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10 Attorneys for the United States of America

11 UNITED STATES BANKRUPTCY COURT

12 CENTRAL DISTRICT OF CALIFORNIA

13 LOS ANGELES DIVISION

14 In re: ) Case No.: 2:06-bk-11205 VZ  
15 DEATH ROW RECORDS, INC. ) CHAPTER 11  
16 ) LIMITED OPPOSITION OF UNITED  
17 Debtor. ) STATES OF AMERICA, INTERNAL  
18 ) REVENUE SERVICE, TO CHAPTER 11  
19 ) TRUSTEE'S MOTION FOR ORDER  
20 ) SUBSTANTIVELY CONSOLIDATING  
21 ) ESTATES OF DEATH ROW RECORDS,  
22 ) INC. (CASE NO. 2:06-11205-VZ)  
23 ) AND MARION KNIGHT, JR. (CASE  
24 ) NO. 2:06-11187-VZ), OR GRANTING  
25 ) ALTERNATIVE RELIEF  
26 ) HEARING:  
27 ) Date: January 20, 2008  
28 ) Time: 11:00 AM  
29 ) Ctrm: 1368  
30 ) 255 E. Temple Street  
31 ) Los Angeles, CA 90012

32 COMES NOW, the United States of America, on behalf of its  
33 agency the Internal Revenue Service, and sets forth the  
34 following limited opposition to the Chapter 11 Trustee's Motion  
35 for Order Substantively Consolidating the Estates:

1           1.     The IRS has filed a proof of claim in the case of  
2 Marion Knight, Jr. (Case No. 2:06-11187-VZ) (the Knight Case) as  
3 a secured claim in the sum of approximately \$11 million. The  
4 IRS asserts its liens attach to all pre-petition property and  
5 rights to property of the Debtor.

6           2.     The IRS has filed a proof of claim in the case of  
7 Death Row Records, Inc. (Case NO. 2:06-11205-VZ) (the Death Row  
8 Case) debtor's case as a secured claim in the sum of  
9 approximately \$1 million. The IRS asserts its liens attach to  
10 all pre-petition property and rights to property of the Debtor.

11           3.     The IRS and the Trustees of the Knight Case and the  
12 Death Row Case reached a joint settlement concerning the  
13 treatment of the IRS claims in both cases, which settlement was  
14 made in contemplation of the underlying motions to consolidate  
15 the estates, which the court has approved.

16           4.     The IRS does not have an objection to the request to  
17 substantively consolidate the estates.

18           5.     The IRS does, however, object to the request for the  
19 consolidated Trustee, contemplated to be R. Todd Neilson, (the  
20 Trustee) to have the blanket authority to continue to hire Kaye  
21 Scholer as his special litigation, corporate, and entertainment  
22 counsel.


23           6.     The IRS does not object to Kaye Scholer continuing to  
24 represent the Trustee in litigation that has already commenced,  
25 as requiring new counsel to "get up to speed" would not  
26 necessarily be time or cost efficient, and their employment has  
27 already been approved for those actions.  
28



**CERTIFICATE OF SERVICE**

I, Jean Cooper-Ratliff declare:

That I am a citizen of the United States and am employed in Los Angeles County, California; that my business address is 300 North Los Angeles Street, Los Angeles, California 90012; that I am over the age of eighteen years, and am not a party to the above-entitled action; that I am employed by the Los Angeles Area Counsel of the Internal Revenue Service, in whose office is a member of the Bar of the United States District Court for the Central District of California, to whom this matter is assigned and at whose direction the service by mail described in this certificate was made; that on January 6, 2009, I deposited in the United States Mail at 300 North Los Angeles Street, Los Angeles, California, in the above-entitled action, in an envelope bearing the requisite postage, a copy of LIMITED OPPOSITION OF UNITED STATES OF AMERICA, INTERNAL REVENUE SERVICE, TO CHAPTER 11 TRUSTEE'S MOTION FOR ORDER SUBSTANTIVELY CONSOLIDATING ESTATES OF DEATH ROW RECORDS, INC. (CASE NO. 2:06-11205-VZ) AND MARION KNIGHT, JR. (CASE NO. 2:06-11187-VZ), OR GRANTING ALTERNATIVE RELIEF to the parties named on the attached Service List at their last known address, at which place there is a delivery service by United States Mail. This certificate is executed on January 6, 2009, at Los Angeles, California. I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

  
Jean Cooper-Ratliff

SERVICE LIST

1	<b>Office of the United States Trustee</b>	<b>Counsel for the Committee</b>
2	ATTN: Dare Law, Esq.	<b>Debra Grassgreen Esq,</b>
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		San Francisco, CA 94111
5	<b>Death Row Records</b>	<b>Trustee for Death Row Records</b>
6	Marion Knight, Jr.	R. Todd Neilson, Trustee
7	1617 Orchard Avenue	LECG, LLC
8	Compton, CA 90221	2049 Century Park East,
9		Suite 2300
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