

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

\_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RCS Capital Holdings, LLC

2. All other names debtor used in the last 8 years N/A<sup>1</sup>  
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 46-4779238

4. Debtor's address	<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
	<u>405 Park Avenue</u> Number Street <u>12<sup>th</sup> Floor</u> <u>New York NY 10022</u> City State ZIP Code  <u>New York</u> County	_____ Number Street _____ P.O. Box _____ City State ZIP Code  <b>Location of principal assets, if different from principal place of business</b> _____ Number Street _____ City State ZIP Code

5. Debtor's website (URL) www.rcscapital.com

6. Type of debtor  
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

<sup>1</sup> At this time, the Debtor has been able to verify this information with respect to the last 5 years.

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

Activities Related to Real Estate

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 2 3 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

Debtor RCS Capital Holdings, LLC Case number (if known) \_\_\_\_\_  
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?  No  Yes. Debtor See attached Annex A Relationship Affiliate  
District Delaware When 01/31/2016  
MM / DD / YYYY  
Case number, if known \_\_\_\_\_  
List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district? Check all that apply:  
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?  No  Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
Why does the property need immediate attention? (Check all that apply.)  
 It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
 It needs to be physically secured or protected from the weather.  
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
 Other \_\_\_\_\_

Where is the property? \_\_\_\_\_  
Number Street  
\_\_\_\_\_  
City State ZIP Code

Is the property insured?  
 No.  
 Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

Debtor RCS Capital Holdings, LLC  
Name

Case number (if known) \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds\***

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**16. Estimated liabilities**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/31/2016  
MM / DD / YYYY

**x** /s/ David Orlofsky  
Signature of authorized representative of debtor

David Orlofsky  
Printed name

Title Authorized Representative

\* Distribution cannot be known at this time.

Debtor RCS Capital Holdings, LLC Case number (if known) \_\_\_\_\_  
Name

**18. Signature of attorney**       /s/ Robert S. Brady      Date 01/31/2016  
 Signature of attorney for debtor      MM / DD / YYYY

Robert S. Brady  
 Printed Name

Young Conaway Stargatt & Taylor, LLP  
 Firm name

1000 North King Street  
 Number      Street

Wilmington      DE      19801  
 City      State      Zip Code

(302) 571 - 6600      rbrady@ycst.com  
 Contact phone      Email address

2847      DE  
 Bar number      State

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

In re:	)	
	)	Chapter 11
RCS CAPITAL HOLDINGS, LLC, <u>et al.</u> ,	)	
	)	Case No. 16 - _____ ( )
	)	
Debtors.	)	Joint Administration Requested
	)	

**Annex A**

**AFFILIATED ENTITIES**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed petitions for relief under chapter 11 of title 11 of the United States Code in this Court. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court jointly administer their chapter 11 cases.

1. RCS Capital Corporation
2. American National Stock Transfer, LLC
3. Braves Acquisition, LLC
4. DirectVest, LLC
5. J.P. Turner & Company Capital Management, LLC
6. RCS Advisory Services, LLC
7. Realty Capital Securities, LLC
8. SBSI Insurance Agency of Texas, Inc.
9. SK Research, LLC
10. Trupoly, LLC
11. We R Crowdfunding, LLC

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

_____	)	
In re:	)	Chapter 11
	)	
RCS CAPITAL HOLDINGS, LLC, <u>et al.</u> ,	)	Case No. 16 - _____ ( )
	)	
	)	Joint Administration Requested
Debtors.	)	
_____	)	

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, RCS Capital Holdings, LLC (the “**Debtor**”) states as follows:

- RCS Capital Holdings, LLC is wholly owned by RCS Capital Corporation.

