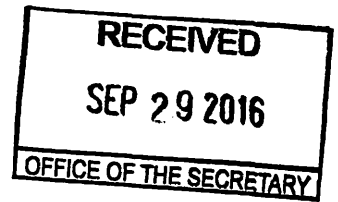


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**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING
File No. 3-16462**

In the Matter of

**LYNN TILTON;
PATRIARCH PARTNERS, LLC;
PATRIARCH PARTNERS VIII, LLC;
PATRIARCH PARTNERS XIV, LLC;
AND
PATRIARCH PARTNERS XV, LLC,**

Respondents.

**DECLARATION OF DUGAN BLISS
REGARDING THE DIVISION OF
ENFORCEMENT'S SEARCH FOR
MATERIAL EXCULPATORY
EVIDENCE**

I, Dugan Bliss, do hereby declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following statements are true and correct, and I am competent to testify to the matters stated herein:

1. I am a licensed attorney employed as Senior Trial Counsel by the United States Securities and Exchange Commission, Division of Enforcement ("Division"), in its New York Regional Office.
2. I am designated as counsel for the Division in this matter.
3. The Division has conducted, and continues to conduct, a search for possible material exculpatory evidence in this matter, pursuant to *Brady v. Maryland*, 373 U.S. 83 (1963), and its progeny, and 17 C.F.R. § 201.231.
4. The Division reviewed the documents it withheld from production, as described in its withheld document list, for possible material exculpatory evidence. This

included a review of hundreds of case-related e-mails prepared during the investigation and litigation, myriad attorney notes, internal memoranda and memoranda to the Commission, and the numerous other documents described in the Division's withheld document list. These documents were initially gathered during a comprehensive collection of all electronic and physical documents in the possession of all Division staff who had worked on the matter as of or prior to August 2014 before the institution of this proceeding. This process included identifying all Division staff who had worked on the matter (myself, Amy Sumner, Allison Lee, John Smith, Mandy de Roo, Chris Nee, Creola Kelly, Brent Mitchell, Jeffrey Infelise, Ivonia Slade, Reid Muoio, Laura Metcalfe, and Michael Osnato), gathering their case-related e-mails as .pst files, obtaining a complete set of all case-related electronic documents (*e.g.* Word, Excel, and other electronic documents) and paper documents in their possession, and reviewing all of those documents beginning shortly after they were gathered in late 2014 and continuing until completion in the first half of 2015. Shortly before the filing of the OIP in March 2015, additional case-related e-mails and other documents from those same individuals who continued to work on the investigation (primarily myself and Amy Sumner, as well as Nic Heinke, who had joined the case) were gathered to complete the time period of the review through March 2015. This review was conducted primarily by undersigned counsel, with assistance from Nic Heinke, who is also Senior Trial Counsel for the Division, and Amy Sumner, who is Senior Counsel for the Division.

5. Since March 2015, documents that have been generated by, or come into the possession of, all Division staff working on the litigation and hearing preparation in this matter (*i.e.* those who have come into possession of new facts and evidence, namely

myself, Amy Sumner, Nic Heinke, and Mark Williams, who is now also Trial Counsel for the Division) – including e-mail, attorney notes, and other documents – have been reviewed for possible material exculpatory evidence on an ongoing basis, by the same counsel for the Division.

5. The Division has provided possible material exculpatory evidence to Respondents' counsel via e-mail. While the Division has identified the information as possible material exculpatory evidence, it takes no position as to whether the disclosed information actually constitutes *Brady* material as defined under *Brady v. Maryland*, 373 U.S. 83 (1963), and its progeny, and 17 C.F.R. § 201.231.

6. The Division continues to review information it obtains (including through witness interviews) on an ongoing basis, and recognizes its ongoing obligations pursuant to *Brady v. Maryland*, 373 U.S. 83 (1963), and its progeny, and 17 C.F.R. § 201.231.

I declare under penalty of perjury that the foregoing is true and correct.

Dated this 28th day of September, 2016.



Dugan Bliss

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the **DECLARATION OF DUGAN BLISS REGARDING DIVISION OF ENFORCEMENT'S SEARCH FOR MATERIAL EXCULPATORY EVIDENCE** was served on the following on this 28th day of September, 2016, in the manner indicated below:

Securities and Exchange Commission
Brent Fields, Secretary
100 F Street, N.E.
Mail Stop 1090
Washington, D.C. 20549
(By Facsimile and original and three copies by UPS)

Hon. Judge Carol Fox Foelak
100 F Street, N.E.
Mail Stop 2557
Washington, D.C. 20549
(By Email)

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