



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

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|---------------------------------|---|------------------------|
| P.C. CONNECTION, INC. d/b/a     | ) |                        |
| CONNECTION,                     | ) |                        |
|                                 | ) |                        |
|                                 | ) |                        |
| Plaintiff,                      | ) |                        |
|                                 | ) | C.A. No. 2020-0869-JTL |
| v.                              | ) |                        |
|                                 | ) |                        |
| SYNYGY LTD., SYNYGY LLC,        | ) |                        |
| SYNYGY PTE. LTD., OPTYMYZE PTE. | ) |                        |
| LTD., OPTYMYZE LLC and MARK A.  | ) |                        |
| STIFFLER,                       | ) |                        |
|                                 | ) |                        |
| Defendants.                     | ) |                        |

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**MOTION TO WITHDRAW AS COUNSEL FOR DEFENDANTS**

McCarter & English LLP (“Counsel”) hereby moves this Court pursuant to Court of Chancery Rule 5(aa) for an Order in the form attached granting Counsel’s Motion to Withdraw as Counsel for Defendants Synygy Ltd., Synygy LLC, Synygy Pte. Ltd., Optymyze Pte. Ltd., Optymyze LLC, and Mark A. Stiffler (collectively, the “Defendants”) in this matter. In support hereof, Counsel states as follows:

1. On May 19, 2021, a dispute within the meaning of Del. Law. R. Prof. Conduct 1.15 arose between McCarter & English LLP and the Client over the disposition of certain funds held in trust that are related to a different dispute resolution proceeding. The law firm has not been able to resolve the dispute since that date despite good faith efforts, such that withdrawal under Del. Law. R. Prof. Conduct 1.16(a)(1) and 1.16(b)(4) is required.

2. The Client has disabled the access of McCarter & English LLP to the communication medium Microsoft Teams by which the Client had previously provided instruction for this representation, and the Client refuses to timely answer inquiries or request for instruction in any other manner. Further, the Client has disabled the access of McCarter & English LLP to the document platform that the Client maintains for discovery, such that the law firm can no longer access the documents that are required to defend this case. The Client has thereby rendered continued representation unreasonably difficult (really, impossible) within the meaning of Del. Law. R. Prof. Conduct 1.16(b)(6), and has substantially failed to fulfill an obligation to the law firm within the meaning of Del. Law. R. Prof. Conduct 1.15(b)(5).

3. The Client has advised in writing that it lacks the means to pay for continued representation, causing unreasonably financial burden to the law firm within the meaning of Del. Law. R. Prof. Conduct 1.15(b)(6).

4. The relationship between lawyers and Client has become acrimonious, rendering effective representation impossible and requiring withdrawal pursuant to Del. Law. R. Prof. Conduct 1.16(b)(7).

5. The Client has been advised of all pending status and deadlines, such that withdrawal will not prejudice the Client within the meaning of Del. Law. R. Prof. Conduct 1.16(b)(1).

WHEREFORE, Counsel respectfully request that the Court grant this Motion to Withdraw and enter an Order in the form attached.

Dated: June 2 , 2021

**MCCARTER & ENGLISH, LLP**

*/s/ Andrew S. Dupre* \_\_\_\_\_

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*Attorneys for Defendants*

**WORDS: 375**

**CERTIFICATE OF SERVICE**

I hereby certify that on June 2, 2021, I caused a true and correct copy of the foregoing **Motion to Withdraw as Counsel for Defendants** to be served via File & Serve*Xpress* on the following counsel of record:

Daniel A. Griffith, Esquire  
WHITEFORD TAYLOR & PRESTON, LLP  
Renaissance Centre  
405 N. King Street, Suite 500  
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/s/ Andrew S. Dupre  
Andrew S. Dupre (No. 4621)