

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>RCS CAPITAL CORPORATION, <i>et. al.</i></p> <p style="text-align: center;">Debtors.<sup>1</sup></p>	<p>Chapter 11</p> <p>Case No. 16-10223 (MFW)</p> <p>(Jointly Administered)</p> <p><b>Ref. Docket Nos. 102 and 239</b></p>
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**NOTICE TO ALL CREDITORS OF BAR DATES FOR FILING PROOFS OF CLAIM**

On January 31, 2016 (the “**Petition Date**”), each of RCS Capital Corporation and its affiliated debtors and debtors in possession listed below (each, a “**Debtor**,” and collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Debtors, the addresses of their principal places of business and their chapter 11 case numbers are as follows:

<b><u>DEBTOR</u></b>	<b><u>CASE NO.</u></b>
RCS Capital Corporation 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10223 (MFW)
American National Stock Transfer, LLC 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10224 (MFW)
Braves Acquisition, LLC 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10225 (MFW)
DirectVest, LLC 2711 Centerville Road, STE 400 Wilmington, DE 19808	16-10226 (MFW)
J.P. Turner & Company Capital Management, LLC 3060 Peachtree Road NW, 11 <sup>th</sup> Floor Atlanta, GA 30305	16-10227 (MFW)
RCS Advisory Services, LLC 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10228 (MFW)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: RCS Capital Corporation (4716); American National Stock Transfer, LLC (3206); Braves Acquisition, LLC (6437); DirectVest, LLC (9461); J.P. Turner & Company Capital Management, LLC (7535); RCS Advisory Services, LLC (4319); RCS Capital Holdings, LLC (9238); Realty Capital Securities, LLC (0821); SBSI Insurance Agency of Texas, Inc. (9203); SK Research, LLC (4613); Trupoly, LLC (5836); and We R Crowdfunding, LLC (9785). The Debtors’ corporate headquarters and mailing address is located at 405 Park Avenue, 12th Floor, New York, NY 10022.

<b><u>DEBTOR</u></b>	<b><u>CASE NO.</u></b>
RCS Capital Holdings, LLC 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10229 (MFW)
Realty Capital Securities, LLC 3 Copley Place, STE 300 Boston, MA 02116	16-10230 (MFW)
SBSI Insurance Agency of Texas, Inc. 595 S. Federal Highway, STE 500 Boca Raton, FL 33432	16-10231 (MFW)
SK Research, LLC 405 Park Avenue, 12 <sup>th</sup> Floor New York, NY 10022	16-10232 (MFW)
Trupoly, LLC 2711 Centerville Road, STE 400 Wilmington, DE 19808	16-10233 (MFW)
We R Crowdfunding, LLC 2711 Centerville Road, STE 400 Wilmington, DE 19808	16-10234 (MFW)

On February 29, 2016, the Court entered an order [Docket No. 239] (the “**Bar Date Order**”)<sup>2</sup> establishing certain claims bar dates in the Debtors’ chapter 11 cases. By the Bar Date Order, except as otherwise provided therein, the Court established **March 31, 2016 at 5:00 p.m. (prevailing Eastern Time)** as the general claims bar date (the “**General Bar Date**”). Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition claims, as defined in section 101(5) of the Bankruptcy Code (each, a “**Claim**”), against the Debtors to file proofs of claim with Prime Clerk LLC (“**Prime Clerk**”), the claims and noticing agent in these chapter 11 cases, so that their proofs of claim are actually received by Prime Clerk on or before the General Bar Date.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these chapter 11 cases (the “**Schedules**”). If the Debtors believe that you hold a Claim against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

#### **KEY DEFINITIONS**

As used in this Notice, the term “entity” (or “entities”) has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

As used in this Notice, the term “governmental unit” (or “governmental units”) has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies, or instrumentalities of the United States.

As used in this Notice, the term “Claim” (or “Claims”) shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

## **WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES**

### **The Bar Dates**

The Bar Date Order established the following bar dates for filing proofs of claim in these chapter 11 cases:

- (a) **The General Bar Date:** Pursuant to the Bar Date Order, the last date and time for all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (each, a “**503(b)(9) Claim**”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file a Proof of Claim on account of such Claim is **the General Bar Date** (as defined above).
- (b) **The Government Bar Date:** Pursuant to the Bar Date Order, the last date and time for governmental units to file a Proof of Claim on account of a Claim against the Debtors is **July 29, 2016 at 5:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”).
- (c) **The Amended Schedules Bar Date:** If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-four (24) days from the date on which such notice is given, to file Proofs of Claim in respect of their affected Claims** (the “**Amended Schedules Bar Date**”).
- (d) **The Rejection Bar Date:** The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (a “**Rejection Damages Claim**”) to file a Proof of Claim on account of such Rejection Damages Claim is **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the person or entity asserting the Rejection Damages Claim is a party** (collectively with the General Bar Date, the Government Bar Date and the Amended Schedules Bar Date, each, a “**Bar Date**”). Notwithstanding the foregoing, a party to an

executory contract or unexpired lease that asserts a Claim (other than a Rejection Damages Claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease must file a Proof of Claim for such amounts on or before the applicable Bar Date unless such party is expressly excluded pursuant to the terms of the Bar Order from filing a Proof of Claim.

