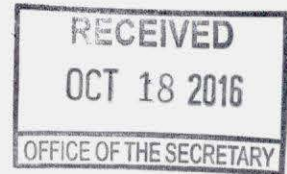


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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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 : Judge Carol Fox Foelak
PATRIARCH PARTNERS XV, LLC :
 :
Respondents. :
 :
----- X

**RESPONDENTS' MOTION FOR LEAVE TO FILE
A MOTION FOR A PROTECTIVE ORDER**

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, NY 10166
Telephone: 212.351.4000
Fax: 212.351.4035

BRUNE LAW P.C.
450 Park Avenue
New York, NY 10022

Counsel for Respondents

October 17, 2016

Pursuant to Your Honor's October 14, 2016, order, Respondents Lynn Tilton, Patriarch Partners, LLC, Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, and Patriarch Partners XV, LLC (collectively, "Respondents"), respectfully move for leave to file a motion for a protective order.

Respondents' motion deals with exhibit disclosure and courtroom management, areas routinely considered only on the eve of a hearing. Unlike more complex substantive motions, and unlike evidentiary motion *in limine*, this motion does not require significant briefing. In fact, the Division of Enforcement often takes no position on motions for protective orders, and may choose to take no position on this motion. This motion arises out of trial preparation, which has been undertaken on a rapid schedule in light of Respondents' change of counsel. Respondents thus respectfully request that Your Honor grant this motion, deem the attached motion, memorandum of law, and proposed protective order filed, and deem the sealed declaration (attaching under seal Respondents' Exhibit 495) filed for Your Honor's *in camera* review as required by Rule 322(a), 17 C.F.R. § 201.322(a).

Dated: New York, New York
October 17, 2016

GIBSON, DUNN & CRUTCHER LLP

By: Randy M. Mastro (6)

Randy M. Mastro
Reed Brodsky
Barry Goldsmith
Caitlin J. Halligan
Mark A. Kirsch
Monica Loseman
Lawrence J. Zweifach
Lisa H. Rubin

200 Park Avenue
New York, NY 10166-0193
Telephone: 212.351.4000
Fax: 212.351.4035

Susan E. Brune
BRUNE LAW P.C.
450 Park Avenue
New York, NY 10022

Counsel for Respondents

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of October, I caused to be served true and correct copies of the following documents in the manner indicated below:

1. Respondents' Motion for Leave to File A Motion for A Protective Order;
2. Respondents' Motion for A Protective Order;
3. Memorandum of Law in Support of Respondents' Motion for A Protective Order;
4. Declaration of Mary Beth Maloney in Support of Respondents' Motion for A Protective Order (**FILED UNDER SEAL**); and
5. [Proposed] Protective Order.

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 without under-seal materials, and three copies and an original, with confidential material in sealed envelopes, by Federal Express)

Hon. Judge Carol Fox Foelak

100 F. Street N.E.

Mail Stop 2557

Washington, D.C. 20549

(By Federal Express with confidential material in sealed envelope)

Dugan Bliss, Esq.

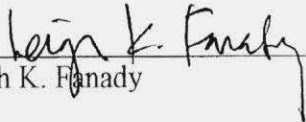
Division of Enforcement, Securities and Exchange Commission

Denver Regional Office

1961 Stout Street, Ste. 1700

Denver, CO 80294

(By Email pursuant to parties' agreement)



Leigh K. Flanady