

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GRADY SCOTT WESTON, Individually and On Behalf
of All Others Similarly Situated,

Plaintiffs,

v.

RCS CAPITAL CORPORATION, RCAP
HOLDINGS, LLC, RCAP EQUITY, LLC,
NICHOLAS S. SCHORSCH, BRIAN S. BLOCK,
EDWARD MICHAEL WEIL, WILLIAM M.
KAHANE, BRIAN D. JONES, PETER M. BUDKO,
MARK AUERBACH, JEFFREY BROWN, C.
THOMAS MCMILLEN, and HOWELL WOOD,

Defendants.

Civ. No. 1:14-CV-10136-GBD

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *Weston v. RCS Capital Corporation, et al.*, No. 1:14-CV-10136-GBD (S.D.N.Y.) (the “Action”), you must complete and, on page 5 hereof, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Claim Form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the settlement of the Action.

3. YOU MUST SUBMIT YOUR COMPLETED AND SIGNED CLAIM FORM ONLINE WITH COPIES OF THE DOCUMENTS REQUESTED HEREIN, **NO LATER THAN NOVEMBER 2, 2017**, OR MAIL YOUR COMPLETED AND SIGNED CLAIM FORM ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **POSTMARKED OR RECEIVED NO LATER THAN NOVEMBER 2, 2017**, ADDRESSED AS FOLLOWS:

RCAP Securities Litigation
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173040
Milwaukee, WI 53217

www.RCAPSecuritiesSettlement.com

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys’ Fees and Expenses (“Notice”), which accompanies this Claim Form) DO NOT submit a Claim Form.

4. If you are a member of the Settlement Class and you did not timely request exclusion in response to the Notice dated July 5, 2017, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A CLAIM FORM.**

II. CLAIMANT IDENTIFICATION

5. If you purchased or otherwise acquired the common stock of RCS Capital Corporation (“RCAP” or the “Company”) from February 12, 2014 to December 18, 2014, inclusive (the “Class Period”) and held the stock in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or otherwise acquired the common stock of RCAP during the Class Period through a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

6. Use Part I of this form below, entitled “Claimant Identification” to identify each beneficial purchaser or acquirer of RCAP common stock that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE RCAP COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

7. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. IDENTIFICATION OF TRANSACTIONS

8. Use Part II of this form below, entitled “Schedule of Transactions in RCAP Common Stock,” to supply all required details of your transaction(s) in RCAP common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

9. On the schedules, provide all of the requested information with respect to **all** of your purchases and acquisitions and **all** of your sales of RCAP common stock which took place, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the RCAP common stock you held at the close of trading on February 11, 2014 and as of the date you file the Claim Form. Failure to report all such transactions may result in the rejection of your claim.

10. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

11. The date of covering a “short sale” is deemed to be the date of purchase of RCAP common stock. The date of a “short sale” is deemed to be the date of sale of RCAP common stock.

12. Copies of broker confirmations or other documentation of your transactions in RCAP common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties do not have information about your transactions in RCAP common stock.

13. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (866) 778-9626 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
Weston v. RCS Capital Corporation, et al.
No. 1:14-CV-10136-GBD
PROOF OF CLAIM AND RELEASE
PLEASE TYPE OR PRINT

**MUST BE POSTMARKED
(IF MAILED) OR RECEIVED
(IF FILED ONLINE)
NO LATER THAN
NOVEMBER 2, 2017**

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Joint Beneficial Owner's Name (First, Middle, Last)

Company/Trust/Other Entity (If Claimant Is Not an Individual) Contact Person (If Claimant Is Not an Individual)

Trustee/Nominee/Other

Account Number (If Claimant Is Not an Individual) Trust Date/Other (If Applicable)

Address Line 1

Address Line 2 (If Applicable)

City State ZIP Code

Foreign Province Foreign Postal Code Foreign Country

Social Security Number Taxpayer Identification Number

OR

Check Appropriate Box:

- Individual or Sole Proprietor
- Partnership
- Estate
- Corporation
- Pension Plan
- Other (please specify)
- IRA
- Trust

Telephone Number (Daytime) Telephone Number (Evening)

() ()

Email Address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

PART II: SCHEDULE OF TRANSACTIONS IN RCAP COMMON STOCK

Failure to provide proof of all holdings, purchases, acquisitions, and sales information requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form as described in detail in Section III—Identification of Transactions, above.

1. BEGINNING HOLDINGS: Number of shares of RCAP common stock held as of the close of trading on February 11, 2014. If none, write "0" or "Zero."						<input style="width:100%; height:20px;" type="text"/>	Proof Enclosed? <input type="radio"/> Y <input type="radio"/> N
2. PURCHASES: Purchases/Acquisitions of RCAP common stock from February 12, 2014 through the date you file this Claim Form. ¹							
Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase Price (excluding taxes, commissions and fees)	Did Purchase Cover a Short Sale?	Check box if Shares were Purchased or Acquired Pursuant to the Company's June 5, 2014 Secondary Offering	Proof of Purchase Enclosed?	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$	<input type="radio"/> Y <input type="radio"/> N	<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N	
3. SALES: Sales of RCAP common stock from February 12, 2014 through the date you file this Claim Form.							
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions and fees)			Proof of Sale Enclosed?	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
/ /		\$	\$			<input type="radio"/> Y <input type="radio"/> N	
4. UNSOLD HOLDINGS: Number of shares of RCAP common stock never sold as of the date you file this Claim Form.						<input style="width:100%; height:20px;" type="text"/>	Proof Enclosed? <input type="radio"/> Y <input type="radio"/> N

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. SIGN AND PRINT YOUR NAME ON EACH ADDITIONAL PAGE.

¹ Information requested with respect to your purchases/acquisitions of common stock from December 19, 2014 through the date you file this Claim Form is needed in order to balance your claim; purchases/acquisitions during this period, however, are not eligible to participate in the Settlement as these purchases/acquisitions are outside the Class Period.

YOU MUST READ AND SIGN THE RELEASE ON THIS PAGE. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

14. I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated June 2, 2017 (the “Stipulation”), described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other RCAP securities) if requested to do so. I (We) have not submitted any other claim in the Action covering the same purchases or sales of RCAP common stock during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE AND ACKNOWLEDGEMENT

15. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Plaintiffs’ Claims each and all of the Released Defendant Parties, both as defined in the accompanying Notice. This release shall be of no force or effect unless and until the Court approves the Settlement and the Settlement becomes effective on the Effective Date (as defined in the Stipulation).

16. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

17. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in RCAP common stock which are the subject of this claim, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Claim Form.

18. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code. (Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Claim Form by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.
(Month / Year) (City) (State / Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and acknowledgement.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Claim Form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Claim Form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to:
RCAP Securities Litigation
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173040
Milwaukee, WI 53217
8. **Do not use red pen or highlighter** on the Claim Form or supporting documentation.

THIS CLAIM FORM MUST BE SUBMITTED ONLINE NO LATER THAN NOVEMBER 2, 2017 OR, IF MAILED, POSTMARKED OR RECEIVED NO LATER THAN NOVEMBER 2, 2017, ADDRESSED AS FOLLOWS:

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