

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

In re:

RCS CAPITAL CORPORATION, et al.

Debtors.¹

RCS CAPITAL CORPORATION AND CETERA
FINANCIAL GROUP, INC.,

Plaintiffs,

vs.

LIGHTYEAR CAPITAL LLC; CYNTHIA A.
HAMEL; AND SUSAN S. THEDER,

Defendants.

Chapter 11

Case No. 16-10223 (MFW)

(Jointly Administered)

Adv. Pro. No. 16-50082 (MFW)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON APRIL 11, 2016 AT 10:30 A.M. (ET)**

¹ The “**RCS 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 “**Cetera Debtors**” in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Cetera Advisor Networks Insurance Services LLC (2417); Cetera Advisors Insurance Services LLC (5434); Cetera Financial Group, Inc. (8666); Cetera Financial Holdings, Inc. (8663); Cetera Financial Specialists Services LLC (7737); Cetera Insurance Agency LLC (0645); Chargers Acquisition, LLC (6470); FAS Holdings, Inc. (7417); First Allied Holdings Inc. (7319); ICC Insurance Agency, Inc. (9587); Investors Capital Holdings, LLC (3131); Legend Group Holdings, LLC (8262); SBS Financial Advisors, Inc. (None Assigned); SBS Insurance Agency of Florida, Inc. (5829); SBS of California Insurance Agency, Inc. (5203); Summit Capital Group, Inc. (3015); Summit Financial Services Group, Inc. (7932); Summit Holding Group, Inc. (3448); and VSR Group, LLC (0470).

The RCS Debtors’ corporate headquarters and mailing address is located at 245 Park Avenue, 39th Floor, New York, NY 10167. Correspondence directed to the Cetera Debtors in relation to these chapter 11 cases may be sent to this same address. As used herein, the term “**Debtors**” refers to both the RCS Debtors and Cetera Debtors.

RESOLVED ADVERSARY PROCEEDING MATTER

1. Motion for Entry of an Order, Pursuant to Section 105(a) of the Bankruptcy code and Bankruptcy Rule 9019, Approving Settlement by and Among the Debtors, the Former Employees, and Lightyear Capital LLC [Adv. D.I. 22, 3/17/16]

Response Deadline: March 31, 2016 at 4:00 p.m. (ET).

Responses Received: None

Related Documents:

- A. Certification of No Objection [Adv. D.I. 26, 4/1/16]
- B. Order [Adv. D.I. 27, 4/4/16]

Status: An order has been entered regarding this matter and the adversary proceeding has been dismissed and closed. No hearing is required.

MATTERS UNDER CERTIFICATION OF COUNSEL

2. Application of the Debtors for Entry of an Order (I) Authorizing the Employment and Retention of Ridgeway Partners LLC as Board Member Search Advisors to the Debtors, Nunc Pro Tunc to March 4, 2016, and (II) Waiving Certain Information Requirements of Local Rule 2016-2 in Connection Therewith [D.I. 362, 3/21/16]

Response Deadline: April 4, 2016 at 4:00 p.m. (ET).

Responses Received:

- A. Informal Response of the U.S. Trustee.

Related Documents:

- B. Certification of Counsel [D.I. 495, 4/7/16]
- C. Proposed Order

Status: A Certification of Counsel has been filed. No hearing is required.

3. Debtors' Application for an Order Authorizing the Retention and Employment of KPMG LLP as Tax and Accounting Consultants to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 232, 2/26/16]

Response Deadline: March 9, 2016 at 4:00 p.m. (ET); extended for the U.S. Trustee

Responses Received:

- A. Informal Response of the U.S. Trustee

Related Documents:

- B. Supplemental Declaration of Howard Steinberg in Support of the Debtors' Application to Retain and Employ KPMG LLP as Tax and Accounting Consultants, *Nunc Pro Tunc* to the Petition Date [D.I. 283, 3/10/16]
- C. Certification of Counsel [D.I. 496, 4/7/16]
- D. Proposed Order

Status: A Certification of Counsel has been filed. No hearing is required.

