SCOTTISH RE GROUP LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2016

(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, 2016 (Unaudited)	December 31, 2015 (Audited)
Assets		
Fixed-maturity investments held as trading securities, at fair value	$ 1,081,636	$ 1,218,972
Fixed-maturity investments held as available-for-sale securities, at fair value (amortized cost: 2016 – $471,920; 2015 – $343,251)	484,296	338,533
Cash and cash equivalents	119,721	166,277
Affiliated investments	41,804	44,235
Other investments	2,470	2,744
Funds withheld at interest	367,707	388,356
Total investments[1]	2,097,634	2,159,117
Accrued interest receivable[2]	9,628	9,865
Amounts recoverable from reinsurers	660,619	657,402
Reinsurance balances receivable	136,457	123,079
Deferred acquisition costs	22,148	26,992
Other assets	3,603	4,194
Total assets	$ 2,930,089	$ 2,980,649
Liabilities		
Reserves for future policy benefits	$ 1,267,333	$ 1,267,247
Interest-sensitive contract liabilities	777,737	824,796
Collateral finance facility[3]	450,000	450,000
Reinsurance balances payable	61,143	54,708
Accounts payable and other liabilities[4]	96,830	84,312
Deferred tax liabilities	24,005	25,870
Embedded derivative liabilities, at fair value	18,120	16,871
Long-term debt, at par value	86,500	86,500
Total liabilities	2,781,668	$ 2,810,304
Mezzanine Equity		
Convertible cumulative participating preferred shares, par value $0.01: Shares issued and outstanding with $600.0 million initial stated value: 2016 – Nil; 2015 – 1,000,000 (liquidation preference: 2016 – Nil; 2015 – $901.2 million)	-	555,857
Shareholders' Equity (Deficit)		
Ordinary shares, par value $0.01: Shares issued and outstanding: 2016 – 218,383,370; 2015 – 68,383,370	2,184	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	1,772,547	1,218,190
Accumulated other comprehensive income (loss), net of taxes and deferred acquisition costs	11,332	(4,718)
Retained deficit	(1,718,811)	(1,680,837)
Total shareholders' equity (deficit)	148,421	(385,512)
Total liabilities, mezzanine equity, and total shareholders' equity (deficit)	$ 2,930,089	$ 2,980,649

[1] Includes total investments of consolidated variable interest entity ("VIE")	$ 280,434	$ 275,730
[2] Includes accrued interest receivable of consolidated VIE	1,376	1,333
[3] Reflects collateral finance facility of consolidated VIE	450,000	450,000
[4] Reflects accounts payable and other liabilities of consolidated VIE	73,311	64,573

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, 2016	**September 30, 2015**	**September 30, 2016**	**September 30, 2015**
Revenues				
Premiums earned, net	$ 74,494	$ 68,709	$ 234,465	$ 221,813
Investment income, net	15,711	16,636	49,800	53,873
Net realized and unrealized gains (losses)	13,523	(6,610)	27,734	(1,876)
Change in fair value of embedded derivative assets and liabilities	368	(2,208)	(1,249)	(2,402)
Fees and other income	4,137	605	5,091	1,724
Total revenues	108,233	77,132	315,841	273,132
Benefits and expenses				
Claims, policy benefits, and changes in policyholder reserves, net	93,364	94,512	281,549	295,616
Interest credited to interest-sensitive contract liabilities	5,408	5,877	16,319	17,562
Other insurance expenses including amortization of deferred acquisition costs, net	15,443	7,298	32,994	33,306
Operating expenses	4,377	3,766	12,397	15,811
Collateral finance facilities expense	3,260	2,590	9,201	7,807
Interest expense	1,106	943	3,192	2,788
Total benefits and expenses	122,958	114,986	355,652	372,890
Income (loss) before income taxes	(14,725)	(37,854)	(39,811)	(99,758)
Income tax benefit (expense)	1,546	4,509	1,837	5,492
Net income (loss)	(13,179)	(33,345)	(37,974)	(94,266)
Other comprehensive income (loss), net:				
Unrealized gains (losses) on available-for-sale investments, net of taxes and deferred acquisition costs	2,729	(121)	16,050	(900)
Total other comprehensive income (loss), net	2,729	(121)	16,050	(900)
Total comprehensive income (loss)	$ (10,450)	$ (33,466)	$ (21,924)	$ (95,166)

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

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

(Expressed in Thousands of United States Dollars)

	Nine month period ended	
	September 30, 2016	**September 30, 2015**
Share capital:		
Ordinary shares:		
Beginning of period	$ 684	$ 684
Conversion of convertible cumulative participating preferred shares (par value)	1,500	-
End of period	2,184	684
Non-cumulative perpetual preferred shares:		
Beginning and end of period	81,169	81,169
Additional paid-in capital:		
Beginning of period	1,218,190	1,218,190
Conversion of convertible cumulative participating preferred shares (balancing figure)	554,357	-
End of period	1,772,547	1,218,190
Accumulated other comprehensive income (loss):		
Beginning of period	(4,718)	(24)
Other comprehensive income (loss), net of taxes and deferred acquisition costs	16,050	(900)
End of period	11,332	(924)
Retained deficit:		
Beginning of period	(1,680,837)	(1,425,339)
Net income (loss)	(37,974)	(94,266)
End of period	(1,718,811)	(1,519,605)
Total shareholders' equity (deficit)	$ 148,421	$ (220,486)

