SCOTTISH RE GROUP LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2014

(These consolidated financial statements are unaudited.)

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SCOTTISH RE GROUP LIMITED
CONSOLIDATED BALANCE SHEETS
(Expressed in Thousands of United States Dollars, except share data)

	September 30, 2014 (Unaudited)	December 31, 2013 (Audited)
Assets		
Fixed-maturity investments held as trading securities, at fair value	$ 1,760,093	$ 1,789,343
Fixed-maturity investments held as available-for-sale securities, at fair value (amortized cost: 2014 – $2,315; 2013 - nil)	2,295	-
Preferred stock held as trading securities, at fair value	1,282	1,138
Cash and cash equivalents	252,075	247,409
Other investments	28,994	21,695
Funds withheld at interest	438,296	459,777
Total investments[1]	2,483,035	2,519,362
Accrued interest receivable[2]	11,833	12,587
Reinsurance balances receivable	110,268	128,319
Deferred acquisition costs	148,170	153,229
Amounts recoverable from reinsurers	682,412	695,163
Present value of in-force business	21,282	22,215
Other assets	5,618	6,597
Total assets	$ 3,462,618	$ 3,537,472
Liabilities		
Reserves for future policy benefits	$ 1,290,397	$ 1,332,960
Interest-sensitive contract liabilities	968,619	1,026,307
Collateral finance facility[3]	450,000	450,000
Accounts payable and other liabilities[4]	76,458	65,944
Embedded derivative liabilities, at fair value	14,878	18,230
Reinsurance balances payable	59,285	65,796
Deferred tax liabilities	31,156	37,532
Long-term debt, at par value	116,500	116,500
Total liabilities	3,007,293	3,113,269
Mezzanine Equity		
Convertible cumulative participating preferred shares, par value $0.01: 1,000,000 shares issued and outstanding with $600.0 million initial stated value (liquidation preference: 2014 - $846.6 million; 2013 - $814.2 million)	555,857	555,857
Shareholders' Deficit		
Ordinary shares, par value $0.01: 68,383,370 shares issued and outstanding	684	684
Non-cumulative perpetual preferred shares, par value $0.01: 3,246,776 shares issued and outstanding	81,169	81,169
Additional paid-in capital	1,218,190	1,218,190
Accumulated other comprehensive income (loss), net of tax	(20)	-
Retained deficit	(1,400,555)	(1,431,697)
Total shareholders' deficit	(100,532)	(131,654)
Total liabilities, mezzanine equity, and total shareholders' deficit	$ 3,462,618	$ 3,537,472
[1] Includes total investments of consolidated variable interest entity ("VIE")	$ 349,326	$ 324,101
[2] Includes accrued interest receivable of consolidated VIE	663	473
[3] Reflects collateral finance facility of consolidated VIE	450,000	450,000
[4] Reflects accounts payable and other liabilities of consolidated VIE	52,556	45,759

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

SCOTTISH RE GROUP LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

(Expressed in Thousands of United States Dollars)

	Three month period ended		Nine month period ended	
	September 30, 2014	**September 30, 2013**	**September 30, 2014**	**September 30, 2013**
Revenues				
Premiums earned, net	$ 84,626	$ 84,918	$ 263,651	$ 246,748
Investment income, net	19,652	22,702	60,561	68,908
Net realized and unrealized gains (losses)	1,169	(1,588)	45,140	16,298
Gain on extinguishment of long-term debt	-	-	-	6,240
Change in fair value of embedded derivative assets and liabilities	129	3,561	3,352	9,808
Fees and other income	585	643	1,751	1,823
Total revenues	106,161	110,236	374,455	349,825
Benefits and expenses				
Claims, policy benefits, and changes in policyholder reserves, net	80,994	91,961	267,464	284,585
Interest credited to interest-sensitive contract liabilities	6,591	7,180	20,123	22,606
Other insurance expenses, including amortization of deferred acquisition costs, net	9,761	10,445	36,180	36,456
Operating expenses	4,962	4,573	16,344	15,897
Collateral finance facilities expense	2,522	2,505	7,449	7,444
Interest expense	1,230	1,214	3,776	3,653
Total benefits and expenses	106,060	117,878	351,336	370,641
Income (loss) before income taxes	101	(7,642)	23,119	(20,816)
Income tax benefit (expense)	(310)	(1,058)	8,023	4,266
Net income (loss)	$ (209)	$ (8,700)	$ 31,142	$ (16,550)
Other comprehensive income (loss), net of tax:				
Unrealized gains (losses) on available-for-sale investments, net of tax	(20)	-	(20)	-
Total other comprehensive income (loss), net of tax.	(20)	-	(20)	-
Total comprehensive income (loss)	$ (229)	$ (8,700)	$ 31,122	$ (16,550)

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

SCOTTISH RE GROUP LIMITED
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT
(UNAUDITED)

(Expressed in Thousands of United States Dollars)

	Nine month period ended	
	September 30, 2014	**September 30, 2013**
Share capital:		
Ordinary shares:		
Beginning and end of period	$ 684	$ 684
Non-cumulative perpetual preferred shares:		
Beginning and end of period	81,169	81,169
Additional paid-in capital:		
Beginning and end of period	1,218,190	1,218,190
Accumulated other comprehensive income (loss):		
Beginning of period	-	-
Other comprehensive income (loss), net of taxes	(20)	-
End of period	(20)	-
Retained deficit:		
Beginning of period	(1,431,697)	(1,414,474)
Net income (loss)	31,142	(16,550)
End of period	(1,400,555)	(1,431,024)
Total shareholders’ deficit	$ (100,532)	$ (130,981)

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

SCOTTISH RE GROUP LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(Expressed in Thousands of United States Dollars)