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

	)	
In re:	)	Chapter 11
	)	
RCS CAPITAL HOLDINGS, LLC, <u>et al.</u> ,	)	Case No. 16 - _____ ( )
	)	
Debtors.	)	Joint Administration Requested
	)	

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

I, the undersigned Authorized Representative of RCS Capital Holdings, LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: January 31, 2016

/s/ David Orlofsky  
 Name: David Orlofsky  
 Title: Authorized Representative



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

_____ )	)	
In re: )	)	Chapter 11
)	)	
RCS CAPITAL HOLDINGS, LLC, <u>et al.</u> , )	)	Case No. 16 - _____ ( )
)	)	
)	)	Joint Administration Requested
Debtors. )	)	
_____ )	)	

**LIST OF DEBTOR'S EQUITY SECURITY HOLDERS  
IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

**Membership Interests**

<b>Name, Address and Telephone of Equity Holder</b>	<b>Percentage of Shares</b>
RCS Capital Corporation 405 Park Avenue 15th Floor New York, NY 10022 (646) 861-7717	100%

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

_____	)	
In re:	)	Chapter 11
	)	
RCS CAPITAL HOLDINGS, LLC., <u>et al.</u> ,	)	Case No. 16 - _____ ( )
	)	
	)	Joint Administration Requested
Debtors.	)	
_____	)	

**DECLARATION CONCERNING LIST OF DEBTOR’S EQUITY SECURITY  
HOLDERS IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

I, the undersigned Authorized Representative of RCS Capital Holdings, LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing List of Debtor’s Equity Security Holders and that it is true and correct to the best of my knowledge, information, and belief.

Dated: January 31, 2016

/s/ David Orlofsky  
Name: David Orlofsky  
Title: Authorized Representative

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

In re:	)	
	)	Chapter 11
RCS CAPITAL HOLDINGS, LLC, <u>et al.</u> ,	)	Case No. 16 - _____ ( )
	)	
Debtors.	)	Joint Administration Requested
	)	

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF RCS CAPITAL CORPORATION, AS MANAGING MEMBER OF RCS CAPITAL HOLDINGS, LLC**

I, David Orlofsky, being duly elected or appointed as Chief Restructuring Officer of RCS Capital Corporation, a Delaware corporation (“**RCAP**”), hereby certifies that at a special meeting of the Board of Directors of RCAP (the “**Board**”) held on January 29, 2016, the Board adopted the following resolutions (collectively, the “**Resolutions**”) for RCAP, as managing member of RCS Capital Holdings, LLC, a Delaware limited liability company (the “**Company**”), in accordance with the requirements of the Delaware General Corporation Law, which, as of the date hereof, have not been amended or rescinded and are now in full force and effect:

I. Entry into the Support Agreement

RESOLVED, that in the business judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company (i) enter into that certain restructuring support agreement (the “**Support Agreement**”) by and among RCAP and certain of its subsidiaries, the consenting lenders party thereto, and Luxor (as defined therein), substantially in the form presented at the meeting, with such immaterial changes to the Support Agreement as may be approved by Bradley Scher; provided, however, that any material changes (as determined in the discretion of Bradley Scher) shall be subject to the approval of the Board, and (ii) subject to approval of the United States Bankruptcy Court for the District of Delaware (the “**Court**”), enter into the definitive documentation contemplated under the Support Agreement and the exhibits thereto (the “**Definitive Documentation**”); and

RESOLVED, that the officers of the Company and RCAP, and each of them singly, acting for and on behalf of the Company (collectively, the “**Authorized Officers**”) be, and hereby are, authorized to (i) execute the Support Agreement on behalf of the Company and, (ii) subject to Court approval, execute the Definitive Documentation on behalf of the Company; and

II. Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

RESOLVED, that in the business judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company file or

cause to be filed a voluntary petition in the Court seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in which the authority to operate as a debtor in possession will be sought; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions, schedules, lists and other motions, papers or documents to commence the chapter 11 cases, each such document to be filed at such time as the Authorized Officer executing the document shall determine and to be in the form approved by the Authorized Officer executing such document, such approval to be conclusively evidenced by the execution, verification and filing thereof; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all further acts and deeds that they deem necessary or proper to obtain relief under chapter 11 of the Bankruptcy Code; and