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, 2016	**September 30, 2015**
Operating activities		
Net income (loss)	$ (37,974)	$ (94,266)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Net realized and unrealized (gains) losses	(27,734)	1,876
Changes in value of embedded derivative assets and liabilities	1,249	2,403
Amortization (accretion) of fixed-maturity investments – available-for-sale	546	99
Amortization of deferred acquisition costs	4,844	10,334
Amortization of present value of in-force business	-	1,382
Amortization of deferred finance facility costs	464	651
Depreciation of fixed assets	12	54
Changes in assets and liabilities:		
Funds withheld at interest	20,649	30,005
Accrued interest receivable	237	800
Reinsurance balances receivable	(13,378)	8,360
Other assets	2,515	259
Reserves for future policy benefits, net of amounts recoverable from reinsurers	(3,131)	2,967
Interest-sensitive contract liabilities	(14,086)	(18,450)
Accounts payable and other liabilities, including deferred tax liabilities	10,653	1,706
Reinsurance balances payable	6,435	(4,677)
Net cash used in operating activities	(48,699)	(56,497)
Investing activities		
Purchase of fixed-maturity investments – available-for-sale	(138,457)	(301,163)
Proceeds from sales and maturities of fixed-maturity investments – trading	165,119	404,044
Proceeds from sales and maturities of fixed-maturity investments – available-for-sale	9,331	3,126
Proceeds from sales of preferred stock	-	1,280
Purchases of and proceeds from affiliated investments, net	(298)	862
Purchase of and proceeds from other investments, net	274	190
Net cash provided by investing activities	35,969	108,339
Financing activities		
Withdrawals from interest-sensitive contract liabilities	(33,826)	(84,373)
Net cash used in financing activities	(33,826)	(84,373)
Net change in cash and cash equivalents	(46,556)	(32,531)
Cash and cash equivalents, beginning of period	166,277	227,871
Cash and cash equivalents, end of period	$ 119,721	$ 195,340

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

1. Organization, Business Strategy, and Lines of Business

Organization

Scottish Re Group Limited ("SRGL" and, together with SRGL's consolidated subsidiaries and, as a result of the application of FASB ASC 810-10 (as defined in Note 2, "Basis of Presentation" herein), its consolidated VIE*, as applicable, the "Company", "we", "our", and "us") is a holding company incorporated under the laws of the Cayman Islands, and with its principal executive office located in Bermuda. Through its operating subsidiaries, the Company is principally engaged in the reinsurance of life insurance, annuities, and annuity-type products. All of the equity voting power of SRGL, along with the right to designate a controlling number of members of SRGL's Board of Directors (the "Board"), is controlled directly or indirectly by MassMutual Capital Partners LLC, a member of the MassMutual Financial Group ("MassMutual Capital") and SRGL Acquisition, LDC, an affiliate of Cerberus Capital Management L.P. ("Cerberus" and, together with MassMutual Capital, the "Investors"). As of September 30, 2016, SRGL's consolidated subsidiaries (consisting of operating companies, holding companies, and financing companies) and its consolidated VIE (a collateral finance facility), by jurisdiction, were as follows:

Bermuda
Scottish Re Life (Bermuda) Limited ("SRLB")

Cayman Islands
Scottish Annuity & Life Insurance Company (Cayman) Ltd. ("SALIC")

Ireland
Scottish Re (Dublin) dac ("SRD")
Orkney Re II plc ("Orkney Re II")*

Luxembourg*
Scottish Financial (Luxembourg) S.á r.l. ("SFL")

United States of America ("U.S." or "United States")
Scottish Holdings, Inc. ("SHI")
Scottish Re (U.S.), Inc. ("SRUS")

* *Orkney Re II is the consolidated VIE. References in the consolidated financial statements and accompanying notes to any discretionary acts of management or of any of the consolidated entities do not, unless explicitly stated otherwise, refer to any such acts by Orkney Re II.*

Business Strategy

In 2008, our insurance operating companies ceased writing new business and notified existing clients that new reinsurance risks no longer would be accepted under existing reinsurance treaties, thereby placing the reinsurance business into run-off (the "Closed Block"). We continue to manage the Closed Block, whereby we perform key activities under the related reinsurance treaties, including the receipt of premiums and the payment of claims.

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. For further discussion on our outstanding securities and any recent transactions, please refer to Note 6, "Debt Obligations and Other Funding Arrangements", and Note 8, "Shareholders' Equity".

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

Lines of Business

As defined and described in our audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2015, 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.

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 SRGL's audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2015.

Consolidation – The consolidated interim 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. 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 5, "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;
- assessment of risk transfer for structured insurance and reinsurance contracts;
- estimates of premiums;
- 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.

Where applicable, management periodically reviews and revises these estimates, as appropriate. Any adjustments made to these estimates are reflected in the period in which the estimates are revised.

3. Investments

Trading Investments

The estimated fair values of our fixed-maturity investments held as trading securities as of September 30, 2016 and December 31, 2015, were as follows:

(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
U.S. Treasury securities and U.S. government agency obligations	$ 18,638	$ 20,619
Corporate securities	322,734	388,367
Municipal bonds	29,026	29,646
Residential mortgage-backed securities	368,767	398,641
Commercial mortgage-backed securities	119,532	131,858
Asset-backed securities	222,939	249,841
Total	$ 1,081,636	$ 1,218,972

The contractual maturities of the fixed-maturity investments held as trading securities as of September 30, 2016 and December 31, 2015, were as follows (actual maturities may differ as a result of calls and prepayments):

	Estimated Fair Value	Estimated Fair Value
(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
Due in one year or less	$ 39,905	$ 49,979
Due after one year through five years	210,319	251,529
Due after five years through ten years	74,089	89,935
Due after ten years	46,085	47,189
	370,398	438,632
Residential mortgage-backed securities	368,767	398,641
Commercial mortgage-backed securities	119,532	131,858
Asset-backed securities	222,939	249,841
Total	$ 1,081,636	$ 1,218,972

3. Investments (continued)

Available-for-Sale Investments

The amortized cost and estimated fair value of fixed maturity securities classified as available-for-sale as of September 30, 2016 and December 31, 2015, were as follows:

(U.S. dollars in thousands)	September 30, 2016				
		Gross Unrealized			
	Cost or Amortized Cost	Gains	Temporary Losses	Other Than Temporary Losses	Estimated Fair Value
U.S. Treasury securities and U.S. government agency obligations	$ 23,701	$ 309	$ -	$ -	$ 24,010
Corporate securities	287,476	11,238	(111)	-	298,603
Municipal bonds	-	-	-	-	-
Residential mortgage-backed securities	1,033	5	-	-	1,038
Commercial mortgage-backed securities	26,031	832	(80)	-	26,783
Asset-backed securities	133,679	504	(321)	-	133,862
Total securities	$ 471,920	$ 12,888	$ (512)	$ -	$ 484,296

