

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

In re:)	Chapter 11
)	
RCS CAPITAL CORPORATION, <u>et al.</u> ,)	Case No. 16–10223 (MFW)
)	
Debtors. ¹)	RCS Debtors Jointly Administered
)	Cetera Debtors Joint Administration Requested

**NOTICE OF HEARING TO CONSIDER FIRST DAY
PLEADINGS WITH RESPECT TO THE CETERA DEBTORS**

PLEASE TAKE NOTICE that on March 26, 2016 (the “**Cetera Petition Date**”), the Cetera Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), with the Clerk of the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Cetera Debtors continue to operate their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have filed a supplemental motion [Docket No. 388] seeking joint administration of the Cetera Debtors’ chapter 11 cases with the RCS Debtors’ chapter 11 cases for procedural purposes only, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

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 405 Park Avenue, 12th Floor, New York, NY 10022. Correspondence directed to the Cetera Debtors in relation to these chapter 11 cases may be sent to this same address.

PLEASE TAKE FURTHER NOTICE that the Cetera Debtors will present the following pleadings (collectively, the “**First Day Pleadings**”) at a hearing on **March 29, 2016 at 3:00 p.m. (ET)** (the “**Hearing**”) before the Honorable Mary F. Walrath, United States Bankruptcy Judge at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801:

1. Debtors’ Motion for an Order Approving Joint Administration of Additional Cases, Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, and Granting Related Relief [D.I. 388; 3/26/16]
2. Cetera Debtors’ Application for an Order, Pursuant to 28 U.S.C. § 156(c), Bankruptcy Rule 2002(f), and Local Rule 2002-1(f), Appointing Prime Clerk LLC as Claims and Noticing Agent for the Cetera Debtors, *Nunc Pro Tunc* to the Cetera Debtors Petition Date [D.I. 391; 3/26/16]
3. Motion of Cetera Debtors for Interim and Final Orders, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, Authorizing (I) the Cetera Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [D.I. 392; 3/26/16]
4. Motion of Cetera Debtors for Interim and Final Orders, Pursuant to Sections 105(a), 363 and 364 of the Bankruptcy Code, (I) Authorizing (A) Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Programs, Including Payment of Policy Premiums, and (B) Continuation of Insurance Premium Financing Programs; and (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [D.I. 393; 3/26/16]
5. Motion of Cetera Debtors for Interim and Final Orders, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto [D.I. 394; 3/26/16]
6. Motion of Cetera Debtors for Interim and Final Orders Authorizing (I) the Payment of Prepetition Wages and Salaries, (II) the Payment and Honoring of Prepetition Employee Policies and Benefits, and (III) the Continuation of Workers’ Compensation Policies [D.I. 395; 3/26/16]
7. Motion of Cetera Debtors for Interim and Final Orders Authorizing the Debtors to Pay Prepetition Claims of General Unsecured Creditors in the Ordinary Course of Business [D.I. 396; 3/26/16]
8. Motion of Cetera Debtors for Entry of Interim and Final Orders: (I) Approving the Continued Maintenance of the Cetera Debtors’ Existing Bank Accounts and Use of Their Cash Management System; (II) Approving the Payment of Certain Obligations Related Thereto and

Granting Priming Lien on Collateral Account to Secure PCard Obligations; (III) Approving the Continuation of Intercompany Transactions; (IV) Granting Administrative Expense Status for Postpetition Intercompany Claims; (V) Approving the Continued Use of Existing Business Forms; (VI) Granting the Cetera Debtors a Waiver of the Requirements Contained in Section 345(b) of the Bankruptcy Code on an Interim Basis; (VII) Scheduling a Final Hearing; and (VIII) Granting Related Relief to the Cetera Debtors [D.I. 397; 3/26/16]

9. Motion of the Cetera Debtors for Entry of an Order: (I) Scheduling an Objection Deadline and Combined Hearing on their Disclosure Statement and Plan Confirmation; (II) Approving Form and Notice of Confirmation Hearing; (III) Establishing Procedures for Objections to the Disclosure Statement and the Plan; (IV) Approving Solicitation Procedures; (V) Waiving the Requirement for Meetings of Creditors or Equity Holders; (VI) Extending the Time, and, Upon Plan Confirmation, Waiving the Requirement, to File Schedules and Statements; and (VII) Granting Related Relief [D.I. 398; 3/26/16]²

PLEASE TAKE FURTHER NOTICE that copies of all of the First Day Pleadings will be mailed to you subsequent to the Hearing, and are currently available on the website of the Debtors' proposed claims and noticing agent, Prime Clerk LLC, dedicated to these chapter 11 cases, <https://cases.primeclerk.com/RCSCapital>, or on the Court's website, www.deb.uscourts.gov. If you would like to receive copies of any of the First Day Pleadings prior to the Hearing, please contact Beth Olivere, Paralegal, at (302) 571-6557 or bolivere@ycst.com. All parties wishing to participate in the Hearing telephonically must make arrangements with Court Call by telephone at (888) 882-6878 or on the internet at www.courtcall.com.

Dated: March 28, 2016
Wilmington, DE

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² On the Cetera Petition Date, the Cetera Debtors filed the *Debtors' Joint Prepackaged Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 385] and the related Solicitation and Disclosure Statement, dated March 11, 2016 [Docket No. 386].

-and-

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