RESOLVED, that David Orlofsky of Zolfo Cooper Management, LLC is hereby appointed Chief Restructuring Officer of the Company; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (i) the law firm of Dechert LLP to render legal services to and represent the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (ii) the law firm of Young Conaway Stargatt & Taylor, LLP, as local Delaware and conflicts counsel, to render legal services to and represent the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iii) Zolfo Cooper Management, LLC to provide financial restructuring advisory services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iv) Lazard Frères & Co. LLC to render investment banking services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (v) Prime Clerk LLC to render services as chapter 11 administrative advisor and claims and noticing agent, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (vi) PricewaterhouseCoopers LLP to render any services that are necessary and appropriate for the Company, on such terms as any Authorized Officer shall approve and subject to approval of the Court, and (vii) such other professionals as any Authorized Officer deems necessary and appropriate during the course of the chapter 11 filing; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals (including, without limitation, those professionals specifically named herein) in connection with the Chapter 11 Case, on such terms as such Authorized Officers deem necessary, appropriate, proper or desirable, with a view to the successful prosecution of such case; and

III. Debtor in Possession Financing

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, to the extent necessary, to cause the Company to obtain and/or guarantee post-petition financing and/or use of cash collateral according to the terms negotiated, or to be negotiated, by the management of RCAP or otherwise approved by the Bankruptcy Court; and the Company is hereby authorized and directed to take all actions necessary in connection therewith, including, without limitation, (i) the incurrence of debtor in possession financing in such amounts and on such terms as the Authorized Officers, or any of them, deem necessary or advisable (the “**DIP Financing**”), (ii) the execution, delivery and performance of: (w) any documents to evidence the DIP Financing, including, without limitation, all credit agreements and notes, (x) personal property (including intellectual property) security agreements, (y) any guarantees of the DIP Financing, and (z) deposit, securities and/or other account control agreements, (iii) the incurrence and payment of fees, (iv) the granting of liens on and/or security interests in any and all assets of the Company, and (v) the authorization of filing and/or recording, as applicable, of financing statements, agreements or any other documents evidencing and/or perfecting such liens or security interests and amendments to such financing statements, agreements, mortgages or other documents, in each case substantially in accordance with the DIP Facility Term Sheet (as defined in the Support Agreement), with such immaterial changes from the terms contemplated by the DIP Term Sheet as may be approved by Bradley Scher; provided, however, that any material changes (as determined in the discretion of Bradley Scher) shall be subject to the approval of the Board; and the Authorized Officers are hereby authorized and directed to execute any appropriate agreements, related ancillary documents, supplemental agreements, instruments, amendments, restatements, amendment and restatements, modifications, renewals, replacements, consolidations, substitutions, extensions, bills, notes or certificates on behalf of the Company, which, in each case, shall in the sole judgment of any Authorized Officer, acting alone or with one or more other Authorized Officers, be necessary, proper or advisable in order to perform the Company’s obligations under or in connection with any of the foregoing; and

IV. Plan and Disclosure Statement

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to sign and authorize the filing of the chapter 11 plan of reorganization (the “**Plan**”), substantially in accordance with the Plan Term Sheet (as defined in the Support Agreement), with such immaterial changes from the terms contemplated by the Plan Term Sheet as may be approved by Bradley Scher; provided, however, that any material changes (as determined in the discretion of Bradley Scher) shall be subject to the approval of the Board, and accompanying disclosure statement contemplated under the Support Agreement and take any and all further acts and deeds that the Authorized Officers deem necessary or proper to obtain confirmation of the Plan by the Bankruptcy Court; and

V. Further Actions and Prior Actions

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits,

applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions; and

RESOLVED, that any and all lawful actions heretofore taken by, or at the direction of, any Authorized Officer in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned has set his hand hereto this 31st day of January, 2016.



