



EXHIBIT A

Dede, Meryem

From: Burton, Emily
Sent: Friday, March 17, 2017 4:08 PM
To: 'shurd@mnat.com'; 'zshen@mnat.com'
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: RE: Pagliara/Fannie Mae - Trial Schedule

Good afternoon,

I spoke with the Vice Chancellor's assistant. She will confer with the Vice Chancellor and get back to all of us with respect to potential trial dates.

Best regards,

Emily V. Burton, Associate ■ YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square, 1000 North King Street ■ Wilmington, DE 19801
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From: Burton, Emily
Sent: Friday, March 17, 2017 2:24 PM
To: 'shurd@mnat.com'; 'zshen@mnat.com'
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: RE: Pagliara/Fannie Mae - Trial Schedule

Mark and Zi-Xiang,

I haven't heard back from you with respect to calling the Court for potential trial dates.

I will call chambers to request potential trial dates at 4 pm today. If you would like to join the call (at that time or need to be included at a different time) please let me know before then. If you do not join the call, I will pass the date(s) offered along to you afterwards.

Best regards,

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use, copy, or retransmit it. If you believe you received this message by mistake, please notify us by return e-mail, and then delete this message. Thank you for your cooperation.

From: Burton, Emily
Sent: Thursday, March 16, 2017 10:51 AM
To: 'shurd@mnat.com'; 'zshen@mnat.com'
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: Pagliara/Fannie Mae - Trial Schedule

Mark and Zi-Xiang,

By the attached order, Judge Sleet remanded Mr. Pagliara's books and records action to the Court of Chancery last week. We would like to call chambers today to ask the Vice Chancellor's assistant for potential trial dates for the action in approximately 45 days. Once we have a trial date, we can work backward to agree on a schedule.

Please let me know if you would like to join the call to chambers, and, if so, what time would work best on your end and who I should conference in.

Best regards,

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EXHIBIT B

Dede, Meryem

From: Hurd, S. Mark <SHurd@MNAT.com>
Sent: Friday, March 31, 2017 6:52 PM
To: Burton, Emily; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi; Brodzik, Gregory
Subject: RE: Pagliara/Fannie Mae - Proposed Trial Schedule

Follow Up Flag: Follow up
Flag Status: Flagged

Emily,

Thank you for your response. We do not agree with your contention that dispositive motions are per se inappropriate in Section 220 actions. Nor do we believe that Pagliara can unilaterally obviate the possibility of dispositive motions by seeking and receiving a trial date. The Court's selection of a trial date does not and cannot eliminate Fannie Mae's right to contest jurisdiction and exercise its right to seek dismissal for failure to state a claim. If Pagliara was truly concerned about proceeding in the manner most expeditious for the parties and the Court, he would agree to our schedule. Regardless, there is at least one dispositive motion -- FHFA's motion for substitution -- that is currently pending. FHFA will be renewing that motion and Fannie Mae will be filing a motion to dismiss and a motion for reconsideration today as we noted in our email yesterday. Regards, Mark

From: Burton, Emily [mailto:EBurton@ycst.com]
Sent: Thursday, March 30, 2017 11:52 PM
To: Hurd, S. Mark; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi; Brodzik, Gregory
Subject: RE: Pagliara/Fannie Mae - Proposed Trial Schedule

Mark,

Through the March 28 Order, the Vice Chancellor granted Mr. Pagliara's Motion to Expedite and set trial for May 1. Fannie Mae had more than 20 days between March 8, when this case was remanded to the Court of Chancery and March 28, when the Court entered its order to substantively respond to our efforts to negotiate a schedule or file an opposition to Mr. Pagliara's motion to expedite with the Court and did not do so. The Court's order directs the parties to confer regarding a schedule leading up to a May 1 trial date. Your proposal isn't workable, as a threshold issue, because it doesn't follow the Court's March 28 Order.

