plains, NY 10601
Tel: (914) 997-0500
Fax: (914) 997-0035

POMERANTZ LLP
Jeremy A. Lieberman
600 Third Avenue, 20th Floor
New York, NY 10016
Tel: (212) 661-1100
Fax: (212) 661-8665
jalieberman@pomlaw.com

Drew.Marrocco@dentons.com
*Attorneys for Plaintiffs Arrowood Indemnity
Co., et al.*

Patrick V. Dahlstrom
Ten South LaSalle Street, Suite 3505
Chicago, IL 60603
Tel: (312) 377-1181
Fax: (312) 377-1184
pdahlstrom@pomlaw.com

FINKELSTEIN THOMPSON LLP
Michael G. McLellan (DC Bar #489217)
3201 New Mexico Avenue NW, Suite 395
Washington, DC 20016
Tel: (202) 337-8000
Fax: (202) 337-8090
mmclellan@finkelsteinthompson.com

Additional Counsel for Plaintiffs