



*See* Dkt. 1209; *see also* Dkt. 1266. The Magistrate Judge’s June 22, 2022 Minute Order (Dkt. 1257) and Opinion (Dkt. 1258) overruled FHFA’s objection. FHFA then objected to the Magistrate’s decision under Rule 72 on July 7, 2022. Dkt. 1266 (the “Objection to the Order”). FHFA’s Objection to the Order is fully briefed and pending before the district court. As explained in the Initial Objection and FHFA’s briefing on the Objection to the Order, allocating fees and costs to the GSE Properties will necessarily dissipate the collateral securing each Enterprise’s loan, thereby depriving the Conservator of a property interest and restraining the Conservator’s powers to collect on obligations due the GSEs and to preserve and conserve conservatorship property.

Accordingly, and to preserve FHFA and the Enterprises’ position as to any further allocations of Receiver’s fees and costs to Properties, FHFA and the Enterprises object to the Motions to the extent that they seek to allocate fees and costs to the GSE Properties. In that regard, FHFA and the Enterprises respectfully rely upon and incorporate here by reference the arguments in the Initial Objection and FHFA’s briefing on the Objection to the Order. *See* Dkts. 1209, 1266, 1279. To be clear, FHFA and the Enterprises’ position is not that the fees and costs set forth in the Motions are themselves objectionable, but only that they cannot be allocated to or assessed against collateral representing the GSE Properties.<sup>1</sup>

Further, in the event that the Receiver moves for approval of property-by-property fee allocations against the GSE Properties, FHFA and the Enterprises reserve the right to assert the arguments that doing so violates federal law in opposition to that motion, and they intend to do so.

---

<sup>1</sup> The Enterprises may have additional objections to the fees and costs for their properties not included within this objection.

**CONCLUSION**

FHFA and the Enterprises object to the Receiver's Motions to the extent its fees and costs are allocated to the GSE Properties, as such action is precluded by federal law. The Court should deny the Receiver's Motions to the extent the fees and costs are allocated against GSE Properties.

Dated: August 30, 2022

Respectfully submitted,

/s/ Michael A.F. Johnson  
Michael A.F. Johnson  
ARNOLD & PORTER  
KAYE SCHOLER LLP  
D.C. Bar No. 460879, *admitted pro hac vice*  
601 Massachusetts Avenue NW  
Washington, DC 20001  
Telephone: (202) 942-5000  
Facsimile: (202) 942-5999  
Michael.Johnson@arnoldporter.com

Daniel E. Raymond  
ARNOLD & PORTER  
KAYE SCHOLER LLP  
70 West Madison Street, Suite 4200  
Chicago, Illinois 60602  
Telephone: (312) 583-2300  
Facsimile: (312) 583-2360  
Daniel.Raymond@arnoldporter.com

*Attorneys for Federal Housing Finance  
Agency in its capacity as Conservator for  
the Federal National Mortgage Association  
and the Federal Home Loan Mortgage  
Corporation*

/s/ Jill L. Nicholson  
Jill L. Nicholson  
FOLEY & LARDNER LLP  
321 North Clark Street, Suite 2800  
Chicago, Illinois 60654  
Telephone: (312) 832-4500  
Facsimile: (312) 644-7528  
jnicolson@foley.com

*Attorney for Federal National Mortgage  
Association*

/s/ Mark Landman  
Mark Landman  
LANDMAN CORSI  
BALLAINE & FORD P.C.  
120 Broadway, 27th Floor  
New York, New York 10271  
Telephone: (212) 238-4800  
Facsimile: (212) 238-4848  
mlandman@lcbf.com

*Attorney for Federal Home Loan Mortgage  
Corporation*

**CERTIFICATE OF SERVICE**

I hereby certify that on August 30, 2022, I caused the foregoing **Federal Housing Finance Agency, Fannie Mae, and Freddie Mac's Joint Objection to Receiver's Fifteenth and Sixteenth Interim Applications and Motions for Court Approval of Payment of Fees and Expenses of Receiver and Receiver's Retained Professionals** to be electronically filed with the Clerk of the Court through the Court's CM/ECF system, which sent electronic notification of such filing to all parties of record.

/s/ Daniel E. Raymond