

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

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**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
WITNESS LIST**

The Division of Enforcement ("Division") hereby submits its witness list as attached.

Dated: August 7, 2015

Respectfully Submitted,

Dugan Bliss/gok

Dugan Bliss, Esq.
Nicholas Heinke, Esq.
Amy Sumner, 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 foregoing was served on the following on this 7th day of August, 2015, 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)

Christopher J. Gunther
David M. Zornow
SKADDEN, ARPS, SLATE,
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Four Times Square
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(By email pursuant to the parties' agreement)

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Martin J. Auerbach
Law Firm of Martin J. Auerbach, Esq.
1330 Avenue of the Americas
Ste. 1100
New York, NY 10019
(By email pursuant to the parties' agreement)


Nicole L. Nesvig

**Division of Enforcement's Witness List
In the Matter of Lynn Tilton et al.
Administrative Proceeding No. 3-16462**

1. Will Call List	
Name and Contact Information	Area of Testimony
Lynn Tilton c/o David Zornow Skadden Arps 4 Times Square New York, NY 10036	Respondent Tilton will be called to testify regarding the management and operation of the three Zohar Funds that are the subject of this proceeding, including the categorization of assets within those funds, the preparation of the fund financial statements, Patriarch's responsibilities as a collateral manager, and her role in the conduct described in the Division's Order Instituting Proceedings.
Ira Wagner c/o Dugan Bliss Division of Enforcement 1961 Stout Street, Suite 1700 Denver, CO 80294	Mr. Wagner will testify (either live or through his expert reports) regarding the subjects in his expert reports.
Michael Mayer Charles River Associates c/o Dugan Bliss Division of Enforcement 1961 Stout Street, Suite 1700 Denver, CO 80294	Mr. Mayer will testify (either live or through his expert reports) regarding the subjects in his expert reports.
Steven Henning Marks Paneth LLP c/o Dugan Bliss Division of Enforcement 1961 Stout Street, Suite 1700 Denver, CO 80294	Mr. Henning will testify (either live or through his expert reports) regarding the subjects in his expert reports.

2. May Call List	
Name and Contact Information	Area of Testimony
<p>Carlos Mercado c/o Marc A. Weinstein Hughes Hubbard & Reed LLP One Battery Park Plaza New York, NY 10004-1482</p>	<p>Mr. Mercado may be called to testify regarding accounting policies and procedures at Patriarch, interaction with outside accountants, interaction with others at Patriarch, and the preparation of the financial statements for the Zohar Funds.</p>
<p>Peter Berlant Anchin, Block and Anchin c/o Eric Reider Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104-3300</p>	<p>Mr. Berlant may be called to testify regarding the work he and/or his firm performed for the Zohar Funds and any interaction with Tilton or other Patriarch employees.</p>
<p>Steve Panagos Moelis & Co. c/o Jeff Sinek Kirkland & Ellis LLP 333 South Hope Street Los Angeles, CA 90071</p>	<p>Mr. Panagos may be called to testify regarding restructuring proposals for the Zohar Funds.</p>
<p>Karen Wu c/o Marc A. Weinstein Hughes Hubbard & Reed LLP One Battery Park Plaza New York, NY 10004-1482</p>	<p>Ms. Wu may be called to testify regarding the roles and responsibilities of the structured finance and loan administration departments at Patriarch, interactions with Tilton, and interactions with outside parties relating to the Zohar Funds. She may also be called to testify about interest payments or lack of interest payments by portfolio companies.</p>
<p>Jaime Aldama Rohit Chaku Barclays c/o Andrew Michaelson Boies, Schiller & Flexner LLP 575 Lexington Avenue, 7th Floor New York, NY 10022</p>	<p>Mr. Aldama and/or Mr. Chaku may be called to testify regarding Barclays' investment in the Zohar Fund(s), communications regarding the investment, relationship with Patriarch, their understanding of the investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of Barclays' investment.</p>

<p>Anthony McKiernan David Crowle MBIA, Inc. c/o Anne Tompkins Cadwalader, Wickersham & Taft LLP 227 West Trade Street Charlotte, NC 28202</p>	<p>Mr. McKiernan and/or Mr. Crowle may be called to testify regarding MBIA's investment in the Zohar Fund(s), MBIA's insurance of Zohar I and II, communication regarding the investment or insurance, MBIA's relationship with Patriarch, their understanding of the insurance contract and/or investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of MBIA's investment and/or insurance contract.</p>
<p>Wendy Ruttle Alternative Representative from Rabobank c/o Jantra Van Roy Zeichner, Ellman & Krause LLP 1211 Avenue of the Americas, 40th Floor New York, NY 10036</p>	<p>Ms. Ruttle and/or an alternative representative may be called to testify regarding Rabobank's investment, communication regarding the investment, relationship with Patriarch, their understanding of the investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of Rabobank's investment.</p>
<p>Ramki Muthukrishnan Tim Walsh Alternative Representative from Standard and Poors c/o Penny Windle Cahill Gordon & Reindel LLP Eighty Pine Street New York, NY 10005-1702</p>	<p>Mr. Muthukrishnan, Mr. Walsh, and/or an alternative representative from Standard and Poors may be called to testify regarding the rating and/or monitoring of the Zohar Funds, communications regarding the rating and/or monitoring of the Zohar Funds, and any interactions with Tilton or other Patriarch employees.</p>
<p>Jeremy Hedberg Matt Mach Varde Partners c/o Matthew Rossi Mayer Brown LLP 1999 K Street N.W. Washington DC 20006-1101</p>	<p>Mr. Hedberg and/or Mr. Mach may be called to testify regarding Varde Partners' investment in the Zohar Fund(s), communications regarding the investment, relationship with Patriarch, their understanding of the investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of Varde Partners' investment.</p>

<p>John McDermott Kevin O'Hagen Alternative Representative from Nord/LB c/o Michael M. Fay Berg & Androphy 120 W. 45th Street, 38th Floor New York, NY 10036</p>	<p>Mr. McDermott, Mr. O'Hagen and/or an alternative representative may be called to testify regarding Nord/LB's investment in the Zohar Fund(s), communications regarding the investment, relationship with Patriarch, their understanding of the investment, any interaction with Tilton or other Patriarch employees, and the</p>
<p>David Aniloff SEI c/o Merri Jo Gilette Morgan Lewis 77 West Wacker Dr. Chicago, IL 60601-5094</p>	<p>Mr. Aniloff may be called to testify regarding SEI's investment in the Zohar Fund(s), communications regarding the investment, relationship with Patriarch, his understanding of the investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of SEI's investment.</p>
<p>Michael Craig-Schekman REDACTED</p>	<p>Mr. Craig-Scheckman may be called to testify regarding Deer Park's investment in the Zohar Fund(s), communications regarding the investment, relationship with Patriarch, his understanding of the investment, any interaction with Tilton or other Patriarch employees, and the monitoring or assessment of Deer Park's investment.</p>
<p>Any witness identified by Respondent</p>	
<p>Any witness necessary for rebuttal (including but not limited to rebuttal to affirmative defenses)</p>	
<p>Any witness necessary to authenticate a document or the source of certain materials</p>	