

HARD COPY

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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In the Matter of, :
 :
 :
 LYNN TILTON : Administrative Proceeding
 PATRIARCH PARTNERS, LLC, : File No. 3-16462
 PATRIARCH PARTNERS VIII, LLC, :
 PATRIARCH PARTNERS XIV, LLC and :
 PATRIARCH PARTNERS XV, LLC : Judge Carol Fox Foelak
 :
 Respondents. :
 :
----- x

**DECLARATION OF MARY KAY DUNNING IN SUPPORT OF
RESPONDENTS' MOTION *IN LIMINE* TO PRECLUDE THE ADMISSION OF ANY
PORTIONS OF INVESTIGATIVE TESTIMONY TRANSCRIPTS WITHOUT THE
INTRODUCTION OF CORRESPONDING PORTIONS OF AUDIO RECORDINGS OF
THE TESTIMONY, AND TO EXCLUDE TRANSCRIPTS FOR WHICH AUDIO
RECORDINGS WERE NOT PRESERVED AND PRODUCED**


I, Mary Kay Dunning, under penalty of perjury, affirm as follows:

1. I am Of Counsel in the law firm of Gibson, Dunn & Crutcher LLP, attorneys for the above-referenced Respondents. I submit this declaration in support of Respondents' Memorandum of Law in Support of Respondents' Motion *in Limine* to Preclude the Admission of any Portions of Investigative Testimony Transcripts Without the Introduction of Corresponding Portions of Audio Recordings of the Testimony, and to Exclude Transcripts for Which Audio Recordings Were Not Preserved and Produced.

2. Attached hereto as Exhibit 1 is a true and correct letter from Dugan Bliss, Esq., Division of Enforcement, Securities and Exchange Commission, to Randy M. Mastro, Esq., dated September 6, 2016.

3. I declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge.

Dated: New York, New York
September 12, 2016



Mary Kay Dunning

EXHIBIT 1



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
DENVER REGIONAL OFFICE
1961 STOUT STREET
SUITE 1700
DENVER, COLORADO 80294-1961

DIVISION OF
ENFORCEMENT

Direct Number: (303) 844.1041
Facsimile Number: (303) 297.3529

September 6, 2016

VIA EMAIL and UPS
Randy M. Mastro, Esq.
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166

Re: *In the Matter of Lynn Tilton, et al (File No. 3-16462)*

Dear Mr. Mastro:

Pursuant to your request, attached please find copies the following investigative testimony audio recordings:

1. Peter Berlant (6/18/2014)
2. Carlos Mercado (7/9/2014)
3. Patrick Mottley (4/16/2012)
4. Raina Patel (9/23/2011)
5. Lynn Tilton (2/12/2013 and 6/24/2014)
6. Meric Topbas (8/3/2011)

We are producing copies of all recordings that are in the possession of the Division of Enforcement. By way of background, we were unaware that these recordings existed until we inquired after receiving your August 17, 2016 letter requesting them. These recordings were received and maintained by Enforcement's Records Management office in Washington D.C. and were never in the possession of investigative or trial staff. The Records Management office does not have audio recordings of all investigative testimony because not all court reporters provided it to that office.

Sincerely,

A handwritten signature in black ink that reads "Dugan Bliss" followed by a stylized flourish that appears to be "AS".

Dugan Bliss
Senior Trial Counsel

cc via email:

Lawrence J. Zweifach, Esq.
Barry Goldsmith, Esq.
Caitlin J. Halligan, Esq.
Reed Brodsky, Esq.
Monica K. Loseman, Esq
Lisa Rubin, Esq.
Susan Brune, Esq.
Martin J. Auerbach, Esq.
Nicholas Heinke, Esq.
Amy Sumner, Esq.
Mark Williams, Esq.