

SRF 7271

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RCS CAPITAL CORPORATION, et al.,

Debtors.¹

) Chapter 11

) Case No. 16-10223 (MFW)

) Jointly Administered

) **Confirmation Hearing Date:** May 2, 2016 at 2:00 p.m. (ET)
) **Confirmation Objection Deadline:** April 27, 2016 at 4:00 p.m. (ET)

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SUMMARY OF THE CETERA DEBTORS' PREPACKAGED JOINT CHAPTER 11 PLAN AND NOTICE OF THE CETERA DEBTORS' (I) COMMENCEMENT OF CHAPTER 11 CASES, (II) COMBINED HEARING ON DISCLOSURE STATEMENT, CONFIRMATION OF THE JOINT PREPACKAGED CHAPTER 11 PLAN, AND RELATED MATTERS, AND (III) PROCEDURES FOR OBJECTING TO THE DISCLOSURE STATEMENT AND THE JOINT PREPACKAGED CHAPTER 11 PLAN

NOTICE IS HEREBY GIVEN as follows:

On March 26, 2016 (the "**Petition Date**"), the Cetera Debtors filed with the United States Bankruptcy Court for the District of Delaware (the "**Court**") a proposed prepackaged chapter 11 plan of reorganization (including all exhibits thereto and as amended, modified, or supplemented from time to time, the "**Plan**") and a proposed disclosure statement (including all exhibits thereto and as amended, modified, or supplemented from time to time, the "**Disclosure Statement**")² pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the "**Bankruptcy Code**"). You will not receive notice of all documents filed in the Cetera Debtors' cases. Copies of the Plan and the Disclosure Statement are on file with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m. (prevailing Eastern Time). The Plan and Disclosure Statement also are available for inspection on the Court's website at www.deb.uscourts.gov or free of charge on the Debtors' restructuring website at <http://cases.primeclerk.com/RCSCapital>. Copies are also available free of charge by request to Prime Clerk, LLC by email at Ceteraballots@primeclerk.com, by mail at Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, or by calling the Cetera Debtors' restructuring hotline at (844) 794-3476. **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE BY APRIL 27, 2016 AT 4:00 P.M. (ET), IT MAY NOT BE CONSIDERED BY THE COURT.**

SUMMARY OF PLAN TREATMENT

The Plan is a "prepackaged" plan of reorganization that has the primary purpose of effectuating a balance-sheet restructuring of the Cetera Debtors' business and is not generally intended to affect the Cetera Debtors' day-to-day operations. **The Cetera Debtors' First Lien Lenders and Second Lien Lenders (the only creditors entitled to vote on the Plan) voted overwhelmingly to accept the Plan.** The Cetera Debtors believe that any valid alternative to confirmation of the Plan would result in significant delays,

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and do not purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred to therein. To the extent there is a discrepancy between the terms herein and the Plan, the Plan shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.