

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

THOMAS SAXTON, IDA SAXTON,
BRADLEY PAYNTER,

Plaintiffs,

v.

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

**JOINT MOTION TO MODIFY BRIEFING SCHEDULE AND
FOR LEAVE TO EXCEED PAGE LIMITATIONS**

The parties to the above-captioned action respectfully request that the Court enter an order modifying the briefing schedule on the Defendants' forthcoming motions to dismiss the Plaintiffs' Amended Complaint, and granting the parties leave to exceed page limitations for their briefs in connection with those motions. In connection with Plaintiffs' original Complaint, the Court granted the parties' joint motion requesting similar modifications of briefing deadlines and page limitations. Doc. # 12 (July 13, 2015). In support, the parties state as follows:

1. On February 9, 2016, the Court granted Plaintiffs' request for permission to file an Amended Complaint and vacated the pending motions to dismiss as moot. Doc. # 60. The Clerk of Court filed Plaintiffs' Amended Complaint under seal on the same day. Doc. # 61.

2. Pursuant to Rules 15(a)(3) and 6(d) of the Federal Rules of Civil Procedure, Defendants' current deadline to answer or otherwise respond to the Amended Complaint is February 26, 2016.

3. The parties have conferred and agree—subject to the Court's approval—to the following modifications concerning the briefing deadlines and page limitations for Defendants' forthcoming motions to dismiss:

- a) Defendants' motions to dismiss shall be filed on or before March 18, 2016.
- b) The motion to dismiss of the Federal Housing Finance Agency and Melvin L. Watt (together, the "FHFA Defendants") shall not exceed 45 pages.
- c) The Department of the Treasury's ("Treasury's") motion to dismiss shall not exceed 35 pages.
- d) Plaintiffs' resistance to Defendants' motions to dismiss shall be filed on or before April 18, 2016.
- e) Plaintiffs' resistance to Defendants' motions to dismiss shall not exceed 80 pages.
- f) Defendants' replies in support of their motions to dismiss shall be filed on or before May 18, 2016.
- g) Defendants' replies in support of their motions to dismiss shall not exceed 25 pages each.

4. Good cause supports the foregoing modification of the briefing schedule and page limitations. Plaintiffs' action is one of many similar actions that have been filed in the U.S.

District Court of the District of Columbia (“D.D.C.”),¹ the U.S. Court of Federal Claims (“C.F.C.”),² and other federal district courts,³ each of which assert various claims concerning the Third Amendment to the Preferred Stock Purchase Agreements (“PSPAs”), through which the U.S. Department of Treasury provided billions of dollars to Fannie Mae and Freddie Mac. The D.D.C. actions are now on appeal in the U.S. Court of Appeals for the D.C. Circuit, and argument in that appeal is scheduled for April 15, 2016.⁴ All Defendants in this action are also parties to the D.C. Circuit appeal and the other U.S. district court actions, and therefore must coordinate their actions to comply with the various deadlines in each of these related actions.

5. Moreover, Plaintiffs in this action—who are shareholders of Fannie Mae and Freddie Mac—assert five causes of action challenging the Third Amendment and demanding substantial relief including, *inter alia*, the transfer of billions of dollars from Treasury to Fannie

¹ The related cases pending in the U.S. District Court for the District of Columbia include: *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*, Misc. Action No. 13-mc-1288 (consolidating *Liao v. Jacob Lew*, No. 1:13-cv-01094; *Cacciapelle v. Federal National Mortgage Association*, No. 1:13-cv-01149; *American European Insurance Co. v. Federal National Mortgage Association*, No. 1:13-cv-01169; *Cane v. Federal Housing Finance Agency*, No. 1:13-cv-01184; *Dennis v. Federal Housing Finance Agency*, No. 1:13-cv-01208; *Marneu Holdings, Co, et al v. FHFA, et al.*, No. 1:13-cv-01421; and *Barry P. Borodkin v. FNMA, et al.*, No. 1:13-cv-01443); *Arrowood Indemnity Co., et al. v. FNMA, et al.*, No. 1:13-cv-01439; *Perry Capital v. Jacob Lew*, No. 1:13-cv-01025; *Fairholme Funds, Inc. et al. v. U.S.*, No. 1:13-cv-01053.

² The cases pending in the U.S. Court of Federal Claims include: *Washington Federal v. U.S.*, No. 1:13-cv-00385; *Fairholme Funds, Inc. et al. v. U.S.*, No. 1:13-cv-00465; *Joseph Cacciapalle v. U.S.*, No. 1:13-cv-00466 (consolidated with *Dennis v. U.S.*, No. 1:13-cv-00542 and *American European Insurance Co. v. U.S.*, No. 1:13-cv-00496); *Arrowood Indemnity Company v. U.S.*, No. 1:13-cv-00698; *Fisher, Reid & Shipmon*, Nos. 13-608 and 13-672C (consolidating *Bryndon Fisher & Bruce Reid derivatively on behalf of Fannie Mae v. U.S. & Fannie Mae*, No. 1:13-cv-00608 and *Shipmon v. U.S.*, No. 1:13-cv-672); and *Bryndon Fisher & Bruce Reid derivatively on behalf of Freddie Mac v. U.S. & Freddie Mac*, No. 1:14-cv-00152.

³ These cases are *Jacobs, et al. v. FHFA, et al.*, No. 1:15-cv-00708 (D. Del.); *Robinson v. FHFA, et al.*, No. 7:15-cv-00109 (E.D. Ky.); and *Roberts, et al. v. FHFA, et al.*, No. 1:16-cv-02107 (N.D. Ill.).

⁴ The D.C. Circuit appeal is *Perry Capital LLC v. Jacob Lew et al.*, Nos. 14-5243, 14-5254, 14-5260, 14-5262 (D.C. Cir.).

Mae and Freddie Mac. Accordingly, the requested modification to the briefing schedule and page limitations will enable the parties to adequately address the significant issues raised by Plaintiffs' Amended Complaint.

6. The Court granted one prior extension of briefing deadlines and page limitations in this case, in connection with Defendants' motions to dismiss Plaintiffs' original Complaint. Doc. # 12 (July 13, 2015). The modifications to page limitations requested herein are identical to those that the Court granted in connection with the original Complaint. The requested extensions to the deadlines are similar to those granted in connection with the original Complaint.

WHEREFORE, the parties pray the Court enter an order—substantially in the form of the proposed order attached hereto—modifying the briefing schedule on Defendants' forthcoming motions to dismiss, and granting the parties leave to exceed page limitations for their briefs in connection with those motions.

Respectfully submitted,

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[PROPOSED] ORDER

This matters comes before the Court on the parties' Joint Motion to Modify Briefing Schedule and for Leave to Exceed Page Limitations. Upon consideration of the motion, it is hereby ORDERED that briefing on Defendants' motions to dismiss shall proceed as follows:

1. Defendants' motions to dismiss shall be filed on or before March 18, 2016.
2. The FHFA Defendants' motion to dismiss shall not exceed 45 pages.
3. Treasury's motion to dismiss shall not exceed 35 pages.
4. Plaintiffs' resistance to Defendants' motions to dismiss shall be filed on or before April 18, 2016.
5. Plaintiffs' resistance to Defendants' motions to dismiss shall not exceed 80 pages.
6. Defendants' replies in support of their motions to dismiss shall be filed on or before May 18, 2016.

7. Defendants' replies in support of their motions to dismiss shall not exceed 25 pages each.

Dated: _____, 2016

United States District Judge