

WILLKIE FARR & GALLAGHER LLP

Alexander L. Cheney (SBN 302157)

acheney@willkie.com

333 Bush Street

San Francisco, CA 94104

Telephone: (415) 858-7400

Attorney for Respondent

Oto Analytics, LLC

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

BENWORTH CAPITAL PARTNERS LLC,

Petitioner,

v.

OTO ANALYTICS, LLC,

Respondent.

Case No. 3:24-cv-4840-AMO

**DECLARATION OF ALEXANDER L.
CHENEY IN SUPPORT OF OPPOSITION
TO PETITION TO VACATE FINAL
ARBITRATION AWARD**

Hon. Araceli Martínez-Olguín

1 I, Alexander L. Cheney, pursuant to 28 U.S.C. § 1746, declare as follows:

2 1. I am a member in good standing of the bars of California and New York. I am
3 admitted to practice in the United States District Court for the Northern District of California. I
4 am a partner at Willkie Farr & Gallagher LLP, counsel for Respondent Oto Analytics, LLC (f/k/a
5 Oto Analytics, Inc. d/b/a Womply) (“Womply”).

6 2. I respectfully submit this declaration to provide this Court with certain materials
7 cited in Womply’s Opposition to Petition to Vacate Final Arbitration Award. This declaration is
8 based on my personal knowledge or information provided to me.

9 **DOCUMENTS**

10 3. Attached hereto as **Exhibit 1** is a true and correct copy of the U.S. Small Business
11 Administration’s Standard Operating Procedure, 50 10 6, Lender and Development Company
12 Loan Programs, effective October 1, 2020.

13 4. Attached hereto as **Exhibit 2** is a true and correct copy of Benworth Capital
14 Partners LLC’s (“Benworth”) Motion to Disqualify William M. Manger, Jr., as Womply’s Expert
15 Witness or, in the Alternative, to Strike his Opinions, dated January 25, 2023, in the JAMS
16 arbitration styled *Oto Analytics, Inc. d/b/a Womply v. Benworth Capital Partners, LLC*, JAMS
17 Ref. No. 1210038203 (the “Arbitration”).

18 5. Attached hereto as **Exhibit 3** is a true and correct copy of the Arbitrator’s Order,
19 dated May 2, 2023.

20 **ADDITIONAL FACTS**

21 6. On February 20, 2024, the Arbitrator in the Arbitration issued an Order requiring
22 that Womply promptly transmit copies of loan files to Benworth. (Petition to Vacate Final
23 Arbitration Award App’x 3054–3061.) Womply consented to a declaratory judgment on its
24 obligation to provide loan files to Benworth. Womply complied with the Arbitrator’s order and
25 delivered the loan files to Benworth on June 12, 2024.

26
27 I declare under the penalty of perjury under the laws of the State of California and the United
28 States that the foregoing is true and correct.

Executed at San Francisco, California on this 26th day of August 2024.

Dated: August 26, 2024

WILLKIE FARR & GALLAGHER LLP

By: /s/ Alexander L. Cheney

Alexander L. Cheney

Attorney for Respondent

Oto Analytics, LLC