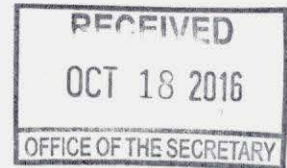


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



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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. :
----- x

RESPONDENTS' MOTION *IN LIMINE* TO PARTIALLY STRIKE AND PRECLUDE

Upon the accompanying Memorandum of Law, dated October 17, 2016, and the record of proceedings herein, Respondents Lynn Tilton, Patriarch Partners, LLC, Patriarch Partners VIII, LLC, Patriarch Partner XIV, LLC, and Patriarch Partners XV, LLC (collectively, "Respondents") respectfully move for an order (1) striking the portions of the rebuttal report of Ira Wagner that respond to or reference the withdrawn portion of the report of Marti P. Murray (the "Murray Report"), with the exception of the rebuttal testimony that specifically addresses the opinions in the Murray Report that Respondents' substitute experts have adopted; (2) precluding the Division's witnesses from testifying as to the topics set forth in the portions of the Murray Report that have been withdrawn; and (3) precluding the Division from making any other use of the withdrawn portions of the Murray Report.

Dated: New York, New York
October 17, 2016

GIBSON, DUNN & CRUTCHER LLP

By: Randy M. Mastro/gw

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Counsel for Respondents

CERTIFICATE OF SERVICE

I hereby certify that I served true and correct copies of 1) Respondents' Motion In Limine to Partially Strike and Preclude and a memorandum of law in support thereof, and 2) the Declaration of Goutam Jois in Support of Motion In Limine to Partially Strike and Preclude and its exhibits on this 17th day of October, 2016, in the manner indicated below:

United States Securities and Exchange Commission
Office of the Secretary
Attn: Secretary of the Commission Brent J. Fields
100 F Street, N.E.
Mail Stop 1090
Washington, D.C. 20549
Fax: (202) 772-9324
(By Facsimile and original and three copies by hand)

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

Dugan Bliss, Esq.
Division of Enforcement
Securities and Exchange Commission
Denver Regional Office
1961 Stout Street, Ste. 1700
Denver, CO 80294
(By Email pursuant to parties' agreement)


Ariel R. Santamaria