	Nine month period ended	
	September 30, 2014	**September 30, 2013**
Operating activities		
Net income (loss)	$ 31,142	$ (16,550)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Net realized and unrealized gains	(45,140)	(16,298)
Gain on extinguishment of long-term debt	-	(6,240)
Changes in value of embedded derivative assets and liabilities	(3,352)	(9,808)
Amortization of deferred acquisition costs	5,059	7,610
Amortization of present value of in-force business	933	1,319
Amortization of deferred finance facility costs	651	651
Depreciation of fixed assets	101	107
Changes in assets and liabilities:		
Funds withheld at interest	21,481	21,902
Accrued interest receivable	754	(925)
Reinsurance balances receivable	18,051	21,978
Other assets	180	307
Reserves for future policy benefits, net of amounts recoverable from reinsurers	(29,812)	(2,530)
Interest-sensitive contract liabilities	(16,150)	(18,373)
Accounts payable and other liabilities, including deferred tax liabilities	4,138	5,192
Reinsurance balances payable	(6,511)	7,359
Net cash provided by (used in) operating activities	(18,475)	(4,299)
Investing activities		
Purchase of fixed-maturity investments	(185,424)	(306,896)
Proceeds from sales and maturities of fixed-maturity investments	252,686	246,086
Purchase of and proceeds from sales and maturities of preferred stock, net	-	794
Purchase of and proceeds from other investments, net	(2,666)	416
Net cash provided by (used in) investing activities	64,596	(59,600)
Financing activities		
Withdrawals from interest-sensitive contract liabilities	(41,455)	(47,040)
Acquisition of long-term debt	-	(6,760)
Net cash provided by (used in) financing activities	(41,455)	(53,800)
Net change in cash and cash equivalents	4,666	(117,699)
Cash and cash equivalents, beginning of period	247,409	368,809
Cash and cash equivalents, end of period	$ 252,075	$ 251,110

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2014

1. Organization, Run-Off Strategy, and Lines of Business

Organization

Scottish Re Group Limited ("SRGL" and, together with SRGL's consolidated subsidiaries and VIE, the "Company", "we", "our", and "us") is a holding company incorporated under the laws of the Cayman Islands, and our principal executive office is located in Bermuda. Through our operating subsidiaries, we are principally engaged in the reinsurance of life insurance, annuities, and annuity-type products. As of September 30, 2014, we have principal operating companies, holding companies, financing companies, and a collateral finance facility in Bermuda, the Cayman Islands, Ireland, Luxembourg, and the United States of America (U.S.), as follows:

<u>Bermuda</u>
Scottish Re Life (Bermuda) Limited

<u>Cayman Islands</u>
SRGL
Scottish Annuity & Life Insurance Company (Cayman) Ltd. ("SALIC")

<u>Ireland</u>
Scottish Re (Dublin) Limited ("SRD")
Orkney Re II plc ("Orkney Re II" or "VIE")

<u>Luxembourg</u>
Scottish Financial (Luxembourg) S.á r.l. ("SFL")
Scottish Holdings (Luxembourg) S.á r.l.

<u>U.S.</u>
Scottish Holdings, Inc. ("SHI")
Scottish Re (U.S.), Inc. ("SRUS")

Business Strategy

In 2008, we ceased writing new business and notified our existing clients that we would not be accepting any new reinsurance risks under existing reinsurance treaties, thereby placing our reinsurance business into run-off (the "Closed Block"). We continue to run-off the Closed Block, whereby we receive premiums, pay claims, and perform key activities under the related reinsurance treaties. During 2013 and early 2014, the Company began to engage with its regulators and certain ceding companies regarding the Company's intent to accept new insurance risks, either through the reinsurance of existing third-party closed blocks of business, the assumption of newly originated business written by third parties, or the acquisition of existing insurance or reinsurance legal entities (the "New Business Strategy"). There can be no assurances whether or to what extent the Company will be successful in its pursuit of the New Business Strategy or what effect such strategy will have on the Company's reported financial results in future periods.

The Company has purchased from time-to-time and, if opportunities arise, may in the future continue to purchase, in privately-negotiated transactions, open market purchases, or by means of general solicitations, tender offers, or otherwise, our outstanding securities and other liabilities. Any such purchases will depend on a variety of factors including, but not limited to, available corporate liquidity, capital requirements, and indicative pricing levels. The amounts involved in any such transactions, individually or in the aggregate, may be material.

1. Organization, Run-Off Strategy, and Lines of Business (continued)

Lines of Business

As defined and described in the Company's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013, we have written reinsurance business that is wholly or partially retained in one or more of our reinsurance subsidiaries and have classified the reinsurance as Traditional Solutions or as Financial Solutions.

Merger of Subsidiaries

On January 14, 2013, SRUS and its then wholly-owned subsidiary, Scottish Re Life Corporation ("SRLC"), entered into an Agreement and Plan of Merger. Upon the terms and subject to the conditions therein, including receipt of all required approvals, and in accordance with the provisions of Section 253 of the Delaware General Corporation Law and Section 4930 of the Delaware Insurance Code, SRLC would be merged with and into SRUS (the "SRUS/SRLC Merger"). From and after the effective time of the SRUS/SRLC Merger (the "Effective Date"), SRUS, as the surviving corporation in the SRUS/SRLC Merger, would be responsible and liable for all of the liabilities and obligations of SRUS and SRLC existing as of the Effective Date, and all policies of insurance and contracts and agreements of reinsurance or retrocession assumed or issued by SRLC, or pursuant to which SRLC was a party would, as of the Effective Date, become policies of insurance and contracts and agreements of reinsurance or retrocession (as the case may be) of SRUS. Approval of the SRUS/SRLC Merger was received from the Insurance Commissioner of the State of Delaware on May 8, 2013 and from the Insurance Commissioner of the State of California on July 12, 2013. The Effective Date of the SRUS/SRLC Merger was July 30, 2013. The SRUS/SRLC Merger had no affect on the Company's U.S. GAAP consolidated financial position and results of operations.

2. Basis of Presentation

Accounting Principles – Our consolidated interim financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). Accordingly, these consolidated interim financial statements do not include all of the information and notes required by U.S. GAAP for annual financial statements. These unaudited consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013.

Consolidation **–** The consolidated financial statements include the assets, liabilities, and results of operations of SRGL, its subsidiaries, and the VIE for which we are the primary beneficiary, as defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic 810-10, Consolidation **–** Overall ("FASB ASC 810-10"). All significant intercompany transactions and balances have been eliminated in consolidation. We currently consolidate one non-recourse securitization, Orkney Re II, a special purpose VIE incorporated under the laws of Ireland. For further discussion on Orkney Re II, please refer to Note 7, "Collateral Finance Facility and Securitization Structure".