Even if the Court had not already ordered trial to occur on May 1, your proposal to brief a motion to dismiss that is not yet filed (and which would be untimely if filed now) for resolution at least 45 days in advance of trial to be scheduled in the future is not practical. This is a summary books and records action; matters of this type are resolved within 45 days of filing. Case dispositive motions are inappropriate in this type of proceeding. *See, e.g., Lavi v. Wideawake Deathrow Entm't, LLC*, No. 5779-VCS, 2011 WL 284986, at *1 (Del. Ch. Jan. 18, 2011). It has already been more than a year since Mr. Pagliara's petition was filed. The Court has granted Mr. Pagliara's motion to expedite. We cannot agree to further delay.

Finally, it is unclear how FHFA could prevail on a motion to substitute in this action given the District Court's recent holding (in its motion remanding this case) that FHFA's motion to substitute lacked merit. Given the absence of factual disputes, we see no reason why trial cannot proceed on the papers on May 1 – as the Court

has already ordered. Please send your comments on our proposed schedule aimed and readying this case for trial on May 1.

Best regards,

Emily V. Burton, Associate ■ YOUNG CONAWAY STARGATT & TAYLOR, LLP
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From: Hurd, S. Mark [<mailto:SHurd@MNAT.com>]
Sent: Wednesday, March 29, 2017 10:35 PM
To: Burton, Emily; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: RE: Pagliara/Fannie Mae - Proposed Trial Schedule

Emily,

Thank you for your email. We agree that staged briefing is the best way to position this case for resolution. We also believe that the threshold legal issues are dispositive, and we intend to move to dismiss the complaint. FHFA also intends to file a motion to substitute. As you will see in our attached proposed schedule, we suggest using the May 1 trial date that the court set for oral argument on our dispositive motions. If those motions are denied, we suggest a trial date be set within 45 days of the denial. Please let us know if this schedule is acceptable to you. Best regards,
Mark

From: Burton, Emily [<mailto:EBurton@ycst.com>]
Sent: Tuesday, March 28, 2017 5:40 PM
To: Hurd, S. Mark; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: RE: Pagliara/Fannie Mae - Proposed Trial Schedule

Mark,

Through the attached order, the Vice Chancellor set trial for May 1. After Fannie Mae's delay in responding to our efforts to move this action forward, this creates a rather tight timetable to litigate this action.

A proposed scheduling stipulation designed to bring this matter to trial on May 1 is attached. We understand that the parties' dispute concerns questions of law, rather than fact. Therefore, we believe that staged briefing will be necessary to flesh out the issues and that it will be practical to bring this case to trial on the pleadings.

Please let us know as soon as possible if you agree to this schedule, and if not, please provide comments to the attached stipulation. If a call would be helpful to discuss these points, please propose a time.

Best regards,

Emily V. Burton, Associate ■ YOUNG CONAWAY STARGATT & TAYLOR, LLP
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From: Hurd, S. Mark [<mailto:SHurd@MNAT.com>]
Sent: Friday, March 24, 2017 10:31 AM
To: Burton, Emily; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: RE: Pagliara/Fannie Mae - Proposed Trial Schedule

Emily,

We will discuss this with our client, and hope to be back to you early next week.

Best regards,
Mark

From: Burton, Emily [<mailto:EBurton@ycst.com>]
Sent: Thursday, March 23, 2017 8:14 PM
To: Hurd, S. Mark; Shen, Zi-Xiang
Cc: Flinn, Barr; Muthu, Lakshmi
Subject: Pagliara/Fannie Mae - Proposed Trial Schedule

Good afternoon,

It has been almost two weeks since the District Court remanded this books and records litigation to the Delaware Court of Chancery. In line with the fact that this is a summary proceeding, we would like to get a scheduling stipulation in place to bring this matter to a prompt resolution in mid-May. A proposed scheduling stipulation to that effect is attached. Please send us your comments.

If a call would be helpful, please propose a time.

Best regards,

Emily V. Burton, Associate ■ YOUNG CONAWAY STARGATT & TAYLOR, LLP
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