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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 *IN LIMINE* TO EXCLUDE THE
EXPERT TESTIMONY OF STEVEN L. HENNING**

Pursuant to Rules 300 and 320 of the U.S. Securities and Exchange Commission (the "Commission" or "SEC") Rules of Practice (the "Rules"), 17 C.F.R. §§ 201.300, .320, and pursuant to *Daubert v. Merrell Dow Pharmaceuticals, Inc.*, 509 U.S. 579 (1993), and upon the accompanying Memorandum of Law, dated August 31, 2016, the accompanying Declaration of Akiva Shapiro, dated August 31, 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 excluding the expert reports and testimony of SEC Division of Enforcement expert witness Dr. Steven L. Henning.

Dated: New York, New York
August 31, 2016

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By: Randy M. Mastro /mg

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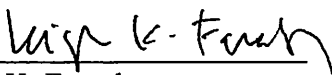
CERTIFICATE OF SERVICE

I hereby certify that I served true and correct copies of 1) Respondents' Motion *In Limine* to Exclude the Expert Testimony of Steven L. Henning, 2) Memorandum of Law in Support of Respondents' Motion *In Limine* to Exclude the Expert Testimony of Steven L. Henning, and 3) Declaration of Akiva Shapiro in Support of Respondents' Motion *In Limine* to Exclude the Expert Testimony of Steven L. Henning, and accompanying exhibits on this 31st day of August, 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
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Fax: (202) 772-9324
(By Facsimile and original and three copies by Federal Express)

Hon. Judge Carol Fox Foelak
100 F Street, N.E.
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Dugan Bliss, Esq.
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Leigh K. Fanady