

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA**

IN RE: NATIONAL ARBITRATION  
FORUM TRADE PRACTICES  
LITIGATION

THIS DOCUMENT RELATES TO:  
ALL ACTIONS

MDL NO. 10-2122 (PAM/JSM)

**FINDINGS OF FACT**

Based upon the Agreement of Settlement in the above matter, and upon the evidence and stipulation and admissions of Defendants, the Court hereby makes the following findings of fact:

- a. The National Arbitration Forum, Inc. (NAF, Inc.) is a privately held, for-profit, Minnesota corporation. National Arbitration Forum, LLC (NAF, LLC) is a privately held, for-profit Delaware limited liability company with its principal operations in Minnesota.
- b. Investor, J. Michael Cline, is the founding managing partner of Accretive, LLC (Delaware), a Delaware limited liability company based in New York, New York. Accretive is the management company for several private equity funds.
- c. Mann Bracken, LLP is a Delaware limited liability partnership. Mann Bracken, LLP is the successor by merger of Mann Bracken, LLC, Wolpoff & Abramson, LLP, and Eskanos & Adler, P.C.
- d. On or about November 20, 2006, Accretive formed MB Solutions–Acquisition Corp. (MB Acquisition). On or about October 26, 2006, MB Solutions, LLC (MB Solutions) was formed as a Delaware limited liability company. On November 29, 2006, Mann Bracken, LLC and MB Solutions,

among others, entered into a number of agreements including (i) an Equity Purchase Agreement, pursuant to which MB Acquisition acquired an ownership interest in MB Solutions, and (ii) a Contribution Agreement, pursuant to which certain non-legal services assets (as defined in the Contribution Agreement) were acquired by MB Solutions from Mann Bracken, LLC. Effective November 29, 2006, Mann Bracken, LLC entered into an Administrative Services Agreement and a Legal Services Agreement with MB Solutions. MB Solutions changed its name to Axiant, LLC on or about July 12, 2007.

- e. On June 28, 2007, MB Solutions entered into an Asset Purchase Agreement with Eskanos & Adler, P.C. (Eskanos & Adler), among others, pursuant to which MB Solutions purchased from Eskanos & Adler certain non-legal services assets as defined in that agreement. On July 16, 2007, Axiant entered into a Contribution and Sale Agreement with Wolpoff & Abramson, LLP (Wolpoff & Abramson), among others, pursuant to which Axiant purchased from Wolpoff & Abramson certain non-legal services assets as defined in that agreement.
- f. Following the consummation of the foregoing transactions, the Accretive funds, through two holding companies, held a 68.7% equity ownership interest in Axiant. Separately, the three laws firms were merged into a single law firm on or around July 1, 2008.
- g. In June 2007, Accretive created Agora Fund I, GP, LLC (Agora or Agora General Partner). Agora is an investment fund managed by Accretive and is the general partner of certain private equity funds including Agora Fund I, LP, Agora Fund I Coinvestment Partners, LP, and Agora Fund I Holding Partners (collectively the "Agora Funds"). Prior to July 28, 2008, J. Michael Cline served as the managing member of the Agora General Partner.
- h. Effective June 27, 2007, NAF, Inc. became a holding company, owning 100% of NAF, LLC and 60% of Dispute Management Services, LLC (DMS) (d/b/a Forthright). In exchange for an investment of approximately \$42 million, the Agora Funds acquired a 40% interest in DMS. Commencing on June 27,

2007, NAF, LLC provided neutrals and forums for arbitrations and DMS provided all back office and administrative services to support NAF, LLC, the arbitration entity, pursuant to the terms of a service agreement.

These findings shall merge with the Court's order granting final approval of the settlement and with the final judgment.

Dated: Monday, August 8, 2011

*s/ Paul A. Magnuson*

Paul A. Magnuson  
United States District Court Judge