(U.S. dollars in thousands)	December 31, 2015				
		Gross Unrealized			
	Cost or Amortized Cost	Gains	Temporary Losses	Other Than Temporary Losses	Estimated Fair Value
U.S. Treasury securities and U.S. government agency obligations	$ 22,109	$ -	$ (153)	$ -	$ 21,956
Corporate securities	201,607	304	(3,148)	-	198,763
Municipal bonds	-	-	-	-	-
Residential mortgage-backed securities	-	-	-	-	-
Commercial mortgage-backed securities	22,440	-	(459)	-	21,981
Asset-backed securities	97,095	6	(1,268)	-	95,833
Total securities	$ 343,251	$ 310	$ (5,028)	$ -	$ 338,533

3. Investments (continued)

The estimated fair value and gross unrealized losses of all investments classified as available-for-sale, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of September 30, 2016 and December 31, 2015, were as follows:

(U.S. dollars in thousands)	September 30, 2016					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities and U.S. government agency obligations	$ 1,996	$ -	$ -	$ -	$ 1,996	$ -
Corporate securities	11,284	(95)	1,860	(16)	13,144	(111)
Municipal bonds	-	-	-	-	-	-
Residential mortgage-backed securities	-	-	-	-	-	-
Commercial mortgage-backed securities	5,704	(31)	1,791	(49)	7,495	(80)
Asset-backed securities	10,471	(101)	48,092	(220)	58,563	(321)
Total available-for-sale fixed maturities	$ 29,455	$ (227)	$ 51,743	$ (285)	$ 81,198	$ (512)

(U.S. dollars in thousands)	December 31, 2015					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities and U.S. government agency obligations	$ 21,456	$ (153)	$ -	$ -	$ 21,456	$ (153)
Corporate securities	152,308	(3,135)	94	(13)	152,402	(3,148)
Municipal bonds	-	-	-	-	-	-
Residential mortgage-backed securities	-	-	-	-	-	-
Commercial mortgage-backed securities	21,981	(459)	-	-	21,981	(459)
Asset-backed securities	94,256	(1,268)	-	-	94,256	(1,268)
Total available-for-sale fixed maturities	$ 290,001	$ (5,015)	$ 94	$ (13)	$ 290,095	$ (5,028)

The total number of securities classified as available-for-sale that had unrealized losses as of September 30, 2016 and December 31, 2015, were 42 and 247, respectively. The Company's unrealized losses on its fixed maturity investments were the result of interest rate increases. Since the decline in estimated fair value is attributable to changes in interest rates and not credit quality, and the Company has the intent and ability to hold these maturities through a recovery of unrealized losses, or until maturity of the individual securities, the Company does not consider these investments other than temporarily impaired.

3. Investments (continued)

The contractual maturities of the fixed-maturity investments classified as available-for-sale securities as of September 30, 2016 and December 31, 2015, were as follows (actual maturities may differ as a result of calls and prepayments):

(U.S. dollars in thousands)	Cost or Amortized Cost September 30, 2016	Estimated Fair Value September 30, 2016
Due in one year or less	$ 3,451	$ 3,461
Due after one year through five years	112,584	115,148
Due after five years through ten years	185,638	194,040
Due after ten years	9,504	9,964
	311,177	322,613
Residential mortgage-backed securities	1,033	1,038
Commercial mortgage-backed securities	26,031	26,783
Asset-backed securities	133,679	133,862
Total	$ 471,920	$ 484,296

(U.S. dollars in thousands)	Cost or Amortized Cost December 31, 2015	Estimated Fair Value December 31, 2015
Due in one year or less	$ 1,992	$ 2,007
Due after one year through five years	72,572	71,865
Due after five years through ten years	137,527	135,398
Due after ten years	11,625	11,449
	223,716	220,719
Residential mortgage-backed securities	-	-
Commercial mortgage-backed securities	22,440	21,981
Asset-backed securities	97,095	95,833
Total	$ 343,251	$ 338,533

Assets on Deposit

We are required to maintain assets on deposit with various U.S. regulatory authorities, in accordance with the statutory regulations of the individual jurisdictions, to support our insurance and reinsurance operations. As a result of the various regulatory limitations on how these assets may be invested and their unavailability for general corporate purposes, these assets are considered “restricted”. We also have established trust funds* in connection with certain transactions for the benefit of the transaction counterparties, which amounts also include assets attributable to the VIE that we consolidate, Orkney Re II. As a result of the restrictions imposed on the foregoing assets in accordance with the respective reinsurance treaties and other agreements to which they relate, these assets (including the assets within the collateral finance facility that are held for the contractual obligations of that structure) are not available for general corporate purposes and also are considered “restricted”. (Please also refer to Note 5, “Collateral Finance Facility and Securitization Structure” for additional information.)

3. Investments (continued)

The estimated fair value of the components of the restricted assets* as of September 30, 2016 and December 31, 2015, were as follows:

(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
Deposits with U.S. regulatory authorities	$ 4,577	$ 4,551
Trust funds* attributable to VIE	439,606	428,851
Trust funds*	675,643	675,407
Total	$ 1,119,826	$ 1,108,809

"Trust funds" in the above table reflects the fair value of assets held by ceding companies under modified coinsurance arrangements and the fair value of assets we hold in segregated portfolios under coinsurance arrangements. The assets that comprise the "Trust funds" are included in fixed-maturity investments, cash and cash equivalents, and funds withheld at interest in the Consolidated Balance Sheets.