Estimates and Assumptions **–** The preparation of consolidated interim financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated interim financial statements and accompanying notes. Actual results could differ materially from those estimates and assumptions used by management, and such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

Our most significant assumptions are for:

- investment valuations;
- accounting for embedded derivative instruments;

2. Basis of Presentation (continued)

- assessment of risk transfer for structured insurance and reinsurance contracts;
- estimates of premiums;
- valuation of the present value of in-force business;
- establishment of reserves for future policy benefits;
- amortization of deferred acquisition costs;
- retrocession arrangements and amounts recoverable from reinsurers;
- interest-sensitive contract liabilities; and
- current taxes, deferred taxes, and the determination of associated valuation allowances.

We periodically review and revise these estimates, as appropriate. Any adjustments made to these estimates are reflected in the period in which the estimates are revised.

Reclassifications – Certain prior period amounts in our consolidated interim financial statements and accompanying notes have been reclassified to conform to the current presentation. These reclassifications primarily impact amounts under the following captions reported in the Consolidated Statements of Comprehensive Income:

- Investment income, net;
- Net realized and unrealized gains (losses);
- Fees and other income;
- Other insurance expenses including amortization of deferred acquisition costs, net; and
- Operating expenses.

The following table illustrates the reclassifications completed for the three month and nine month periods ended September 30, 2013:

(U.S. dollars in thousands)	Three month period ended September 30, 2013			Nine month period ended September 30, 2013		
Consolidated Statements of Comprehensive Income Line Item	**Original September Amount**	**Reclassified September Amount**	**Three Month Change – Increase (Decrease) Net Income**	**Original September Amount**	**Reclassified September Amount**	**Nine Month Change – Increase (Decrease) Net Income**
Revenues						
Investment income, net	$ 22,713	$ 22,702	$ (11)	$ 68,261	$ 68,908	$ 647
Net realized and unrealized gains (losses)	(1,838)	(1,588)	250	14,524	16,298	1,774
Fees and other income	894	643	(251)	4,277	1,823	(2,454)
Benefits and expenses						
Other insurance expenses including amortization of deferred acquisition costs, net	9,178	10,445	(1,267)	32,561	36,456	(3,895)
Operating expenses	5,852	4,573	1,279	19,825	15,897	3,928

Investments – In accordance with FASB ASC 320 Investments – Debt and Equity Securities, we are required to review the appropriateness of our investment classification at least annually. During 2014, we reevaluated the appropriateness of the accounting classification of our fixed-maturity investments and preferred stocks, which have been classified as trading since January 1, 2008. As a result of this evaluation, the Company has determined that as it acquires new fixed-maturity investments and preferred stocks it will classify such securities as available-for-sale, such that over time the Company's entire investment portfolio will be classified under available-for-sale. This

2. Basis of Presentation (continued)

process of migrating to available-for-sale as the Company acquires or replaces fixed-maturity investments and preferred stocks could take several years given the duration of some of our existing investments. Effective August 2014, the Company classified securities in defined portfolios as available-for-sale.

For further discussion on our available-for-sale investments, please refer to Note 4, "Investments – *Available-for-Sale*".

3. Recent Accounting Pronouncements

In February 2013, the FASB issued ASU No. 2013-02, Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("ASU No. 2013-02"). The objective of ASU No. 2013-02 was to develop reporting and disclosure requirements about changes in accumulated other comprehensive income ("AOCI") balances and reclassifications out of AOCI. For public companies, ASU No. 2013-02 was effective prospectively for fiscal years and interim periods within those years beginning after 15 December 2012. For nonpublic companies, ASU No. 2013-02 was effective prospectively for fiscal years beginning after 15 December 2013 and interim and annual periods thereafter. Early adoption was permitted. Following our acquisition of investments classified as available-for-sale, effective August 2014, as discussed in Note 2, "Basis of Presentation", we are required to disclose unrealized gains and losses on available-for-sale investments under other comprehensive income, and so, as a result, we have adopted the provisions of ASU No. 2013-02 for the three month and nine month periods ended September 30, 2014. The adoption did not have a material effect on the Company's consolidated financial position and results of operations.

4. Investments

The components of realized and unrealized gains (losses) and of the change in net unrealized appreciation (depreciation) on investments and other balances for the for the three and nine month periods ended September 30, 2014 and 2013 were as follows:

(U.S. dollars in thousands)	Three month period ended September 30, 2014	Three month period ended September 30, 2013	Nine month period ended September 30, 2014	Nine month period ended September 30, 2013
Realized and unrealized gains (losses)				
Fixed-maturity investments				
Gross realized gains	$ 1,056	$ 2,391	$ 4,234	$ 7,727
Gross realized losses	(1,527)	(3,203)	(3,163)	(7,443)
Net unrealized gains (losses)	(311)	70	39,253	15,292
	(782)	(742)	40,324	15,576
Preferred stock				
Gross realized gains	-	-	-	26
Gross realized losses	-	-	-	-
Net unrealized gains (losses)	(8)	(167)	144	(176)
	(8)	(167)	144	(150)
Other				
Cerberus Affiliated Fund* – unrealized gains	1,880	250	4,632	1,773
Realized gains (losses) on modified coinsurance treaties	90	(989)	83	(1,043)
Other	(11)	60	(43)	142
	1,959	(679)	4,672	872
Net realized and unrealized gains (losses)	$ 1,169	$ (1,588)	$ 45,140	$ 16,298

** Defined in the Note below.*

Trading Investments

The portion of net unrealized losses for the three month periods ended September 30, 2014 and 2013 that related to trading securities, which includes fixed-maturity investments and preferred stocks, still held at the reporting dates was $0.3 million and $0.1 million, respectively.

The portion of net unrealized gains for the nine month periods ended September 30, 2014 and 2013 that related to trading securities, which includes fixed-maturity investments and preferred stocks, still held at the reporting dates was $39.4 million and $15.1 million, respectively.

