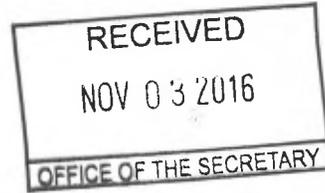


**ADMINISTRATIVE PROCEEDING
FILE NO. 3-16462**



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

In the Matter of

**LYNN TILTON;
PATRIARCH PARTNERS, LLC;
PATRIARCH PARTNERS VIII, LLC;
PATRIARCH PARTNERS XIV, LLC;
AND
PATRIARCH PARTNERS XV, LLC,**

Respondents.

DECLARATION OF RICHARD M. HUMES

I, Richard M. Humes, declare, in accordance with 28 U.S.C. 1746, as follows:

1. I am the Associate General Counsel for the Office of Litigation and Administrative Practice (“OLAP”) in the Office of General Counsel at the Securities and Exchange Commission.
2. The Commission instituted the above-captioned proceeding by an Order Instituting Proceedings (“OIP”) on March 30, 2015.
3. On October 31, 2016, the administrative law judge issued an order directing OLAP to file and serve on Respondents by November 3, 2016, an amended privilege log and a declaration supporting those governmental privileges with an explanation delineating the declarant’s authority to invoke them. *In the Matter of Tilton*, Admin. Proc. Rulings Release No. 4314 (Oct. 31, 2016).
4. Although the federal courts have generally required either an “agency head” or a person of “sufficient rank,” to assert the deliberative process and law enforcement privileges in judicial proceedings, *see Landry v. FDIC*, 204 F.3d 1125, 1135 (D.C. Cir. 2000), the Commission has not imposed such a requirement on Division of Enforcement staff or on other Commission offices or divisions in administrative proceedings. While the *Landry* requirement does not apply to Commission administrative proceedings, even assuming it did, as Associate General Counsel for Litigation and Administrative Practice, I have “sufficient rank” under *Landry* to assert these privileges. Indeed, pursuant to 17 C.F.R. § 200.30-14(f) and by designation of the Chair of the

Commission, I have authority to assert governmental privileges, including the law enforcement and deliberative process privileges, in litigation where the Commission appears as a party or in response to third-party subpoenas.

5. In response to the direction from the administrative law judge, OLAP has prepared an amended privilege log listing those documents that are responsive to a Request for which a claim of privilege is asserted. I have personally reviewed the Declaration of Brent S. Mitchell (“Mitchell Declaration”) and each of the documents on the amended privilege log attached thereto.

6. I assert: the law enforcement privilege for Documents 2 through 11 and 13 through 113 as identified on the amended privilege log attached to the Mitchell Declaration as Exhibit 1; and the deliberative process privilege for Documents 2-11, 14-21, 23, 28-29, 43-46, and 71-74 as identified on the amended privilege log attached to the Mitchell Declaration as Exhibit 1.

7. As set forth in the Mitchell Declaration, production of documents for which the law enforcement privilege is being asserted would disclose information that was compiled for law enforcement purposes and could reasonably be expected to interfere with ongoing Commission, Department of Justice (“DOJ”) and/or Department of Defense (“DOD”) law enforcement efforts. Disclosure of these documents could also reveal investigative techniques or sources to the detriment of other Commission, DOJ and/or DOD investigations.

8. As set forth in the Mitchell Declaration, disclosure of the documents for which the deliberative process privilege is being asserted involve inter- and intra-agency discussions that are both predecisional and deliberative in nature.

9. After personal consideration, I have determined that the foregoing assertions of privilege are well grounded in fact and law and that the governmental interest in not disclosing these documents outweighs any public interest in the privileged information. Thus, I hereby assert the foregoing governmental privileges.

Executed this 3rd day of November 2016 at Washington, DC.