Net Investment Income

Net investment income on investments and other balances for the nine month periods ended September 30, 2016 and 2015, was derived from the following sources:

(U.S. dollars in thousands)	Nine Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2015
Fixed-maturity investments, held as trading	$ 32,093	$ 44,398
Fixed-maturity investments, held as available-for sale	9,705	1,959
Preferred stock	-	14
Funds withheld at interest	9,413	10,014
Other investments	462	308
Investment expenses	(1,873)	(2,820)
Net investment income	$ 49,800	$ 53,873

3. Investments (continued)

Realized and Unrealized Gains

The components of realized and unrealized gains (losses) on investments and other balances for the nine month periods ended September 30, 2016 and 2015, were as follows:

(U.S. dollars in thousands)	Nine Month Period Ended September 30, 2016	Nine Month Period Ended September 30, 2015
Realized and unrealized gains (losses)		
Fixed-maturity investments		
Gross realized gains	$ 1,500	$ 5,840
Gross realized losses	(10)	(209)
Net unrealized gains (losses), trading securities	26,377	(6,599)
	27,867	(968)
Other		
Cerberus Affiliated Fund* - unrealized losses	(2,729)	(1,216)
Cerberus Affiliated Fund* - realized gains	3,433	-
Realized gains (losses) on modified coinsurance treaties	(853)	98
Other	16	210
	(133)	(908)
Net realized and unrealized gains (losses)	$ 27,734	$ (1,876)
Change in unrealized gains (losses) on available-for-sale investments, net		
Fixed-maturity investments	17,092	(900)
Change in deferred income taxes	(254)	-
Change in deferred acquisition costs	(788)	-
Unrealized gains (losses) on available-for-sale investments, net of taxes and deferred acquisition costs	$ 16,050	$ (900)

** Defined in the "Affiliated Investments" section in this Note.*

Affiliated Investments

Affiliated investments represent investments accounted for under the equity method, in accordance with FASB ASC 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 (the "Cerberus Affiliated Fund"). The Cerberus Affiliated Fund, which is included in Affiliated Investments on the accompanying Consolidated Balance Sheets, had costs and carrying values as of September 30, 2016 and December 31, 2015, as follows:

(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
Cost (Total Commitment)	$ 28,851	$ 28,553
Carrying Value	$ 41,804	$ 44,235

4. Fair Value Measurements

FASB ASC 820 Fair Value Measurements and Disclosures ("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 our audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2015, which, along with Note 3, "Investments" above, also includes additional disclosures regarding our fair value measurements.

Fair Value Measurements on a Recurring Basis

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, 2016			
(U.S. dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments – trading				
U.S. Treasury securities and U.S. government agency obligations	$ -	$ 18,638	$ -	$ 18,638
Corporate securities	-	316,276	6,458	322,734
Municipal bonds	-	29,026	-	29,026
Residential mortgage-backed securities	-	108,209	260,558	368,767
Commercial mortgage-backed securities	-	119,502	30	119,532
Asset-backed securities	-	199,392	23,547	222,939
Fixed-maturity investments, held as trading	-	791,043	290,593	1,081,636
Investments – available-for-sale				
U.S. Treasury securities and U.S. government agency obligations	$ -	$ 24,010	$ -	$ 24,010
Corporate securities	-	298,603	-	298,603
Municipal bonds	-	-	-	-
Residential mortgage-backed securities	-	1,038	-	1,038
Commercial mortgage-backed securities	-	26,783	-	26,783
Asset-backed securities	-	133,762	100	133,862
Fixed-maturity investments, held as available-for-sale	-	484,196	100	484,296
Total assets at fair value	$ -	$ 1,275,239	$ 290,693	$ 1,565,932
Embedded derivative liabilities	-	-	(18,120)	(18,120)
Total liabilities at fair value	$ -	$ -	$ (18,120)	$ (18,120)

4. Fair Value Measurements (continued)

	December 31, 2015			
(U.S. dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments – trading				
U.S. Treasury securities and U.S. government agency obligations	$ -	$ 20,619	$ -	$ 20,619
Corporate securities	-	381,371	6,996	388,367
Municipal bonds	-	29,646	-	29,646
Residential mortgage-backed securities	-	130,792	267,849	398,641
Commercial mortgage-backed securities	-	131,737	121	131,858
Asset-backed securities	-	223,731	26,110	249,841
Fixed-maturity investments, held as trading	-	917,896	301,076	1,218,972
Investments – available-for-sale				
U.S. Treasury securities and U.S. government agency obligations	$ 500	$ 21,456	$ -	$ 21,956
Corporate securities	-	198,763	-	198,763
Municipal bonds	-	-	-	-
Residential mortgage-backed securities	-	-	-	-
Commercial mortgage-backed securities	-	21,981	-	21,981
Asset-backed securities	-	95,833	-	95,833
Fixed-maturity investments, held as available-for-sale	500	338,033	-	338,533
Total assets at fair value	$ 500	$ 1,255,929	$ 301,076	$ 1,557,505
Embedded derivative liabilities	-	-	(16,871)	(16,871)
Total liabilities at fair value	$ -	$ -	$ (16,871)	$ (16,871)

4. Fair Value Measurements (continued)

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

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) for the nine month period ended September 30, 2016						
(U.S. dollars in thousands)	**Corporate securities**	**Municipal bonds**	**Residential mortgage-backed securities**	**Commercial mortgage-backed securities**	**Asset-backed securities**	**Total assets at fair value**	**Total liabilities at fair value**
Beginning balance as of January 1, 2016	$ 6,996	$ -	$ 267,849	$ 121	$ 26,110	$ 301,076	$ (16,871)
Total realized and unrealized gains (losses) included on trading securities in net income	268	-	(1,068)	2	1,050	252	(1,249)
Total unrealized gains (losses) included on available-for-sale securities in comprehensive net income (loss)	-	-	(742)	-	-	(742)	-
Purchases	-	-	-	-	-	-	-
Settlements	(906)	-	(17,871)	(93)	(747)	(19,617)	-
Accretion (amortization)	100	-	12,390	-	50	12,540	-
Transfers into and/or (out of) Level 3, net	-	-	-	-	(2,816)	(2,816)	-
Ending balance as of September 30, 2016	$ 6,458	$ -	$ 260,558	$ 30	$ 23,647	$ 290,693	$ (18,120)