Available-for-Sale Investments

As disclosed above in Note 2, "Basis of Presentation", in August 2014, we classified a defined portfolio of fixed-maturity investments as available-for-sale. As of September 30, 2014, we have acquired approximately $2.3 million in a defined portfolio of fixed-maturity investments classified as available-for-sale in our consolidated financial statements, all of which were purchased by the Company's Irish subsidiary, SRD. While we have disclosed available-for-sale investments separately on the Consolidated Balance Sheets as of September 30, 2014, and disclosed unrealized losses, net of tax, of $20 thousand on these available-for-sale investments on the

4. Investments (continued)

Consolidated Statements of Comprehensive Income for the three month and nine periods ended September 30, 2014, the Company considers full note disclosure on these available-for-sale investments to be immaterial at this time. We will continue to review the disclosure requirements for our available-for-sale investments in our annual audited consolidated financial statements and in our interim consolidated financial statements as additional investments are acquired, therefore increasing the size of our portfolio classified as available-for-sale.

Other Investments

Other investments, as of September 30, 2014, includes policy loans, which are carried at the outstanding loan balances, investments in debt securities, and investments accounted for under the equity method, in accordance with FASB 323 Investments – Equity Method and Joint Ventures, for which the resulting equity method carrying value is deemed to approximate fair value. The investments accounted for under the equity method represent executed subscription documents, signed by SALIC on March 26, 2012, pursuant to which SALIC committed to make an investment of up to an aggregate $30.0 million in an investment fund affiliated with and controlled, directly or indirectly, by Cerberus Capital Management, L.P. ("Cerberus") (the "Cerberus Affiliated Fund"). As of September 30, 2014, SALIC had invested $16.3 million of its total commitment, which investment is included under "Other investments" on the accompanying Consolidated Balance Sheets at a carrying value of $26.0 million. Changes in the fair value of the Cerberus Affiliated Fund are included in "Net realized and unrealized gains (losses)" on the accompanying Consolidated Statements of Comprehensive Income.

For further discussion of investments in the Cerberus Affiliated Fund subsequent to September 30, 2014, please refer to Note 13, "Subsequent Events – *Investment in Cerberus Affiliated Fund*".

5. Fair Value Measurements

FASB ASC 820 defines fair value, establishes a framework for measuring fair value based on an exit price definition, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and provides disclosure requirements for fair value measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements), as described in Note 5, "Fair Value Measurements" in the Company's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013, which, along with Note 4, "Investments" above, also includes additional disclosures regarding our fair value measurements.

5. Fair Value Measurements (continued)

The following tables set forth our assets and liabilities that were measured at fair value on a recurring basis as of the dates indicated:

	September 30, 2014			
(U.S. dollars in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments				
Government securities	$ -	$ 28.7	$ -	$ 28.7
Corporate securities	-	640.3	26.1	666.4
Municipal bonds	-	32.2	-	32.2
Mortgage and asset-backed securities	-	719.2	315.8	1,035.0
Fixed-maturity investments	-	1,420.4	341.9	1,762.3
Preferred stock	-	1.3	-	1.3
Total assets at fair value	$ -	$ 1,421.7	$ 341.9	$ 1,763.6
Embedded derivative liabilities	-	-	(14.9)	(14.9)
Total liabilities at fair value	$ -	$ -	$ (14.9)	$ (14.9)

	December 31, 2013			
(U.S. dollars in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments				
Government securities	$ -	$ 32.8	$ -	$ 32.8
Corporate securities	-	712.0	44.0	756.0
Municipal bonds	-	37.5	-	37.5
Mortgage and asset-backed securities	-	565.4	397.7	963.1
Fixed-maturity investments	-	1,347.7	441.7	1,789.4
Preferred stock	-	1.1	-	1.1
Total assets at fair value	$ -	$ 1,348.8	$ 441.7	$ 1,790.5
Embedded derivative liabilities	-	-	(18.2)	(18.2)
Total liabilities at fair value	$ -	$ -	$ (18.2)	$ (18.2)

The following tables present additional information about our assets and liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value as of the dates indicated:

5. Fair Value Measurements (continued)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3) for the nine month period ended September 30, 2014

(U.S. dollars in millions)	Corporate securities	Mortgage and asset-backed securities	Total assets at fair value	Total liabilities at fair value
Beginning balance as of January 1, 2014	$ 44.0	$ 397.7	$ 441.7	$ (18.2)
Total realized and unrealized gains (losses) included in net income	(0.1)	34.5	34.4	3.3
Purchases	-	13.7	13.7	-
Settlements	(16.7)	(23.9)	(40.6)	-
Transfers in and/or (out of) Level 3, net	-	(107.3)	(107.3)	-
Ending balance as of September 30, 2014	$ 27.2	$ 314.7	$ 341.9	$ (14.9)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3) for the year ended December 31, 2013

(U.S. dollars in millions)	Corporate securities	Municipal bonds	Mortgage and asset-backed securities	Total assets at fair value	Total liabilities at fair value
Beginning balance as of January 1, 2013	$ 74.2	$ 5.4	$ 320.1	$ 399.7	$ (26.3)
Total realized and unrealized gains (losses) included in net income	(2.0)	-	64.1	62.1	8.1
Purchases	-	-	53.7	53.7	-
Settlements	(28.9)	-	(33.3)	(62.2)	-
Transfers in and/or (out of) Level 3, net	0.7	(5.4)	(6.9)	(11.6)	-
Ending balance as of December 31, 2013	$ 44.0	$ -	$ 397.7	$ 441.7	$ (18.2)

Changes in classifications impacting Level 3 financial instruments were reported in the above tables as transfers in (out) of the Level 3 category at the end of each quarterly period in which the transfers occurred. The portion of net unrealized gains for the three month and nine month periods ended September 30, 2014 related to Level 3 trading securities still held at the reporting dates was $9.0 million and $33.4 million in net gains, respectively. The portion of net unrealized gains for the three month and nine month periods ended September 30, 2013 related to Level 3 trading securities still held at the reporting dates was $1.4 million and $49.3 million in net gains, respectively.

