



The Special Masters have reviewed the arguments made in the briefs filed by the parties and the cases cited therein. The case upon which the Respondents' chiefly relied, Eureka Inv. Corp. v. Chicago Title Ins. Co., 743 F.2d 932 (D.C. Cir. 1984), was not supplied to the Special Masters at the time of their initial determination. In any event, Eureka is inapplicable to the facts and circumstances surrounding this case. In addition, the Special Masters have again reviewed each of the 17 documents in question. Based on our review, we reiterate that Respondents have not adequately supported their claims that the documents are protected by a privilege.

The Special Masters on at least two occasions have asked Respondents to produce a certification or other confirmation from the law firm of Holland & Knight as to Holland & Knight's role in representing both Respondents and the Department of Housing and Urban Development. Respondents have produced no such confirmation.

We therefore recommend to the Court that the 17 documents be provided to the Petitioner. The 17 documents and the Special Masters' privileged determinations and rationale are as follows:

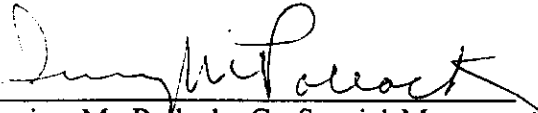
Item	Description	Privilege Determination	Rationale
54	12/16/96 letter and invoice from Holland & Knight ("H&K") for legal services re HUD contract, leases, and ERISA	Overruled	Document created during period of H&K's representation of Respondents and HUD <sup>1</sup>

<sup>1</sup> There may be additional reason(s) why each of the 17 documents is not protected by a privilege; the reason cited, however, is dispositive.

62	1/2/96 letter to H&K from HSG's B. Dietz w/enclosures re modification of subcontract agrmt b/w HSG and Coopers & Lybrand under HUD contract	Overruled	(Same)
63	4/8/96 fax cover sheet from H&K to HSG's B. Dietz w/draft letter from H&K to Verner Liipfert re HUD subcontract modification issues (and enclosures -- HSG insurance policy for HUD contract)	Overruled	(Same)
64	2/5/96 letter from H&K to HSG's B. Dietz w/enclosures re completion of subcontract modification and task order	Overruled	(Same)
65	2/14/96 fax cover sheet w/letter from H&K to HSG's B. Dietz and enclosure re proposed language for liability on cost or pricing invoices for Cooper & Lybrand under HUD contract	Overruled	(Same)
75	6/24/94 letter from HSG's Rbt Robinson to H&K re HUD contract	Overruled	(Same)
84	1/20/95 memo from H&K to Ms. A. Fitts re HSAS contract authority issues and subcontract with Williams & Adley	Overruled	(Same)
96	10/27/94 transmittal letter from H&K to Rbt. Robinson re HUD contract transfer agrmt b/w HSG and HSAS (no enclosures attached)	Overruled	(Same)
98	7/16/95 cover letter from H&K to HSG's Rbt. Robinson re updated version of document package 1 and 2 (no enclosures attached) [see document no. 99]	Overruled	(Same)

99	10/12/94 fax coversheet w/letter from H&K to Rbt Robinson re drafts of assignment and opinion concerning assignment of HUD contract to HSAS	Overruled	(Same)
100	10/12/94 cover letter from H&K to HSG's R. Robinson re drafts of assignment and opinion concerning assignment of HUD contract to HSAS (with corporate consents)	Overruled	(Same)
101	10/2/95 cover letter from H&K to HSG re HUD contract transfer agrmnt b/w HSG and HSAS w/encls (contract transfer agreement and officer's cert.)	Overruled	(Same)
107	6/9/95 H&K invoice for legal services and HSG check dated 6/25/95	Overruled	(Same)
109	6/8/95 H&K invoice for legal services re "HUD asset contract"	Overruled	(Same)
110	5/5/95 H&K invoice for legal services re "HUD asset contract"	Overruled	(Same)
111	5/10/95 H&K invoice for legal services	Overruled	(Same)
125	7/15/96 H&K invoice for legal services re "HUD asset contract"	Overruled	(Same)

Respectfully submitted,  
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Irving M. Pollack, Co-Special Master

Dated: May 26, 1999

  
Laurence Storch, Co-Special Master

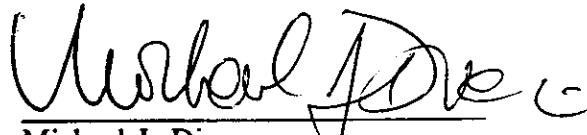
Certificate of Service

I hereby certify that on this the 26th day of May, 1999, copies of the foregoing Recommendation of Co-Special Masters Irving M. Pollack and Laurence Storch were served via first-class mail, postage pre-paid, and via telefax, on the following:

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Michael J. Dixon



**ORDERED** that the Special Masters shall forthwith turn over to Petitioner documents identified by the Special Masters as items numbered 54, 62, 63, 64, 65, 75, 84, 96, 98, 99, 100, 101, 107, 109, 110, 111, and 125.

**IT IS SO ORDERED** on this the \_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
United States District Judge

Copies to:

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