4. Fair Value Measurements (continued)

(U.S. dollars in thousands)	Corporate securities	Municipal bonds	Residential mortgage-backed securities	Commercial mortgage-backed securities	Asset-backed securities	Total assets at fair value	Total liabilities at fair value
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) for the year ended December 31, 2015						
Beginning balance as of January 1, 2015	$ 24,654	$ 5,838	$ 269,575	$ 274	$ 38,851	$ 339,192	$ (13,407)
Total realized and unrealized gains (losses) included on trading securities in net income	(505)	-	4,278	(4)	(1,686)	2,083	(3,464)
Total unrealized gains (losses) included on available-for-sale securities in comprehensive net income (loss)	-	-	-	-	-	-	-
Purchases	589	-	-	2,093	2,000	4,682	-
Settlements	(17,879)	-	(17,437)	(2,243)	(13,057)	(50,616)	-
Accretion (amortization)	137	-	11,433	1	57	11,628	-
Transfers into and/or (out of) Level 3, net	-	(5,838)	-	-	(55)	(5,893)	-
Ending balance as of December 31, 2015	$ 6,996	$ -	$ 267,849	$ 121	$ 26,110	$ 301,076	$ (16,871)

Changes in classifications impacting Level 3 financial instruments were reported in the above tables as transfers into (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, 2016 related to Level 3 trading securities still held at the reporting dates was $6.1 million and $3.7 million in net gains, respectively. The portion of net unrealized gains and losses for the three month and nine month periods ended September 30, 2015 related to Level 3 trading securities still held at the reporting dates was $2.5 million in net losses and $7.6 million in net gains, respectively.

4. Fair Value Measurements (continued)

The following tables summarizes the fair values, the valuation techniques, and the significant unobservable inputs of the Level 3 fair value measurements as of September 30, 2016 and December 31, 2015, for which we have been able to obtain quantitative information about the significant unobservable inputs used in those fair value measurements:

September 30, 2016

Assets (U.S. dollars in millions)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Input Ranges
Corporate securities	$ 1,969	Discounted Cash Flow	Liquidity/duration adjustment*	0.9% - 1.1%
Mortgage and asset-backed securities	$ 11,240	Discounted Cash Flow	Liquidity/duration adjustment*	0.9% - 1.6%

December 31, 2015

Assets (U.S. dollars in millions)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Input Ranges
Corporate securities	$ 2,843	Discounted Cash Flow	Liquidity/duration adjustment*	1.0% - 1.5%
Mortgage and asset-backed securities	$ 10,679	Discounted Cash Flow	Liquidity/duration adjustment*	1.5% - 1.6%

** 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 tables 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 information regarding the significant inputs is not readily available to us from the independent, third-party pricing sources or brokers.

Fair Value Measurements on a Non-Recurring Basis

As discussed in this Note, 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 the fair value of financial instruments on a recurring basis and to those disclosed above in Note 3, “Investments”, are described in Note 2, “Summary of Significant Accounting Policies - *Investments*”, and Note 5, “Fair Value Measurements” in the Company’s audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2015. The following table sets forth the fair values of our financial instruments, as of the dates indicated:

4. Fair Value Measurements (continued)

(U.S. dollars in thousands)	September 30, 2016			
	Carrying Balance	Level 1	Level 2	Level 3
		Estimated Fair Value		
Assets				
Cash and cash equivalents	$ 119,721	$ 119,721	$ -	$ -
Affiliated investments	41,804	-	-	41,804
Other investments	2,470	-	-	2,470
Funds withheld at interest	367,707	-	-	367,707
Accrued interest receivable	9,628	-	9,628	-
Liabilities				
Interest-sensitive contract liabilities	$ 777,737	$ -	$ -	$ 777,183
Collateral finance facility	450,000	-	-	151,087
Embedded derivative liabilities, at fair value	18,120	-	-	18,120
Long-term debt, at par value	86,500	-	54,690	-

(U.S. dollars in thousands)	December 31, 2015			
	Carrying Balance	Level 1	Level 2	Level 3
		Estimated Fair Value		
Assets				
Cash and cash equivalents	$ 166,277	$ 166,277	$ -	$ -
Affiliated investments	44,235	-	-	44,235
Other investments	2,744	-	-	2,744
Funds withheld at interest	388,356	-	-	388,356
Accrued interest receivable	9,865	-	9,865	-
Liabilities				
Interest-sensitive contract liabilities	$ 824,796	$ -	$ -	$ 824,228
Collateral finance facility	450,000	-	-	156,978
Embedded derivative liabilities, at fair value	16,871	-	-	16,871
Long-term debt, at par value	86,500	-	54,380	-

5. 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 8, "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, 2015.

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 collateral support to the Company:

5. Collateral Finance Facility and Securitization Structure (continued)

(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
Assets		
Fixed-maturity investments held as available-for-sale securities, at fair value	$ 8,133	$ 8,435
Funds withheld at interest	375,091	370,696
Cash and cash equivalents	3,509	3,237
Embedded derivative assets	53,110	46,531
All other assets	5,636	1,881
Total assets	$ 445,479	$ 430,780
Liabilities		
Reserves for future policy benefits	$ 136,323	$ 133,042
Collateral finance facility	450,000	450,000
All other liabilities	74,238	65,542
Total liabilities	$ 660,561	$ 648,584

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 deduction of the assets needed to satisfy future policy benefits, based on current projections ("economic reserves"). The following table provides a reconciliation of the aforementioned adjustments:

(U.S. dollars in thousands)	September 30, 2016	December 31, 2015
Fixed-maturity investments held as available-for-sale securities, at fair value	$ 8,133	$ 8,435
Funds withheld at interest	375,091	370,696
Cash and cash equivalents	3,509	3,237
Embedded derivative assets	53,110	46,531
Total investments	$ 439,843	$ 428,899
Less: Economic reserves	(159,409)	(153,169)
Total investments in consolidated VIE	$ 280,434	$ 275,730

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, 2016, Assured Guaranty (UK) Ltd. ("Assured") has made guarantee payments in the cumulative amount of $23.4 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 $3.6 million as of September 30, 2016. We have accrued this amount of cumulative interest on the Series A-1 Notes and the Series A-2 Notes 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%.