The following tables summarize the fair values (in millions), the valuation techniques, and the significant unobservable inputs of the Level 3 fair value measurements, as of September 30, 2014 and December 31, 2013, respectively, for which we have been able to obtain quantitative information about the significant unobservable inputs used in those fair value measurements:

5. Fair Value Measurements (continued)

September 30, 2014

Assets (U.S. dollars in millions)	**Fair Value**	**Valuation Technique**	**Significant Unobservable Inputs**	**Input Ranges**
Corporate securities	$ 19.3	Discounted Cash Flow	Liquidity/duration adjustment*	0.6% - 2.9%
Mortgage and asset-backed securities	$ 23.6	Discounted Cash Flow	Liquidity/duration adjustment*	1.1% - 1.7%

December 31, 2013

Assets (U.S. dollars in millions)	**Fair Value**	**Valuation Technique**	**Significant Unobservable Inputs**	**Input Ranges**
Corporate securities	$ 37.0	Discounted Cash Flow	Liquidity/duration adjustment*	0.4% - 4.7%
Mortgage and asset-backed securities	$ 23.2	Discounted Cash Flow	Liquidity/duration adjustment*	1.7% - 1.8%

** The liquidity/duration adjustment input represents an estimated market participant composite interest spread that would be applied to the risk-free rate to discount the estimated projected cash flows for individual securities, and such liquidity/duration adjustment would reflect adjustments attributable to liquidity premiums, expected durations, credit structures, credit quality, etc., as applicable.*

We have excluded from the table above Level 3 fair value measurements obtained from independent, third-party pricing sources, including prices obtained from brokers, for which we do not develop the significant inputs used to measure the fair values, and where information regarding the significant inputs is not readily available to us from the independent, third-party pricing sources or brokers.

6. Fair Value of Financial Instruments

The fair values of financial assets and liabilities are estimated in accordance with the framework established under FASB ASC 820. The methodology for determining the fair value of financial instruments on a non-recurring basis, in addition to those disclosed above in Note 4, "Investments" and Note 5, "Fair Value Measurements", are described in Note 2, "Summary of Significant Accounting Policies – *Investments*", Note 5, "Fair Value Measurements", and Note 6, "Fair Value of Financial Instruments" in the Company's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013. The following table sets forth the fair values of our financial instruments, as of the dates indicated:

	September 30, 2014		December 31, 2013	
(U.S. dollars in thousands)	**Carrying Value**	**Estimated Fair Value**	**Carrying Value**	**Estimated Fair Value**
Assets				
Fixed-maturity investments held as trading securities	$ 1,760,093	$ 1,760,093	$ 1,789,343	$ 1,789,343
Fixed-maturity investments held as available-for-sale securities	2,315	2,295	-	-
Preferred stock	1,282	1,282	1,138	1,138
Other investments	28,994	28,994	21,695	21,695
Funds withheld at interest	438,296	438,296	459,777	459,777
Liabilities				
Interest-sensitive contract liabilities	$ 968,619	$ 967,639	$ 1,026,307	$ 1,025,308
Collateral finance facility	450,000	221,357	450,000	171,629
Embedded derivative liabilities, at fair value	14,878	14,878	18,230	18,230
Long-term debt, at par value	116,500	83,406	116,500	81,383

7. Collateral Finance Facility and Securitization Structure

Orkney Re II

Historical information regarding the Orkney Re II collateral finance facility and securitization structure is discussed in Note 9, "Collateral Finance Facilities and Securitization Structures – *Orkney Re II*" in the Company's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013.

The following table reflects the significant balances included in the accompanying Consolidated Balance Sheets that were attributable to the Orkney Re II collateral finance facility and securitization structure providing support to the Company:

7. Collateral Finance Facility and Securitization Structure (continued)

(U.S. dollars in thousands)	September 30, 2014	December 31, 2013
Assets		
Funds withheld at interest	$ 369,794	$ 366,561
Cash and cash equivalents	12,024	1,961
All other assets	44,510	41,873
Total assets	$ 426,328	$ 410,395
Liabilities		
Reserves for future policy benefits	$ 137,139	$ 137,491
Collateral finance facility	450,000	450,000
All other liabilities	49,886	46,833
Total liabilities	$ 637,025	$ 634,324

The assets listed in the foregoing table are subject to a variety of restrictions on their use, as set forth in and governed by the transaction documents for the Orkney Re II collateral finance facility and securitization structure. The total investments of the consolidated VIE disclosed in the accompanying Consolidated Balance Sheets include the following adjustments: (i) deduction of the assets needed to satisfy future policy benefits, based on current projections ("economic reserves"), and (ii) addition of the market value of consolidated assets held in a segregated account in excess of Orkney Re II's funds withheld at interest. The following table provides a reconciliation of the aforementioned adjustments:

(U.S. dollars in thousands)	September 30, 2014	December 31, 2013
Funds withheld at interest	$ 369,794	$ 366,561
Cash and cash equivalents	12,024	1,961
Total investments	$ 381,818	$ 368,522
Add: Market value of consolidated assets held in a segregated account in excess of Orkney Re II's funds withheld at interest	56,273	46,479
Less: Asset supporting economic reserves	(88,765)	(90,900)
Total investments in consolidated VIE	$ 349,326	$ 324,101

The reinsurance liabilities of Orkney Re II have been eliminated from the Consolidated Balance Sheets.

Orkney Re II Event of Default, Acceleration, and Foreclosure

Orkney Re II has been unable to make scheduled interest payments on the Series A-1 Notes and Series A-2 Notes on all scheduled quarterly interest payment dates since May 11, 2009. As of September 30, 2014, Assured Guaranty (UK) Ltd. ("Assured") has made guarantee payments in the cumulative amount of $17.3 million on the Series A-1 Notes which are the subject of a financial guaranty policy issued by Assured in connection with the Orkney Re II transaction. Unlike the Series A-1 Notes, the Series A-2 Notes were not guaranteed under the Orkney Re II transaction and the amount of cumulative interest on the Series A-2 Notes was $2.6 million as of September 30, 2014. This amount of cumulative interest on the Series A-1 Notes and the Series A-2 Notes has been accrued by us in "Accounts payable and other liabilities" in the Consolidated Balance Sheets. Interest on the Series A-1 Notes on which Assured is making guarantee payments is payable quarterly at a rate equivalent to three-month LIBOR plus 0.425%. As of September 30, 2014 and December 31, 2013, the interest rate on the Series A-1 Notes was 0.66%. Interest on the Series A-2 Notes, which are not guaranteed as part of the Orkney Re II transaction, is payable quarterly at a rate equivalent to three-month LIBOR plus 0.730%. As of September 30, 2014, the interest

7. Collateral Finance Facility and Securitization Structure (continued)

rate on the Series A-2 Notes was 0.96% (compared to 0.97% as of December 31, 2013). For further discussion on the Orkney Re II scheduled interest payments on the Series A-1 Notes and the Series A-2 Notes subsequent to September 30, 2014, please refer to Note 13, "Subsequent Events – *Orkney Re II*".

