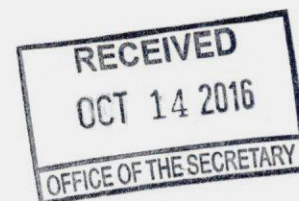


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**UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION**



**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.**

**DIVISION OF ENFORCEMENT'S  
RESPONSE TO RESPONDENTS'  
MOTION TO COMPEL DISCLOSURE  
OF THE IDENTITIES OF THE  
AUTHORS OF THE DIVISION'S  
HANDWRITTEN NOTES**

**Introduction**

The Division of Enforcement ("Division") respectfully files this response to Respondents' Motion to Compel Disclosure of the Identities of the Authors of the Division's Handwritten Notes ("Motion"). Despite having these handwritten notes since the spring of 2015, Respondents first demanded information regarding the authorship of the notes just two days before filing the instant Motion. While the Division disagrees with the arguments set forth in Respondents' Motion, and does not concede that the authorship of the notes is relevant to this proceeding or that Respondents are entitled to this information, in order to avoid further dispute the Division has provided Respondents with the identity of the authors of the notes in question. For this reason, the Division requests Respondents' Motion be denied as moot.

**Background**

The handwritten notes that are the subject of the Motion were produced to Respondents on May 27, 2015. Nearly a year and a half later, on the evening of October 3, 2016, Respondents sent

a letter to the Division requesting, among other information, the authorship of seventeen sets of these notes, citing no authority, and seeking a response by October 5, 2016. The next morning, the Division, whose counsel is located in Denver, received an email from Respondents at approximately 5:00 a.m. Mountain Time requesting, among other things, the identity of the authors of certain of the handwritten notes claiming that it is “information to which we are entitled,” again citing no authority. Respondents’ email requested this information in connection with a separate lawsuit that is pending in the United States District Court for the Southern District of New York and asked for a response by 9:00 a.m. Mountain Time (11:00 a.m. Eastern Time). Counsel for the Division responded later that day regarding other issues raised in the email, but declined to identify the identities of the authors of the notes on the basis that Respondents had cited no legal authority for the request and had not explained why that information was relevant.

### **Argument**

The Division does not believe that the authorship of these notes is relevant to this proceeding. Indeed, the form and timing of Respondents’ demand for this information – which came in connection with an email relating to a separate lawsuit – suggests that Respondents are seeking the authorship of the notes to aid it in other pending litigation relating to the Zohar Funds. Respondents Motion asked the Court to order the Division to identify the authors by October 10, 2016 – the very day that a preliminary injunction hearing was set in the other lawsuit.

Moreover, despite Respondents’ argument that the authorship of these notes is, in some inexplicable way, “required for a full and true disclosure of the facts,” the Division does not concede that Respondents are entitled to this information. Nor should the Court credit Respondents’ baseless accusation that the Division has somehow “persist[ed] in withholding information” about these notes. To the contrary, despite having the notes for nearly a year and a

half, Respondents first requested information in a late-night letter sent on October 3 and a predawn email sent October 4 – one day before Respondents filed the instant Motion.

However, in the interest of avoiding further briefing on this issue, the Division provides the following information on the authorship of the notes in question.<sup>1</sup>

<u>Beginning Bates Number</u>	<u>Author</u>
SECNOTES000480	Allison H. Lee
SECNOTES000491	N. Creola Kelly
SECNOTES000497	N. Creola Kelly
SECNOTES000752	Brandt Bowman <sup>2</sup>
SECNOTES000337	N. Creola Kelly
SECNOTES000606	N. Creola Kelly
SECNOTES000608	N. Creola Kelly
SECNOTES000126	Brent Mitchell
SECNOTES000712	Allison H. Lee
SECNOTES000656	Allison H. Lee
SECNOTES000726	Allison H. Lee
SECNOTES000721	Allison H. Lee
SECNOTES000719	Allison H. Lee
SECNOTES000715	Allison H. Lee
SECNOTES000495	N. Creola Kelly
SECNOTES000151	Brent Mitchell
SECNOTES000090	Amy Sumner

As the Division has provided Respondents with the information it seeks in its Motion, the Motion should be denied as moot.

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<sup>1</sup> The Division sent an email to Respondents' counsel earlier today providing the identity of the authors of the notes.

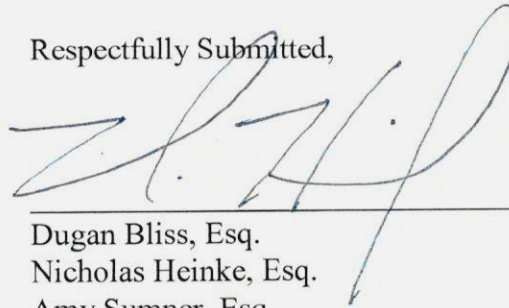
<sup>2</sup> The Division identifies Mr. Bowman as the author of these notes to the best of its knowledge. Mr. Bowman was previously an intern for the Division and is no longer associated with the Commission. Based on the location of the notes in the Division files, the Division reasonably believes that Mr. Bowman was the author of these pages.

**Conclusion**

In light of this response, the Division respectfully requests that Respondents' Motion to Compel Disclosure of the Identities of the Authors of the Division's Handwritten Notes be denied as moot.

Dated: October 13, 2016

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "Dugan Bliss", is written over a horizontal line. The signature is stylized and cursive.

Dugan Bliss, Esq.  
Nicholas Heinke, Esq.  
Amy Sumner, Esq.  
Mark L. Williams, Esq.  
Division of Enforcement  
Securities and Exchange Commission  
Denver Regional Office  
1961 Stout Street, Ste. 1700  
Denver, CO 80294

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the **DIVISION OF ENFORCEMENT'S RESPONSE TO RESPONDENTS' MOTION TO COMPEL DISCLOSURE OF THE IDENTITIES OF THE AUTHORS OF THE DIVISION'S HANDWRITTEN NOTES** was served on the following on this 13<sup>th</sup> day of October, 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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Lawrence J. Zweifach, Esq.  
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Caitlin J. Halligan, Esq.  
Reed Brodsky, Esq.  
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New York, New York 10166  
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