---

Name: David Orlofsky  
Title: Chief Restructuring Officer of RCS Capital Corporation, As Managing Member of RCS Capital Holdings, LLC

**Fill in this information to identify the case:**Debtor Name RCS Capital CorporationUnited States Bankruptcy Court for the: District of Delaware

Case number (if known): \_\_\_\_\_

- Check if this is an amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Wilmington Savings Fund Society, FSB Attn: Patrick Healy 500 Delaware Avenue Wilmington, DE 19801	Wilmington Savings Fund Society, FSB Attn: Patrick Healy Phone: Fax: 302-421-9137 Email: phealy@wsfsbank.com	Unsecured Notes				\$120,000,000.00
2	VEREIT Operating Partnership, L.P. Attn: Lauren Goldberg, Executive Vice President, General Counsel and Secretary 2325 East Camelback Road Suite 1100 Phoenix, AZ 85016	VEREIT Operating Partnership, L.P. Attn: Lauren Goldberg, Executive Vice President, General Counsel and Secretary Phone: 602-778-6000 Fax: Email: investorrelations@vereit.com	Unsecured Notes				\$15,300,000.00
3	Centerview Partners LLC 31 West 52nd St 22d Floor New York, NY 10019	Centerview Partners LLC Phone: Fax: 212-380-2651 Email:	Service Provider				\$5,099,562.27
4	Proskauer Rose LLP Attn: Accounts Receivable Eleven Times Square New York, NY 10036	Proskauer Rose LLP Phone: Fax: 212-969-2900 Email: info@proskauer.com	Service Provider				\$4,041,098.15
5	RSM US LLP 5155 Paysphere Circle Chicago, IL 606740051	RSM US LLP Phone: 563-324-0447 Fax: 515-284-1545 Email:	Service Provider				\$1,793,008.74
6	DST Systems Inc. 333 W. 11th Street Kansas City, MO 64105	DST Systems Inc. Phone: 816-435-1000 Fax: 302-655-5049 Email: tparr@dstbs.com	Service Provider				\$1,742,281.59

Debtor RCS Capital Corporation  
Name

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	McGladrey LLP 1185 Avenue of the Americas New York, NY 10036	McGladrey LLP Phone: 207-473-4097 Fax: 312-634-3410 Email:	Service Provider				\$1,401,359.92
8	Cleary Gottlieb Steen and Hamilton One Liberty Plaza New York, NY 10006	Cleary Gottlieb Steen and Hamilton Phone: 860-767-0850 Fax: 212 225 3999 Email:	Service Provider				\$1,037,332.05
9	Charles Schwab & Co Inc MS SF-211MN-08-434 211 Main St MS SF-211-MN-08-434 San Francisco, CA 94105	Charles Schwab & Co Inc Phone: 415-667-0182 Fax: 415-627-8538 Email: compliancesolutions@schwab.com	Service Provider				\$995,168.41
10	Empire Office Inc. GPO PO Box 27752 New York, NY 100877752	Empire Office Inc. Phone: 212-607-5500 Fax: 212-607-5650 Email:	Vendor				\$432,567.28
11	J Frank Associates LLC 622 Third Avenue New York, NY 10017	J Frank Associates LLC Phone: Fax: 212 355 4449 Email:	Service Provider				\$417,285.58
12	National Financial Services LLC 27 Orchard Ste 200 Lake Forest, CA 92630	National Financial Services LLC Phone: 949-716-9990 Fax: Email:	Service Provider				\$323,819.70
13	Heidrick & Struggles Inc 1133 Paysphere Cr Chicago, IL 60674	Heidrick & Struggles Inc Phone: 212-551-3416 Fax: 312-496-1048 Email:	Service Provider				\$282,453.84
14	DataSource Inc Dept 730023 PO Box 660919 Dallas, TX 752660919	DataSource Inc Phone: 877-846-9120 Fax: 703-748-7188 Email:	Service Provider				\$265,945.38
15	Geneos Wealth Management Inc Ste 200 9055 East Mineral Circle Centennial, CO 80112	Geneos Wealth Management Inc Phone: 888-812-5043 Fax: 303-785-8482 Email: geneosinfo@geneoswealth.com	Service Provider				\$167,000.00
16	New York Security and Communications 19 School St Yonkers, NY 10701	New York Security and Communications Phone: 914-965-0122 Fax: 212 889-4662 Email: info@newyorksecurity.com	Tax Claim				\$146,894.16
17	Wintsec Technologies LLC PO Box 193 Abington, PA 19001	Wintsec Technologies LLC Phone: 215-964-7389 Fax: Email: support@wintsec.com	Service Provider				\$138,982.84
18	Paul Weiss Rifkind Wharton 1285 Avenue of the Americas New York, NY 10019-6064	Paul Weiss Rifkind Wharton Phone: 917-882-4986 Fax: 212-757-3990 Email: lgreen@paulweiss.com; pdavidson@paulweiss.com	Service Provider				\$138,764.16
19	Resources Global Professionals 1000 Wilshire Blvd # 500, Los Angeles, CA 90017	Resources Global Professionals Phone: 714-430-6400 Fax: 714-428-6091 Email: orangecounty@rgp.com	Service Provider				\$117,635.00
20	Winston and Strawn LLP 101 California Street 34th Floor San Francisco, CA 941115840	Winston and Strawn LLP Phone: 415-591-1000 Fax: 415-591-1400 Email:	Service Provider				\$115,877.59