8. Debt Obligations and Other Funding Arrangements

Capital and Trust Preferred Securities

Long-term debt, at par value (collectively, the "Capital and Trust Preferred Securities"), is individually defined and described in Note 10, "Debt Obligations and Other Funding Arrangements" in the notes accompanying the Company's audited consolidated financial statements for the year ended December 31, 2013. The pertinent details regarding long-term debt, at par value are shown in the following table:

(U.S. dollars in thousands)	Capital Securities Due 2032*	Preferred Trust Securities Due 2033*	Trust Preferred Securities Due 2033*	Trust Preferred Securities Due 2034*	Trust Preferred Securities Due December 2034*
Issuer of long-term debt	Capital Trust*	Capital Trust II*	GPIC Trust*	Capital Trust III*	SFL Trust I*
Long-term debt outstanding	$17,500	$20,000	$10,000	$19,000**	$50,000
Maturity date	Dec 4, 2032	Oct 29, 2033	Sept 30, 2033	June 17, 2034	Dec 15, 2034
Currently redeemable (in whole or in part)	Yes	Yes	Yes	Yes	Yes
Interest Payable	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Interest rate: 3-month LIBOR +	4.00%	3.95%	3.90%	3.80%	3.50%
Interest rate as of September 30, 2014	4.24%	4.19%	4.14%	4.04%	3.74%
Interest rate as of December 31, 2013	4.25%	4.20%	4.15%	4.05%	3.75%
Maximum number of quarters for which interest may be deferred	20	20	20	20	20
Number of quarters for which interest has been deferred as of September 30, 2014	7	7	7	7	7

** Defined in the notes accompanying the Company's audited consolidated financial statements for the year ended December 31, 2013.*
***SRGL owns $13.0 million of the Trust Preferred Securities Due 2034 securities, as further explained in this Note.*

Acquisition of Trust Preferred Securities Due 2034

On January 31, 2013, SRGL agreed to acquire, in a privately-negotiated transaction, approximately $13.0 million in aggregate liquidation amount of Trust Preferred Securities Due 2034, with a liquidation preference of $1,000 per security, at a purchase price of $520.00 per security. In accordance with FASB ASC 405, Extinguishment of Liabilities, the Company recorded a $6.2 million gain on the extinguishment of debt in the Consolidated Statements of Comprehensive Income in the first quarter of 2013.

8. Debt Obligations and Other Funding Arrangements (continued)

Deferral of Interest Payments on the Capital and Trust Preferred Securities

We began deferring interest payments as of January 29, 2013 on the Capital and Trust Preferred Securities as permitted by the terms of the indentures governing the securities. As of September 30, 2014, we have accrued and deferred net payments of $8.9 million in interest on the Capital and Trust Preferred Securities. SHI, SFL, and SALIC generally are restricted in their ability to make certain dividend payments and payments in respect of obligations ranking junior or *pari passu* to the Capital and Trust Preferred Securities in any period where interest payment obligations on these securities are not current.

For further discussion on the accrued and deferred payment on our Capital and Trust Preferred Securities subsequent to September 30, 2014, please refer to Note 13, "Subsequent Events – *Deferral of Interest Payments on the Capital and Trust Preferred Securities"*.

9. Mezzanine Equity – Convertible Cumulative Participating Preferred Shares

We accounted for the 2007 issuance of Convertible Cumulative Participating Preferred Shares (the "CCPP Shares") to affiliates of MassMutual Capital Partners LLC and Cerberus (together with MassMutual Capital Partners LLC, the "Investors"), in accordance with FASB ASC Subtopic 470-20, Debt – Debt with Conversion and Other Options, which incorporates Emerging Issues Task Force D-98: "Classification and Measurement of Redeemable Securities".

As of September 30, 2014, the net amount of dividends accreted pursuant to the terms of the CCPP Shares was $246.6 million in the aggregate, or $246.59 per share. For further discussion and additional disclosures regarding the CCPP Shares, please refer to Note 11, "Mezzanine Equity – Convertible Cumulative Participating Preferred Shares" in the notes accompanying the Company's audited consolidated financial statements for the year ended December 31, 2013.

10. Shareholders' Deficit

Ordinary Shares

We are authorized to issue 590,000,000 ordinary shares (the "Ordinary Shares") with a par value of $0.01 per share.

As of September 30, 2014 and December 31, 2013, we have 68,383,370 Ordinary Shares issued and outstanding.

Perpetual Preferred Shares

We are authorized to issue 50,000,000 preferred shares with a par value of $0.01 per share.

In 2005, we issued 5,000,000 non-cumulative Perpetual Preferred Shares (the "Perpetual Preferred Shares"). Gross proceeds were $125 million, and related expenses were $4.6 million. As of September 30, 2014, we have repurchased and cancelled 1,753,224 Perpetual Preferred Shares.

10. Shareholders' Deficit (continued)

As of September 30, 2014 and December 31, 2013, we have 3,246,776 Perpetual Preferred Shares issued and outstanding.

The dividend rate on our Perpetual Preferred Shares may be at a fixed rate determined through remarketing of our Perpetual Preferred Shares for specific periods of varying length not less than six months or may be at a floating rate reset quarterly based on a predefined set of interest rate benchmarks. The quarterly floating rates for September 30, 2014 and 2013 were 6.53% and 7.27%, respectively. During any dividend period, unless the full dividends for the current dividend period on all outstanding Perpetual Preferred Shares have been declared or paid, no dividend may be paid or declared on our Ordinary Shares and no Ordinary Shares or other junior shares may be purchased, redeemed, or otherwise acquired for consideration by SRGL. Please refer below to "*Dividends on Perpetual Preferred Shares*" in the Note below for additional information.