5. Collateral Finance Facility and Securitization Structure (continued)

As of September 30, 2016, the interest rate on the Series A-1 Notes was 1.24% (compared to 0.78% as of December 31, 2015). 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, 2016, the interest rate on the Series A-2 Notes was 1.55% (compared to 1.09% as of December 31, 2015).

6. Debt Obligations and Other Funding Arrangements

Long-term debt, at par value (collectively, the "Capital and Trust Preferred Securities"), is individually defined and described in Note 9, "Debt Obligations and Other Funding Arrangements" in the notes accompanying the Company's audited consolidated financial statements for the year ended December 31, 2015. 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	$nil**	$nil***	$19,000****	$50,000
Maturity date	Dec 4, 2032	Oct 29, 2033	Sept 30, 2033	June 17, 2034	Dec 15, 2034
Redeemable (in whole or in part) after	Dec 4, 2007	Oct 29, 2008	Sept 30, 2008	June 17, 2009	Dec 15, 2009
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, 2016	4.85%	4.80%	4.75%	4.65%	4.35%
Interest rate as of December 31, 2015	4.61%	4.56%	4.51%	4.41%	4.11%
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, 2016	15	15	15	15	15

* *Defined in the notes accompanying SRGL's audited consolidated financial statements for the year ended December 31, 2015.*
***SRGL owns all $20.0 million of the Preferred Trust Securities Due 2033 securities.*
****SRGL owns all $10.0 million of the Trust Preferred Securities Due 2033 securities.*
*****SRGL owns $13.0 million of the Trust Preferred Securities Due 2034 securities.*

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, 2016, we had accrued and deferred payments of $21.5 million in interest on the Capital and Trust Preferred Securities. Of these deferred payments, $7.3 million are attributable to SRGL, leaving a net amount of accrued deferred interest of $14.2 million on the Capital and Trust Securities due to external parties. 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.

6. Debt Obligations and Other Funding Arrangements (continued)

For further discussion on the accrued and deferred payment on our Capital and Trust Preferred Securities subsequent to September 30, 2016, please refer to Note 11, "Subsequent Events – *Deferral of Interest Payments on the Capital and Trust Preferred Securities*".

7. Mezzanine Equity – Convertible Cumulative Participating Preferred Shares

On May 7, 2007, we completed the equity investment transaction by the Investors, announced by us on November 27, 2006 (the "2007 New Capital Transaction"). Pursuant to the 2007 New Capital Transaction, the Investors invested an aggregate $600.0 million in the Company in exchange for 1,000,000, in the aggregate, newly-issued Convertible Cumulative Participating Preferred Shares (the "CCPP Shares"). Aggregate net proceeds of $555.9 million were received after payment of $44.1 million in closing costs. Each CCPP Share had a par value of $0.01 per share with an initial stated value and liquidation preference of $600 per share, as adjusted for the accretion of dividends or the payment of dividends or distributions as described further below.

The CCPP Shares were convertible at the option of the holder, at any time, into an aggregate of 150,000,000 ordinary shares (the "Ordinary Shares") of SRGL. We accounted for the 2007 issuance of the CCPP Shares to the Investors, in accordance with FASB ASC Subtopic 470-20, Debt – Debt with Conversion and Other Options ("FASB ASC 470-20"), which incorporates EITF D-98: "Classification and Measurement of Redeemable Securities". We were not required at any time to redeem the CCPP Shares for cash, except in the event of a liquidation or upon the occurrence of a change-in-control event.

On the ninth anniversary of issue, May 7, 2016, and in accordance with the CCPP Certificate of Designations, the CCPP Shares automatically converted into an aggregate of 150,000,000 Ordinary Shares of the Company.

We accounted for the conversion of the CCPP Shares in accordance with FASB ASC 470-20. As a result, and in accordance with the CCPP Certificate of Designations, the CCPP Shares were converted into an aggregate of 150,000,000 Ordinary Shares, with each Ordinary Share having a par value of $0.01, representing an additional $1.5 million in the Ordinary Shares amount in the Company's Consolidated Balance Sheets. The remaining balance of the CCPP Shares amount of approximately $554.4 million that was previously classified under Mezzanine Equity in the Consolidated Balance Sheets, and was over and above the Ordinary Share conversion amount of $1.5 million as described earlier, was reclassified to Additional Paid-in Capital ("APIC").

The conversion of the CCPP Shares had no material impact on the results of operations of the Company and only impacted the Consolidated Balance Sheets and Consolidated Statements of Shareholders' Equity.

The table below provides an illustration of the changes to the Company's Consolidated Balance Sheets as follows:

	May 6, 2016	Adjustment	May 7, 2016
(U.S. dollars in thousands)			
Total Mezzanine Equity			
Total Mezzanine Equity	$ 555,857	$ (555,857)	$ -
Total Mezzanine Equity	$ 555,857	$ (555,857)	$ -
Equity			
Share Capital	$ 684	$ 1,500	$ 2,184
APIC	1,218,190	554,357	1,772,547
Share Capital & APIC	$ 1,218,874	$ 555,857	$ 1,774,731

8. Shareholders' Equity

Ordinary Shares

We are authorized to issue 590,000,000 Ordinary Shares with a par value of $0.01 per share.

As of September 30, 2016 and December 31, 2015, we had 218,383,370 and 68,383,370 Ordinary Shares issued and outstanding, respectively. The increase in Ordinary Shares of 150,000,000 is attributable to the conversion of the CCPP Shares on May 7, 2016, as discussed in Note 7, "Mezzanine Equity – Convertible Cumulative Participating Preferred Shares".

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, 2016 and December 31, 2015, we have repurchased and cancelled 1,753,224 Perpetual Preferred Shares. As of September 30, 2016 and December 31, 2015, we had 3,246,776 Perpetual Preferred Shares issued and outstanding.

