

**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

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 FIRST AMENDED COMPLAINT
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: April 17, 2017
Wilmington, DE

/s/ Robert C. Maddox

Robert J. Stearn, Jr. (No. 2915)
Robert C. Maddox (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 Kaye Scholer LLP
601 Massachusetts Avenue
Washington, DC 20001
(202) 942-5000
Howard.Cayne@apks.com
Asim.Varma@apks.com
David.Bergman@apks.com

*Attorneys for Defendant Federal Housing
Finance Agency*

Jeffrey W. Kilduff
Michael Walsh
O'Melveny & Meyers LLP
1625 Eye Street, N.W.
Washington, DC 20006
(202) 383-5300
jkilduff@omm.com
mwalsh@omm.com

*Attorneys for Defendant Federal National
Mortgage Association*