Dividends on Ordinary Shares

The Investors, as the holders of our Ordinary Shares, are entitled to receive dividends and are allowed one vote per share subject to certain restrictions in our Memorandum and Articles of Association.

All future payments of dividends are at the discretion of our Board of Directors (the "Board") and will depend on such factors as the Board may deem relevant. Notwithstanding the foregoing, if dividends on our Perpetual Preferred Shares have not been declared and paid (or declared and a sum sufficient for the payment thereof set aside) for a dividend period, we generally are precluded from paying or declaring any dividend on our Ordinary Shares.

Dividends on Perpetual Preferred Shares

In accordance with the relevant financial tests under the terms of our Perpetual Preferred Shares, our Board was precluded from declaring and paying a dividend in connection with each of the 2013 and 2014 year to date dividend payment dates.

Pursuant to the terms of, and subject to the procedures set forth in, the Certificate of Designations related to our Perpetual Preferred Shares, the holders of our Perpetual Preferred Shares are entitled to elect two directors to our Board in the event dividends on our Perpetual Preferred Shares have not been declared and paid for six or more dividend periods, consecutive or not (a "Nonpayment"). Failure to declare and pay dividends on the July 15, 2009 dividend payment date marked the sixth dividend period for which dividends had not been declared and paid (i.e., a Nonpayment); however, the right of the holders of our Perpetual Preferred Shares to elect two directors to our Board has not been exercised as of September 30, 2014. If and when dividends for at least four dividend periods, whether or not consecutive, following a Nonpayment have been paid in full, this right will cease.

There can be no assurances when or whether, as a result of the application of the financial tests contained in the terms of our Perpetual Preferred Shares, our Board will be permitted to make subsequent dividend payments on our Perpetual Preferred Shares or, if permitted, when or whether our Board will choose in its discretion to make any such dividend payments on our Perpetual Preferred Shares.

For further discussion on the non-declaration of dividends on our Perpetual Preferred Shares, please refer to Note 13, "Subsequent Events – *Non-declaration of Dividends on Perpetual Preferred Shares*".

11. Income Taxes

The income tax expense for the three month periods ended September 30, 2014 and 2013 was $0.3 million and $1.1 million, respectively. The income tax benefit for the nine month periods ended September 30, 2014 and 2013 was $8.0 million and $4.3 million, respectively. Any net incomes from the operations of our Cayman Island entities

11. Income Taxes (continued)

are not subject to income tax. The operations of our U.S. non-life, Bermuda and Irish entities did not generate a current tax expense, other than potential interest and penalties on accrued tax liabilities for unrecognized tax benefits, due to the operating performance and the availability of tax losses from prior tax years. The operations of our U.S. life group produced current tax expense of approximately $34 thousand, which is a result of the prior year tax loss limitation rules under the Alternative Minimum Tax. The utilization of tax losses results in a reduction in deferred tax assets and a corresponding reduction in the valuation allowance established against those deferred tax assets. The income tax benefit for the nine month periods ended September 30, 2014 and 2013 were principally due to a reduction of the deferred tax liability for items reversing outside of the 15 year net operating loss carryforward period in the U.S.

As of September 30, 2014, we had total unrecognized tax benefits (excluding interest and penalties) of $2.2 million, the recognition of which would result in a $0.7 million benefit at the effective tax rate for the applicable period. As of December 31, 2013, we had total unrecognized tax benefits (excluding interest and penalties) of $3.1 million, the recognition of which would result in a $1.5 million benefit at the effective tax rate for the applicable period.

Our deferred tax assets are principally supported by the reversal of deferred tax liabilities. We currently provide a valuation allowance against deferred tax assets when it is more likely than not that some portion, or all, of our deferred tax assets will not be realized. We have maintained a full valuation allowance against any remaining deferred tax asset associated with our operations in the U.S. and Ireland, given uncertainties in our future taxable income projections and the scheduling of our current deferred tax liabilities.

As of September 30, 2014 and December 31, 2013, our deferred tax liabilities included $31.2 million and $37.5 million, respectively, of deferred tax liabilities that reverse after the expiration of net operating loss carryforwards in applicable jurisdictions, and, therefore, cannot support deferred tax assets.

We file our tax returns as prescribed by the tax laws of the jurisdictions in which we operate. As of September 30, 2014, we remained subject to examination in the following major tax jurisdictions for the returns filed for the years indicated below:

Major Tax Jurisdictions	Open Years
U.S.	
Life Group	2010 through 2013
Non-Life Group	2010 through 2013
Ireland	2009 through 2013

Our U.S. subsidiaries are subject to U.S. federal, state, and local corporate income taxes and other taxes applicable to U.S. corporations. Upon distribution of current or accumulated earning and profits in the form of dividends or otherwise from our U.S. subsidiaries to us, we would be subject to U.S. withholding taxes at a 30% rate.

Net U.S. operating losses are being carried forward from closed years and could be examined by the U.S. Internal Revenue Service when utilized in an open year in the future. Additionally, to the extent that a NOL has been carried back to an otherwise closed year, that earlier year could be subject to examination as long as the loss year remains open.

12. Commitments and Contingencies

Ballantyne Re plc

Ballantyne Re plc ("Ballantyne Re"), which was previously a consolidated VIE of the Company, is a special purpose reinsurance vehicle incorporated under the laws of Ireland. In May 2006, Ballantyne Re issued, in a private offering, $1.74 billion of debt to third-party investors, $178.0 million of Class C Notes to SALIC, $181.2 million in preference shares to SALIC, and $500,000 in Class D Notes to SRGL.

As of September 30, 2014, we continue to have no remaining direct loss exposure related to Ballantyne Re since our interests in the Ballantyne Re Class D Notes and Preferred Shares are valued at $0. The Class C Notes were fully written-off in 2008 under the contractual terms of the Ballantyne Re indenture.