The dividend rate on the Perpetual Preferred Shares may be at a fixed rate determined through remarketing of the 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, 2016 and 2015 were 5.98% and 6.39% 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 the 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 the 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 and will depend on such factors as the Board may deem relevant. Notwithstanding the foregoing, if dividends on the 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 the Ordinary Shares.

Dividends on Perpetual Preferred Shares

In accordance with the relevant financial tests under the terms of the Perpetual Preferred Shares, our Board was precluded from declaring and paying a dividend in connection with all of the 2015 dividend payment dates and the January 15, April 15, and July 15, 2016 dividend payment dates. There can be no assurances when or whether, as a result of the application of the financial tests contained in the terms of the Perpetual Preferred Shares, our Board will be permitted to make subsequent dividend payments on the Perpetual Preferred Shares or, if permitted, when or whether our Board will choose in its discretion to make any such dividend payments on the Perpetual Preferred Shares.

For further discussion on the non-declaration of the Perpetual Preferred Shares dividends, please refer to Note 11, "Subsequent Events – *Non-declaration of Dividend on Perpetual Preferred Shares*".

8. Shareholders' Equity (continued)

Perpetual Preferred Shares – Right to Appoint Directors

Pursuant to the terms of, and subject to the procedures set forth in, the Certificate of Designations related to the Perpetual Preferred Shares (the "PPS Certificate of Designations"), the holders of the Perpetual Preferred Shares are entitled to elect two directors to our Board in the event dividends on the Perpetual Preferred Shares have not been declared and paid for six or more dividend periods, whether or not consecutive (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).

On September 18, 2015, the Company received correspondence from a purported beneficial holder of the Perpetual Preferred Shares, seeking to initiate the process for the election of directors by holders of the Perpetual Preferred Shares. Subsequently, we provided to our Transfer Agent and Registrar on October 9, 2015, a notice to holders of the Perpetual Preferred Shares addressing certain procedures related to the election of directors, including a request that holders of the Perpetual Preferred Shares nominate candidates for election to the Board and provide the names and contact information for such nominees. On November 5, 2015, the Company received a letter from Cede & Co., which included a written consent from the beneficial owner who had previously contacted the Company on September 18, 2015, purporting to designate such beneficial owner as a director of the Company. The written consent did not satisfy the requirements of the PPS Certificate of Designations and instead operated as a nomination of such person for potential election by holders of the Perpetual Preferred Shares. The Company notified the director nominee of such circumstances and reiterated a request for certain information regarding the director nominee as set out in the Company's October 9, 2015 notice. The Company provided the director nominee a Director Nominee Questionnaire seeking additional information required for holding an election pursuant to the PPS Certificate of Designations. Upon receipt of a completed Director Nominee Questionnaire, the Company would plan to proceed to convene a special meeting of the holders of Perpetual Preferred Shares to vote on the election of such director nominee. We have received no response to our request for required information from the director nominee. No other nominations were received in response to the Company's October 9, 2015 request.

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.

9. Income Taxes

The income tax benefit for the nine month periods ended September 30, 2016 and 2015 was $1.8 million and $5.5 million, respectively. Any net incomes from the operations of our Cayman Island entities are not subject to income tax. The operations of our U.S., Bermuda, and Irish entities did not generate a current tax expense due to the operating performance and the availability of tax losses from prior tax years. 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, 2016 and 2015 were principally due to a reduction of the deferred tax liability for items reversing outside of the 15 year net operating loss carry-forward period in the U.S.

As of September 30, 2016, we had total unrecognized tax benefits (excluding interest and penalties) of $1.5 million, the recognition of which is not expected to create a tax benefit at the effective tax rate for the applicable period. The total unrecognized tax benefits figure (excluding interest and penalties) and the resulting tax benefit recognition figure were unchanged from September 30, 2016 and December 31, 2015.

As of September 30, 2015, we had total unrecognized tax benefits (excluding interest and penalties) of $1.5 million, the recognition of which is not expected to create a tax benefit at the effective tax rate for the applicable period. The total unrecognized tax benefits figure (excluding interest and penalties) and the resulting tax benefit

9. Income Taxes (continued)

recognition figure changed from September 30, 2015 and December 31, 2014 due to the expiration of the statute of limitations for a portion of the unrecognized tax benefits.

Effective March 31, 2015, we changed the U.S. federal tax rate used to calculate the current and deferred income tax expense from 34% to 35%. If the U.S. group was in a taxable income position, the taxable income would likely be sufficient to qualify for taxation at the 35% U.S. federal tax rate. Therefore, we believe this change to be appropriate.

Our deferred tax assets are principally supported by the reversal of deferred tax liabilities. We currently establish 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 our inability to rely on future taxable income projections and the scheduling of our current deferred tax liabilities.

As of September 30, 2016 and December 31, 2015, our deferred tax liabilities included $24.0 million and $25.9 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, 2016, 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	2013 through 2015
Non-Life Group	2013 through 2015
Ireland	2012 through 2015

Our U.S. subsidiaries are subject to U.S. federal and state corporate income taxes and other taxes applicable to U.S. corporations. Upon distribution of current or accumulated earnings 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 operating losses are being carried forward from closed years and could be examined by the applicable tax authorities if utilized in an open tax year in the future. Additionally, to the extent that a net operating loss is carried back to an otherwise closed year, that earlier year could be subject to examination as long as the loss year remains open.

10. Commitments and Contingencies

Ballantyne Re plc

Ballantyne Re plc ("Ballantyne Re"), which previously was 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.

10. Commitments and Contingencies (continued)

We 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 of certain 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, SRGL 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.