**Entities That Must File Proofs of Claim by the Applicable Bar Date**

Subject to the terms described above for holders of a Rejection Damages Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be permitted to (a) vote to accept or reject any plan filed in these chapter 11 cases, (b) participate in any distribution in these chapter 11 cases on account of such Claim, or (c) receive further notices in these chapter 11 cases regarding such Claim:

- (a) Any person or entity whose Claim against the Debtors is not listed in the Schedules or whose prepetition claim is listed in the Schedules but is listed therein as disputed, contingent, and/or unliquidated;
- (b) Any person or entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- (c) Any person or entity that believes that its Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

**Entities NOT Required to File Proofs of Claim by the Applicable Bar Date**

The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules, and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by the Debtors;
- (c) Professionals retained by the Debtors or any official committee appointed in these chapter 11 cases pursuant to orders of this Court which assert administrative claims for fees and expenses subject to this Court’s approval pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C § 156(c);
- (d) Current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to the Debtors;

- (e) Any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (f) The First Lien Agent, the Second Lien Agent, the First Lien Lenders and the Second Lien Lenders, each as defined in the *Interim Order (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 And 507 Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties, And (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (II) Granting Related Relief* [Docket No. 87] (the “**Interim DIP Order**”), on account of the Prepetition Secured Obligations (as defined in the Interim Order);
- (g) Any holder of a claim (other than a 503(b)(9) Claim) allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claim has accrued after the Petition Date;
- (h) Any person or entity that holds a Claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (i) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of this Court;
- (j) Any person or entity that holds an interest in the Debtors, whose interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies; and
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with Prime Clerk or the Clerk of the United States Bankruptcy Court for the District of Delaware on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 410.

#### **CONSEQUENCES OF FAILURE TO A FILE PROOF OF CLAIM**

**Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order that fails to file a Proof of Claim by the applicable Bar Date and in the form and manner provided for in the Bar Date Order, shall not be permitted to (a) vote to accept or reject any plan filed in these chapter 11 cases, (b) participate in any distribution in these chapter 11 cases on account of such Claim, or (c) receive further notices in these chapter 11 cases regarding such Claim.**

**IF IT IS UNCLEAR FROM THE SCHEDULES WHETHER YOUR CLAIM IS DISPUTED, CONTINGENT, AND/OR UNLIQUIDATED OR IS OTHERWISE PROPERLY LISTED AND CLASSIFIED, YOU MUST FILE A PROOF OF CLAIM ON OR BEFORE THE**

**APPLICABLE BAR DATE. ANY PERSON, ENTITY, OR GOVERNMENTAL UNIT THAT RELIES ON THE INFORMATION IN THE SCHEDULES BEARS FULL AND ABSOLUTE RESPONSIBILITY FOR DETERMINING THAT ITS CLAIM AND ALL INFORMATION RELATED TO SUCH PERSON, ENTITY, OR GOVERNMENTAL UNIT IS ACCURATELY LISTED AND CLASSIFIED THEREIN.**

**RESERVATION OF RIGHTS**

Nothing in the Bar Date Order impairs, prejudices, waives or otherwise affects the rights of the Debtors and their estates to: (i) dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or any Proof of Claim filed in these chapter 11 cases, as to amount, liability, characterization or otherwise; (ii) subsequently designate any Claim reflected in the Schedules as disputed, contingent or unliquidated; and (iii) seek a further order of the Court establishing such other deadlines and bar dates in these chapter 11 cases as may be necessary or advisable.

**PROCEDURES FOR FILING PROOFS OF CLAIM**

Except as otherwise provided herein, Proofs of Claim must be filed so as to be **actually received** no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date (a) by completing the electronic proof of claim form on Prime Clerk's website at <http://cases.primeclerk.com/RCSCapital/EPOC-Index> or (b) by mail or hand, courier or overnight delivery at the following address:

**RCS Capital Corporation Claims Processing Center  
c/o Prime Clerk LLC  
830 Third Avenue, 3rd Floor  
New York, NY 10022**

A Proof of Claim will be deemed timely only if the original Proof of Claim is **actually received** by Prime Clerk on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, or electronic mail. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to Prime Clerk along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim or Official Bankruptcy Form No. 410 ("**Official Form 410**");<sup>3</sup> (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

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<sup>3</sup> Official Form 410 can be found at [www.uscourts.gov/forms/bankruptcy-forms](http://www.uscourts.gov/forms/bankruptcy-forms), the official website for the United States Courts.

**FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS; REQUIREMENT TO IDENTIFY PARTICULAR DEBTOR**

Any person or entity asserting Claims against more than one Debtor must file a separate Proof of Claim with respect to each Debtor. In addition, any person or entity filing a Proof of Claim must identify on its Proof of Claim Form the particular Debtor against which its Claim is asserted.

**ADDITIONAL INFORMATION**

You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your Claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” and/or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not timely file a Proof of Claim in the manner provided for in the Bar Date Order. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on Prime Clerk’s website for these chapter 11 cases (<http://cases.primeclerk.com/RCSCapital>).

**Questions concerning the contents of this Notice and requests for additional Proof of Claim Forms should be directed to Prime Clerk at (855) 410-7357. Please note that Prime Clerk’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.**

Dated: February 29, 2016  
Wilmington, Delaware

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