MATTERS GOING FORWARD

4. Motion of Court Appointed Securities Litigation Class Action Lead Plaintiffs for Limited Relief from the Automatic Stay and for Related Relief (In Re: American Realty Capital Properties, Inc. Litigation) [D.I. 284, 3/10/16]

Response Deadline: April 4, 2016 at 4:00 p.m. (ET).

Responses Received:

- A. RCS Debtors' Objection to Motion of Court Appointed Securities Litigation Class Action Lead Plaintiffs for Limited Relief from the Automatic Stay and for Related Relief (In Re: American Realty Capital Properties, Inc. Litigation) [D.I. 468, 4/4/16]
- B. Joinder of the Official Committee of Unsecured Creditors to RCS Debtors' Objection [D.I. 472, 4/4/16]

Related Documents:

- C. Declaration of David Orlofsky In Support of RCS Debtors' Objection to Motion of Court Appointed Securities Litigation Class Action Lead Plaintiffs for Limited Relief from the Automatic Stay and for Related

Relief (In Re: American Realty Capital Properties, Inc. Litigation) [D.I. 471, 4/4/16]

Status: This matter is going forward on a contested basis.

5. Debtors' Motion for Entry of an Order Allowing for the Advancement and Payment of Defense Costs Under Insurance Policies [D.I. 365, 3/21/16]

Response Deadline: April 4, 2016 at 4:00 p.m. (ET); extended for the Committee until April 6, 2016 at 4:00 p.m.

Responses Received:

- A. Limited Objection of the Certain Former Directors and Officers of RCS Capital Corporation and Realty Capital Securities, LLC [D.I. 469, 4/4/16]
- B. Lead Plaintiffs' Limited Objection [D.I. 470, 4/4/16]
- C. Statement of the Official Committee of Unsecured Creditors [D.I. 491, 4/6/16]
- D. Reply of the RCS Debtors [D.I. 492, 4/6/16]

Related Documents: None.

Status: This matter is going forward on a contested basis.

6. Motion of Cetera Debtors for Entry of Supplemental DIP Financing Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (I) Authorizing the Debtors to (A) Grant Liens and Superpriority Administrative Expense Status, (B) Use Cash Collateral of Prepetition Secured Parties, and (C) Grant Adequate Protection to Prepetition Secured Parties, and (II) Granting Related Relief [D.I. 389, 3/26/16]

Response Deadline: April 4, 2016 at 4:00 p.m. (ET); extended for the U.S. Trustee until April 5, 2016 at 4:00 p.m. (ET).

Responses Received:

- A. Informal Response of the U.S. Trustee

Related Documents:

- B. Notice of Hearing [D.I. 436, 3/30/16]

Status: The Debtors are working with the U.S. Trustee to address the informal response through a revised proposed order, and anticipate doing so prior to the hearing. This matter is going forward.

7. Emergency Supplemental Motion of Cetera Debtors for Entry of Interim Order (I) Authorizing Cetera Debtors to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties and DIP Secured Parties Pursuant to 11 U.S.C. §§ 361, 362 and 363, and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [D.I. 410, 3/28/16]

Response Deadline: April 8, 2016 at 12:00 p.m. (ET)

Responses Received:

- A. Informal Response of the U.S. Trustee

Related Documents:

- B. Interim Order [D.I. 424, 3/29/16]
C. Notice of Final Hearing and Entry of Interim Order [D.I. 438, 3/30/16]
D. Notice of Filing Budget Under Seal [D.I. 452, 3/31/16]
E. [Sealed] Budget [D.I. 453, 3/31/16]

Status: This matter is going forward in connection with Item 6 above.

8. Motion of RCS Debtors for Entry of an Order (I) Approving the Disclosure Statement Supplement, (II) Approving the Revised Class 5(A) Ballots, and (III) Authorizing Service of Supplemental Solicitation Materials in Connection with Confirmation of the Revised Second Amended RCS Plan of Reorganization [D.I. 493, 4/7/16]

Response Deadline: At the hearing

Responses Received: None at this time

Related Documents:

- A. Order Shortening Time for Notice of the Hearing [D.I. 497, 4/7/16]
B. Notice of Filing of Exhibit [D.I. 498, 4/7/16]

Status: This matter is going forward.

Dated: April 7, 2016
Wilmington, DE

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert F. Poppiti, Jr.

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