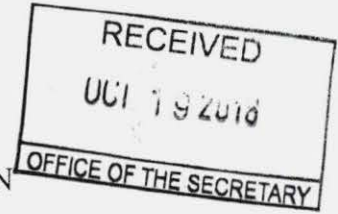


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



----- X
In the Matter of, :
 :
 :
LYNN TILTON, :
PATRIARCH PARTNERS, LLC, :
PATRIARCH PARTNERS VIII, LLC, :
PATRIARCH PARTNERS XIV, LLC and :
PATRIARCH PARTNERS XV, LLC :
 :
Respondents. :
----- X

Administrative Proceeding
File No. 3-16462

Judge Carol Fox Foelak

**RESPONDENTS' MOTION FOR LEAVE TO FILE
A MOTION TO COMPEL BARCLAYS TO PRODUCE A DOCUMENT RESPONSIVE
TO A COURT-ORDERED SUBPOENA AND FOR EXPEDITED BRIEFING**

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 to compel Barclays to produce a document that is squarely covered by the subpoena that Your Honor issued on May 27, 2015 ("May 27 Subpoena"), and for expedited briefing on Respondents' motion to compel, with any responsive brief due by October 19, 2016.

In particular, Respondents seek to move pursuant to Rule 111 of the Securities and Exchange Commission's Rules of Practice for an order directing Barclays PLC ("Barclays") to produce a document covered by the May 27 Subpoena. That subpoena directed Barclays to produce, *inter alia*, agreements between Barclays and MBIA Insurance Corporation ("MBIA") pertaining to any Zohar Notes owned by Barclays, yet Barclays has refused to produce an agreement, dated in or about January 2011, pursuant to which Barclays agreed to commute the insurance policy MBIA had issued for the Zohar I notes held by Barclays. Because that agreement is squarely covered by the May 27 Subpoena, Respondents respectfully request leave to move to compel Barclays' compliance. In addition, because time is of the essence given the imminent administrative hearing on October 24, 2016, Respondents seek expedited briefing on their motion to compel, with any responsive brief due on October 19, 2016.

Dated: New York, New York
October 17, 2016

BRUNE LAW P.C.



Christopher Hazlehurst
450 Park Avenue
New York, NY 10022

Counsel for Respondents

CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of October, 2016, I caused to be served true and correct copies of the following documents in the manner indicated below:

1. Respondent's Motion for Leave to File a Motion to Compel Barclays to Produce a Document Responsive to a Court-Ordered Subpoena and for Expedited Briefing,
2. Respondents' Motion to Compel Barclays to Produce a Document Responsive to a Court-Ordered Subpoena and for Expedited Briefing,
3. Respondents' Memorandum of Law in Support of Respondents' Motion to Compel Barclays to Produce a Document Responsive to a Court-Ordered Subpoena and for Expedited Briefing, and
4. the Declaration of Susan E. Brune in Support of Respondents' Motion to Compel Barclays to Produce a Document Responsive to a Court-Ordered Subpoena and for Expedited Briefing and its exhibits.

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: (703) 813-9793
(By Facsimile and original, and three copies by Express Mail)

Hon. Judge Carol Fox Foelak
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