



GRANTED WITH MODIFICATIONS

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re: TRANSPERFECT GLOBAL, INC.)	
)	C.A. No. 9700-CB
)	
ELIZABETH ELTING,)	
Petitioner,)	
)	
v.)	C.A. No. 10449-CB
)	
PHILIP R. SHAWE and SHIRLEY SHAWE,)	
Respondents,)	
)	
and)	
)	
TRANSPERFECT GLOBAL, INC.,)	
Nominal Party.)	
)	

[PROPOSED] ORDER CLARIFYING *SECOND ORDER CONCERNING CUSTODIAN’S MOTION FOR CIVIL CONTEMPT AND SANCTIONS AND RECORDS CONFIDENTIALITY ORDER*

AND NOW, this ____ day of _____, 2020, upon consideration of TransPerfect Global, Inc.’s Motion for an Order Clarifying or modifying the Court’s November 1, 2019 Orders Pursuant to Court of Chancery Rule 54(b) and the Joinder filed by Philip Shawe, and any response thereto, the Motion is GRANTED as follows:

1. The confidentiality provisions of the *Second Order Concerning Custodian’s Motion for Civil Contempt and Sanctions* (“Second Order”) and *Records Confidentiality Order* (“RCO”), both entered November 1, 2019

(“November 1 Orders”) shall apply only to Confidential Records as defined therein. Any other redactions to the public versions of Confidential Records Filings, as defined therein, shall be limited to Confidential Information within the meaning of Court of Chancery Rule 5.1.

2. Nothing in the November 1 Orders shall be construed in a manner inconsistent with Paragraph 1 of this Order.

3. The recitation of “good cause” in the Second Order, ¶ 3(b) and the RCO, ¶ 9 shall apply only to Confidential Records and not to Confidential Records Filings.

Chancellor Bouchard

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 64649422

Current Date: Jun 08, 2020

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Andre G Bouchard

Court Authorizer

Comments:

The core issue here concerns language in paragraph 9 of the RCO requiring the complete redaction of a public version of a "Confidential Records Filing." The RCO defines that term to include, among other things, pleadings, briefs, motions, letters, and affidavits that disclose or describe the contents of a "Confidential Record." RCO Para. 7. When negotiating the terms of the RCO, TransPerfect, Shawe, and the Custodian each proposed language substantively identical to the language in paragraph 9 that is now at issue. See Dkt. 1389 & Ex. A (form of RCO submitted by TransPerfect and Shawe); Dkt. 1393 & Ex. 1 (redline of RCO comparing each side's proposed language).

Notwithstanding that the movants effectively agreed to the provision they now challenge, and the Custodian's other grounds for opposing the motion, the court grants the relief sought because it is in the interests of justice to do so. Simply put, the filing of public versions of Confidential Records Filings that delete the entire contents of such documents cannot be squared with the fundamental purpose of Court of Chancery Rule 5.1. Rather, redactions to public versions of Confidential Records Filings must be limited to "Confidential Information" within the meaning of Rule 5.1. Consistent with the foregoing, the version of the brief attached as Exhibit D to the Affidavit of Frank E. Noyes (Dkt. 1438) may be filed publicly.

Paragraph 3(b) of the Second Order requires execution of an undertaking for a person to obtain access to Confidential Records and Confidential Records Filings. The parties are presently engaged in mediation before William B. Chandler, III (the "Mediator"). In order to facilitate the mediation process, the court authorizes the Mediator to share Confidential Records and/or Confidential Records Filings with the mediation participants as he deems appropriate, in his sole discretion, without adhering to the undertaking requirement in the Second Order.

/s/ Judge Andre G Bouchard