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, SRGL's shareholders and certain of their affiliates, and various former and current directors of Scottish Re (collectively, the "Defendant Parties"). The plaintiff, identified in the court documents as a holder of Perpetual Preferred Shares and a former holder of Ordinary Shares (please refer to Note 8, "Shareholders' Deficit" for information regarding the Perpetual Preferred Shares and the Ordinary Shares), alleges, among other things, claims against the Defendant Parties for breach of contract, breach of fiduciary duty, tortious interference, and derivative claims centered largely around the following events:

- the 2011 unwind of a formerly consolidated collateral finance facility and the associated acquisition by affiliates of Cerberus of debt related to the collateral finance facility;
- the completion in 2011 of a cash-out merger between SRGL and affiliates of the Investors;
- the cancellation by SRGL of Perpetual Preferred Shares acquired pursuant to cash tender offers made by SRGL in 2010 and 2012; and
- a purported distribution policy affecting the Perpetual Preferred Shares.

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 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.

Following oral arguments on the Motions to Dismiss on September 29, 2014, on October 7, 2014, the presiding judge issued a decision dismissing all claims against the Defendant Parties, with the exception of two breach of contract claims against SRGL. The judge directed that the plaintiff and SRGL engage in jurisdictional discovery limited to these two claims, after which the court would decide whether these claims should also be dismissed on jurisdictional grounds.

10. Commitments and Contingencies (continued)

The plaintiff filed on October 28, 2014 his opening appellate brief challenging the court's October 7, 2014 decision. Following this, Scottish Re and the other Defendant Parties filed opposition briefs, and the plaintiff thereafter filed his reply brief. Oral arguments on the appellate brief were heard by the Appellate Division of the New York Supreme Court on June 9, 2015.

Jurisdictional discovery commenced on the two breach of contract claims concluded on October 26, 2015. Thereafter, the Company filed with the court its renewed Motion to Dismiss in respect of the two remaining claims. Pursuant to the schedule agreed with the court, the plaintiff's brief opposing the Motion to Dismiss was filed with the court on November 25, 2015 and the Company's reply was filed on December 16, 2015. A hearing on the Company's renewed Motion to Dismiss was held with the trial court on January 26, 2016.

On March 10, 2016, the appellate court issued a decision on the plaintiff's appeal argued before it on June 9, 2015, relating to the trial court's previous dismissal of eight of the ten claims originally brought by the plaintiff in this case. The appellate court's majority decision (representing three of the five justices) affirmed the trial court's dismissal of all but two of the claims on appeal against all defendants. With respect to the remaining claims, the appellate court remanded the matter to the trial court to allow the plaintiff to re-plead two breach of fiduciary duty claims against the three Directors of SRGL who remain in the case (the "Director Defendants"). The two dissenting justices would have affirmed the dismissal of all claims on appeal.

On April 25, 2016, the plaintiff filed a motion with appellate court, seeking permission to appeal the dismissal of three derivative breach of fiduciary duty claims to the New York Court of Appeals. On May 12, 2016, the Director Defendants who remain in the case and SRGL's shareholders and certain of their affiliates filed an opposition brief to plaintiff's motion. On May 18, 2016, the plaintiff filed a reply brief in further support of his motion.

Notwithstanding the appellate court's March 10, 2016 decision remanding the matter to the trial court to allow the plaintiff to replead only two breach of fiduciary duty claims against the remaining Director Defendants, on May 3, 2016, the plaintiff filed an amended complaint with the trial court in which the plaintiff repleaded eight of the original ten claims, removing two of the original claims and adding a new claim against certain of the Defendant Parties. On June 7, 2016, the Director Defendants filed a Motion to Dismiss the repleaded breach of fiduciary duty claims. On July 14, 2016, the plaintiff filed his response to the Director Defendants' Motion to Dismiss the repleaded breach of fiduciary duty claims. The reply brief of the Director Defendants was filed on August 5, 2016. Oral argument on the Motion to Dismiss is scheduled for November 7, 2016.

On July 7, 2016, the appellate court granted plaintiff's motion for leave to appeal the dismissal of the three derivative breach of fiduciary duty claims to the New York Court of Appeals. On September 27, 2016, the plaintiff filed his opening brief in the New York Court of Appeals. The response brief by the Defendant Directors who remain in the case and SRGL's shareholders and certain of their affiliates is due by November 17, 2016. The plaintiff's reply brief is due by December 5, 2016. Oral argument has not yet been scheduled.

On July 11, 2016, the trial court issued a ruling that dismissed one of the two breach of contract claims. The plaintiff did not file an interlocutory appeal from the dismissal prior to the deadline for doing so. The remaining claim will proceed to discovery and a scheduling conference will be held with the court, although no date has been set.

Scottish Re has certain obligations to indemnify those Defendant Parties who are current or former directors for the reasonable cost of their defense of the Davis lawsuit.

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.

10. Commitments and Contingencies (continued)

For further discussion regarding the Davis v. Scottish Re Group Limited, et al. litigation, please refer to Note 11, "Subsequent Events – *Davis v. Scottish Re Group Limited, et al.*".

Other Contingencies

SRUS initiated an arbitration proceeding in January 2016 against a third-party ceding company related to a premium calculation dispute and other related claims in respect of certain business ceded to SRUS from such third-party ceding company. The arbitration hearing is scheduled for February 6, 2017.

11. 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 10, 2016.

Deferral of Interest Payments on the Capital and Trust Preferred Securities

We continued to accrue and defer payments of interest on our Capital and Trust Preferred Securities (as outlined in Note 6, "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 10, 2016, we had accrued and deferred payments on a total of $21.8 million of interest on our Capital and Trust Preferred Securities. Of these deferred payments, $7.6 million are attributable to SRGL, leaving a net amount of accrued deferred interest of $14.2 million on the Capital and Trust Securities due to external parties.

Non-declaration of Dividends on Perpetual Preferred Shares

Our Board resolved, in its discretion, not to declare and pay a dividend on the Perpetual Preferred Shares on the October 15, 2016 dividend payment date.

Davis v. Scottish Re Group Limited, et al.

As discussed in Note 10, "Commitments and Contingencies – *Davis v. Scottish Re Group Limited, et al.*", oral arguments for the Directors' Motion to Dismiss the repleaded breach of fiduciary duty claims were held on November 7, 2016.