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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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In the Matter of, :

:

LYNN TILTON :
PATRIARCH PARTNERS, LLC, : Administrative Proceeding
PATRIARCH PARTNERS VIII, LLC, : File No. 3-16462
PATRIARCH PARTNERS XIV, LLC and :
PATRIARCH PARTNERS XV, LLC : Judge Carol Fox Foelak

:

Respondents. :

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RESPONDENTS' MOTION FOR A PROTECTIVE ORDER

Pursuant to Rule 322(a) of the Securities and Exchange Commission (the "Commission"

or "SEC") Rules of Practice (the "Rules"), 17 C.F.R. § 201.322(a), and upon the accompanying

Memorandum of Law, dated October 17, 2016; the accompanying Proposed Protective Order;

the Declaration of Mary Beth Maloney for *in Camera* Review Pursuant to Rule 322(a) in

Support of Respondents' Motion for a Protective Order, filed under seal and dated October 17,

2016; and the record of proceedings herein, Respondents Lynn Tilton, Patriarch Partners, LLC,

Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, and Patriarch Partners XV, LLC

(collectively, "Patriarch" or "Respondents"), respectfully move for an order or protection that:

(1) maintains the confidentiality of Respondents' Exhibit 495 and those portions of the testimony

of Respondent Lynn Tilton that will address the financial information contained in that exhibit;

orders a nonpublic hearing during submission of the protected testimony; prohibits counsel of the

SEC Division of Enforcement from disclosing protected materials to third parties (other than

expert witnesses); and provides any other measures necessary to maintain the confidentiality of

the protected document and testimony.

Dated: New York, New York
October 17, 2016

GIBSON, DUNN & CRUTCHER LLP

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