

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF IOWA
CEDAR RAPIDS DIVISION**

THOMAS SAXTON, IDA SAXTON,
BRADLEY PAYNTER,

Plaintiffs,

vs.

THE FEDERAL HOUSING FINANCE
AGENCY, in its capacity as Conservator of the
Federal National Mortgage Association and the
Federal Home Loan Mortgage Corporation,
MELVIN L. WATT, in his official capacity as
Director of the Federal Housing Finance
Agency, and THE DEPARTMENT OF THE
TREASURY,

Defendants.

Civil Action No. 1:15-cv-00047

**PLAINTIFFS' UNOPPOSED MOTION FOR LEAVE
TO FILE REPLY UNDER SEAL**

Pursuant to LR 5(c), Plaintiffs move for leave to file under seal their Reply to Defendants' Opposition to Plaintiffs' Motion for Leave to Amend the Complaint. Plaintiffs' Reply contains information revealed by materials produced in discovery subject to a protective order in *Fairholme Funds, Inc. v. United States*, 13-465 (Fed. Cl.). Certain counsel for Plaintiffs were admitted to the protective order in that case, and under the protective order they may only reveal the contents of designated *Fairholme* discovery materials in filings made under seal. For that reason, and as Plaintiffs further explain in the brief that accompanies this motion, Plaintiffs' motion for leave to file their Reply under seal should be granted. As required by LR 7(l), Plaintiffs consulted with Defendants about this motion, and all Defendants consent to it.

Dated: December 30, 2015

Respectfully submitted,

/s/ Alexander M. Johnson

Alexander M. Johnson, AT0004024 (*Lead Counsel*)

Sean P. Moore, AT0005499

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ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of December 2015, I caused a true and correct copy of the foregoing to be filed electronically using the Court's CM/ECF system, causing a true and correct copy to be served on all counsel of record.

/s/ Alexander M. Johnson

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**PLAINTIFFS' BRIEF IN SUPPORT OF THEIR UNOPPOSED MOTION
FOR LEAVE TO FILE REPLY UNDER SEAL**

The Court should grant Plaintiffs' Unopposed Motion for Leave to File Reply Under Seal. In support of their motion, Plaintiffs state as follows:

1. This suit is a challenge to Defendants' decision to impose the so-called "Net Worth Sweep," which requires Fannie Mae and Freddie Mac to pay all of their quarterly profits, less a small and decreasing capital reserve, to the federal government in perpetuity. The Net Worth Sweep is also being challenged by different plaintiffs in the Court of Federal Claims in *Fairholme Funds, Inc. v. United States*, 13-465 (Fed. Cl.). The court in that case authorized the plaintiffs to take discovery into topics related to the Net Worth Sweep, and discovery is ongoing.
2. Most of the materials produced in discovery in the *Fairholme* case are subject to a strict protective order, and filings that reveal the contents of those materials must be made under

seal. See Second Amended Protective Order, *Fairholme Funds v. United States*, No. 13-465 (Fed. Cl. Nov. 9, 2015), ECF No. 256.

3. On November 18, 2015, certain counsel for Plaintiffs were authorized to access materials produced in the *Fairholme* case. See Order Granting Certain Saxton Counsel Access to Protected Information, *Fairholme Funds v. United States*, No. 13-465 (Fed. Cl. Nov. 18, 2015), ECF No. 265. The *Fairholme* court granted Plaintiffs' counsel access to the discovery materials in part so that they could use them to amend the Complaint in this case.

4. Plaintiffs' Reply to Defendants' Opposition to Plaintiffs' Motion to Amend the Complaint reveals information that must be filed under seal under the *Fairholme* protective order.

5. This Court already has granted leave to file under seal Plaintiffs' motion to amend the complaint and Defendants' responses in opposition to that motion.

6. All Defendants consent to Plaintiffs' motion to file Plaintiffs' Reply under seal.

For the foregoing reasons, the Court should grant Plaintiffs' motion.

Dated: December 30, 2015

Respectfully submitted,

/s/ Alexander M. Johnson

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