Debtor RCS Capital Corporation  
Name

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
21	Duff & Phelps 12595 Collection Center Drive Chicago, IL 60693	Duff & Phelps Phone: Fax: 312-876-1028 Email: jean.loftus@dpimc.com; robert.hiebert@dpimc.com	Service Provider				\$102,650.00
22	CSB Technology Partners LLC Ste 109 1595 South Mount Joy Street Elizabethtown, PA 17022	CSB Technology Partners LLC Phone: Fax: 717-754-0707 Email:	Service Provider				\$80,284.49
23	Vintage Filings LLC PO Box 30719 New York, NY 100870719	Vintage Filings LLC Phone: 866-683-5252 Fax: 646-349-9655 Email:	Service Provider				\$75,667.13
24	SNL Financial LC PO Box 414624 Boston, MA 022414624	SNL Financial LC Phone: 434-997-5877 Fax: 866-296-3743 Email: ctwomey@snl.com	Service Provider				\$64,862.56
25	BlackLine Systems Inc Dept LA 23816 Pasadena, CA 911853816	BlackLine Systems Inc Phone: Fax: 818-223-9081 Email:	Service Provider				\$64,018.50
26	NYC Department of Finance 66 John Street, Room 104 New York, NY 10038	NYC Dept of Finance Phone: 212-639-9675 Fax: Email:	Tax Claim				\$51,820.65
27	Deutsche Investment Management Americas, Inc 345 Park Avenue New York, NY 10154	Deutsche Investment Management Americas, Inc Phone: 212-250-2447 Fax: 212-797-0431 Email:	Service Provider				\$48,867.50
28	The Ritz-Carlton Laguna Niguel 1 Ritz Carlton Dr Dana Point, CA 92629	The Ritz-Carlton Laguna Niguel Phone: 949-489-5824 Fax: 801-468-4069 Email:	Service Provider				\$46,402.73
29	DST Technologies Inc 333 W. 11th Street Kansas City, MO 64105	DST Technologies Inc Phone: Fax: Email: tparr@dstbs.com	Service Provider				\$44,997.39
30	UMB Bank NA 9220 Bass Lake Rd, Suite E10 New Hope, MN 55428	UMB Bank NA Phone: 763-245-2960 Fax: Email: michael.mcauley@umb.com	Service Provider				\$44,692.80

Debtor Name RCS Capital Holdings, LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware

Case Number (if known) \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims on a Consolidated Basis and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.<sup>1</sup>

Executed on 01/31/2016  
MM / DD / YYYY

x /s/ David Orlofsky  
Signature of authorized representative of debtor

David Orlofsky  
Printed name

Title Authorized Representative

<sup>1</sup> For the reasons set forth in my declaration in Support of the Chapter 11 Petitions, the Debtors are continuing to review their assets, liabilities and ownership interests.