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January 16, 2026

VIA FILE & SERVE EXPRESS AND HAND DELIVERY

The Honorable Kathaleen St. J. McCormick
Court of Chancery
Leonard L. Williams Justice Center
500 North King Street, Suite 11400
Wilmington, DE 19801

**Re: *In Re TransPerfect, Inc.*, No. 9700-CM
Elting v. Shawe et al., No. 10449-CM**

Dear Chancellor McCormick:

We continue to represent TransPerfect Global, Inc. (“TPG”) in connection with its effort to extract itself from the endless loop of billing created by the court-ordered sale of TransPerfect Translations Inc and its subsidiaries. The purpose of this letter is to request that the Court cancel the hearing scheduled for March 27, 2026, and thereby avoid creating additional billing by the former Custodian’s counsel which will only perpetuate and exacerbate the problem. There is no need for a hearing on the pending motions for contempt because, notwithstanding the stay issued by this Court in January 2024, all amounts ordered by this Court have been paid.

TPG remains ready, willing and able to satisfy the Custodian's fee billing approved by this Court but continues to be faced by a Hobson's choice – either it can elect to say nothing and give up its objections or suffer the continuous billing carousel with no chance of finality. The time has come to end this case which has continued beyond the merits for more than seven years. It is this kind of never-ending billing cycle benefitting local lawyers that is leading businesses to consider incorporation in other jurisdictions.

Our client is prepared to pay the reasonable outstanding fees determined by this Court on existing applications, while preserving its objections and rights to set-off, in exchange for a final, appealable order.¹ The law requires no less. In the absence of such an order, this Court is perpetuating conditions which make it necessary for our client to risk being held in contempt of a future order as a last resort to have access to due process – that is, be held in “soft” contempt to get review of this Court's orders. This is an unconstitutional condition. While our client has not determined whether to appeal, in the event of such an appeal we will

¹ In anticipation of submitting this letter, we requested that the Custodian's counsel provide us with the amount of fees he claims is owed. The total amount billed for time spent by the attorneys and costs is \$947,703.61. See Court's October 20, 2025 Letter Decision (Dkt. 1866), attached as *Exhibit A*, which references and addresses the following five fee petitions: C.A. No. 9700-CM, Dkt. 1844 (Q1 2024 Fee Petition); Dkt. 1855 (Q2 2024 Fee Petition); Dkt. 1858 (Q3 2024 Fee Petition); Dkt. 1863 (Q4 2024 Fee Petition); Dkt. 1865 (Q1 & Q2 2025 Fee Petition).

petition the Supreme Court to set a cap or flat amount of fees available to the Custodian for such an appeal.

In the hope that the Court is equally committed to bringing an end to this eleven-plus year case that involves only fees on fees claims, we attach a proposed draft Final Order that grants the Custodian all the unpaid fees and costs his attorneys have represented were billed. We respectfully request that the Court review the outstanding fees to ensure that they are reasonable and issue the attached [Proposed] Final Order.

Respectfully yours,

/s/ Frank E. Noyes
Frank E. Noyes, II (No. 3988)
Words [492/1000]

FEN/mr

Enclosures

cc: The Honorable Matthew Meyer, Governor of the State of Delaware (via Hand Delivery)
Representative Melissa Minor-Brown, Speaker of the Delaware House of Representatives (via Hand Delivery)
Senator David P. Sokola, President Pro Tempore of the Delaware Senate (via Hand Delivery)
Douglas D. Hermann (via File & ServeXpress)
Jennifer C. Voss (via File & ServeXpress)
Jeremy D. Eicher (via File & ServeXpress)