COLLINS, DOBKIN & MILLER LLP

ATTORNEYS AT LAW

277 BROADWAY, FOURTEENTH FLOOR
NEW YORK, NEW YORK 10007–2001

TEL: (212) 587-2400
FAX: (212) 587-2410
E-MAIL: SMILLER@COLLINSDOBKINMILLER.COM

TIMOTHY L. COLLINS
STEPHEN DOBKIN
SETH A. MILLER

W. MILLER HALL

OF COUNSEL:
OLIVE KAREN STAMM
ANNE JAFFE

PARALEGAL:
JONATHAN LILIENTHAL

February 5, 2010

by e-mail and mail

Stephen B. Meister, Esq.
Meister, Seelig & Fein LLP
140 East 45th St, 19th Floor
New York, New York 10017

Re: Denza v. Independence Plaza Associates
Supreme Court, New York County Index No. 117673/05

Dear Mr. Meister:

This letter is in response to the intemperate remarks attributed to you in the newspaper article *Feds Say Gluck is Gouging I.P.N*, which appeared in the February 5, 2010 edition of Downtown Express. Specifically, you are quoted as saying "If [I.P.N. tenant lawyer Miller] wins and the building is stabilized, I'm going to make it my personal business to completely take the building to market." You are further quoted as saying that "[e]veryone gets screwed if Miller wins."

Your statements convey your belief that the outcome of the pending litigation at IPN is your "personal business." They imply that you personally are willing to disregard a finding that the development is rent stabilized in order to achieve your personal objective of deregulating the more than 1,300 apartments at IPN. They imply that you, and by extension your clients, harbor an unseemly personal animus towards my clients and towards my firm. They imply a threat of frivolous litigation.

This letter is intended as a warning about the potential consequences of making such threats in the press.

Rule 2.1 of the Rules of Professional Conduct requires that "a lawyer shall exercise independent professional judgment." Your statements create an issue about whether your judgments about the litigation are "independent" and "professional" or, instead, your "personal business."

The anti-harassment ordinance in New York City makes it unlawful to engage in any conduct intended to cause tenants to vacate or waive their rights. *See,* NYC Admin. Code §27-2004 (a)(48). Your statements fit the statutory definition of "harassment," since they are intended to cause the tenants at IPN to waive their rights under the Rent Stabilization Law. *See also,* Real Property Law §223-b (making it unlawful to retaliate against tenants for asserting their rights).

Under the rule prohibiting litigants from arguing frivolous positions and from commencing frivolous actions, conduct can be found to be frivolous based on a party's motivation alone: 22 N.Y.C.R.R. §130-1.1 defines frivolous conduct as including conduct that is "undertaken primarily to delay or prolong the resolution of the litigation, or to harass or maliciously injure another."

Because your statements have made your clients' legal position into your "personal business," in the future the outlandish positions you have argued in this litigation will no longer have to be measured by whether they are "supported by a reasonable argument for an extension, modification or reversal of existing law." Your statements have raised the issue of whether the positions you have taken are motivated by consideration of your "personal business" as opposed to a reasonable consideration of legal principles.

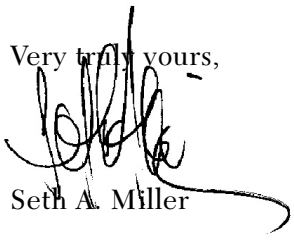
Thus, as a result of your statements, your motives have become relevant to any determination of whether it is frivolous for your clients to seek to rescind their March 12, 2004 Exit Agreement with the tenants, or for your client to claim to be exempt from the rule that J-51 apartments remain rent stabilized until the tenant vacates unless each lease contained notice of the J-51 benefits and the expected date they would expire. Prior to the publication of your statements, the total lack of any support for those positions might not have sufficed by itself to make them frivolous, since they would also have to be found not to be reasonable.

Rule 3.7 of the Rules of Professional Conduct requires that a lawyer be recused as counsel in any matter requiring that he or she testify about a contested issue, particularly if the testimony is likely to be adverse to the client. In the current litigation, your clients' state of mind is relevant to several issues. It is relevant to the issue of whether they will be liable for treble damages. I believe that it may be relevant to the False Claims Act claims now pending in federal court.

Your statements offer a useful perspective on your clients' state of mind. They are admissible, and we reserve the right to introduce them in evidence. Regardless of whether they rise to the level that would require your recusal, you surely have a duty to avoid making statements that can be used as evidence against your clients.

Please refrain from making further threatening statements to the press concerning this case.

Very truly yours,



Seth A. Miller

cc: Jeffrey Ostreicher, Esq.
Timothy McInnis, Esq.
Julie Shapiro