SRUS remains liable for the accuracy and performance, as applicable, of its representations, warranties, covenants, and other obligations that relate to periods before the assignment and novation to Security Life of Denver Insurance Company of the reinsurance agreement with Ballantyne Re. In addition, the Company and SRUS remain responsible for certain ongoing covenants and indemnities made for the benefit of Ballantyne Re and the financial guarantors of certain of the notes issued by Ballantyne Re.

Indemnification of Our Directors, Officers, Employees, and Agents

We indemnify our directors, officers, employees, and agents against any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are our director, officer, employee, or agent, as provided in our Articles of Association. Since this indemnity generally is not subject to limitation with respect to duration or amount, we do not believe that it is possible to determine the maximum potential amount due under this indemnity in the future. Please refer below to "*Davis v. Scottish Re Group Limited, et al.*" in the Note below.

Davis v. Scottish Re Group Limited, et al.

SRGL and SRUS (together, "Scottish Re") learned that a lawsuit was filed on or about November 20, 2013, in New York state court against Scottish Re, our shareholders and certain of their affiliates, and various former and current directors of Scottish Re (collectively, the "Defendant Parties"). The plaintiff, a holder of our Perpetual Preferred Shares and a former holder of our Ordinary Shares (please refer to Note 10, "Shareholders' Deficit" for information regarding our Ordinary Shares and our Perpetual Preferred Shares), alleges, among other things, claims against the Defendant Parties for breach of contract, breach of fiduciary duty, tortious interference, and derivative claims. The complaint seeks an unspecified amount of damages, as well as other forms of relief, and largely centers around the Orkney I Unwind Transaction, including the 2009 acquisition by affiliates of Cerberus of Orkney Notes (as disclosed in Note 9, "Collateral Finance Facilities and Securitization Structures – *Orkney I Unwind Transaction*" and Note 17, "Related Party Transactions – *Cerberus*" in the Company's consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013), the completion of the Merger on August 24, 2011 (as disclosed in Note 11, "Mezzanine Equity – Convertible Cumulative Participating Preferred Shares – *Merger Agreement*" in the Company's consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013), the redemption by SRGL of Perpetual Preferred Shares acquired pursuant to tender offers in 2010 and 2012 (as disclosed in Note 12, "Shareholders Deficit – *Perpetual Preferred Shares*" in the Company's consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013), and a purported distribution policy affecting the Perpetual Preferred Shares (also as disclosed in Note 12, "Shareholders Deficit – *Dividends on Perpetual Preferred Shares*" in the Company's consolidated financial statements and accompanying notes thereto for the year ended December 31, 2013).

On February 21, 2014, Motions to Dismiss were filed with the court on behalf of the Defendant Parties pursuant to a briefing schedule previously agreed with the court and the plaintiff. Pursuant to that schedule, the plaintiff submitted on May 7, 2014 its opposition to the Motions to Dismiss. The Defendant Parties submitted

12. Commitments and Contingencies (continued)

replies in further support of their Motions to Dismiss on June 23, 2014. Oral arguments on the Motions to Dismiss were heard by the court on September 29, 2014.

We believe the plaintiff's allegations to be without merit and are vigorously defending our interest in the action. Accordingly, it is not possible to estimate any loss in respect of the plaintiff's claims.

For further discussion regarding the Davis v. Scottish Re Group Limited, et al. litigation, please refer to Note 13, "Subsequent Events – *Davis v. Scottish Re Group Limited, et al.*".

13. Subsequent Events

The subsequent events disclosed in these notes to the consolidated financial statements have been evaluated by Company management up to and including the filing of these consolidated financial statements on, November 13, 2014.

Non-declaration of Dividends on Perpetual Preferred Shares

In accordance with the relevant financial tests under the terms of our Perpetual Preferred Shares, our Board was precluded from declaring and paying a dividend on the October 15, 2014 dividend payment date.

Investment in Cerberus Affiliated Fund

Subsequent to September 30, 2014, SALIC invested, pursuant to capital calls, an additional $2.0 million in the Cerberus Affiliated Fund and, as of November 13, 2014, had invested $18.3 million of its $30.0 million total commitment.

Orkney Re II

On the scheduled interest payment date of November 11, 2014, Orkney Re II was unable to make scheduled interest payments on the Series A-1 Notes and the Series A-2 Notes. As a result, Assured, subject to the financial guaranty policy issued by Assured, as discussed in Note 7, "Collateral Finance Facility and Securitization Structure", made guarantee payments on the Series A-1 Notes in the amount of $0.6 million. The interest amount for the Series A-2 Notes, which were not guaranteed under the Orkney Re II transaction, was $0.1 million. We have accrued the interest on both the Series A-1 Notes and the Series A-2 Notes.

Deferral of Interest Payments on the Capital and Trust Preferred Securities

Subsequent to September 30, 2014, we have accrued and deferred payment of an additional $0.2 million of interest on our Capital and Trust Preferred Securities (as outlined in Note 8, "Debt Obligations and Other Funding Arrangements"). These deferrals are permitted by terms of the indentures governing the Capital and Trust Preferred Securities and have been made at the discretion of our Board. As of November 13, 2014, we had accrued and deferred a net payment on a total of $9.1 million of interest on our Capital and Trust Preferred Securities.

Davis v. Scottish Re Group Limited, et al.

Following oral arguments on the Motions to Dismiss on September 29, 2014, as previously discussed in Note 12, "Commitments and Contingencies – *Davis v. Scottish Re Group Limited, et al.*", on October 7, 2014, the presiding judge issued a decision dismissing all claims against all parties, with the exception of two breach of contract claims against SRGL. The judge has directed that the plaintiff and SRGL engage in jurisdictional discovery

13. Subsequent Events (continued)

limited to these two claims, and a compliance conference has been scheduled for November 18, 2014. After jurisdictional discovery is complete, the judge will decide whether these claims should also be dismissed on jurisdictional grounds.

Scottish Re's obligations to indemnify those Defendant Parties that are current or former directors of Scottish Re for the reasonable cost of their defense of the Davis lawsuit should now terminate with the dismissal of the claims involving such persons as a result of the October 7 decision.