
SCOTTISH RE GROUP LIMITED
CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(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, 2015 (Unaudited)	December 31, 2014 (Audited)
Assets		
Fixed-maturity investments held as trading securities, at fair value	\$ 1,294,914	\$ 1,699,960
Fixed-maturity investments held as available-for-sale securities, at fair value (amortized cost: 2015 – \$305,685; 2014 – \$7,714)	304,761	7,690
Preferred stock held as trading securities, at fair value	-	1,267
Cash and cash equivalents	195,340	227,871
Affiliated investments	38,099	40,176
Other investments	2,767	2,957
Funds withheld at interest	395,570	425,575
Total investments ¹	2,231,451	2,405,496
Accrued interest receivable ²	10,078	10,878
Amounts recoverable from reinsurers	659,592	704,400
Reinsurance balances receivable	119,261	127,621
Deferred acquisition costs	122,383	132,717
Present value of in-force business	19,666	21,048
Other assets	4,536	5,302
Total assets	<u>\$ 3,166,967</u>	<u>\$ 3,407,462</u>
Liabilities		
Reserves for future policy benefits	\$ 1,274,415	\$ 1,316,256
Interest-sensitive contract liabilities	840,070	942,990
Collateral finance facility ³	450,000	450,000
Reinsurance balances payable	55,749	60,426
Accounts payable and other liabilities ⁴	81,302	75,804
Deferred tax liabilities	27,750	31,542
Embedded derivative liabilities, at fair value	15,810	13,407
Long-term debt, at par value	86,500	86,500
Total liabilities	<u>2,831,596</u>	<u>\$ 2,976,925</u>
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: 2015 – \$890.1 million; 2014 – \$857.7 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	(924)	(24)
Retained deficit	(1,519,605)	(1,425,339)
Total shareholders' deficit	<u>(220,486)</u>	<u>(125,320)</u>
Total liabilities, mezzanine equity, and total shareholders' deficit	<u>\$ 3,166,967</u>	<u>\$ 3,407,462</u>
¹ Includes total investments of consolidated variable interest entity ("VIE")	\$ 273,550	\$ 287,070
² Includes accrued interest receivable of consolidated VIE	1,578	1,274
³ Reflects collateral finance facility of consolidated VIE	450,000	450,000
⁴ Reflects accounts payable and other liabilities of consolidated VIE	62,040	54,883

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)

	<u>Three month period ended</u>		<u>Nine month period ended</u>	
	<u>September 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Revenues				
Premiums earned, net	\$ 68,709	\$ 84,626	\$ 221,813	\$ 263,651
Investment income, net.....	16,636	19,652	53,873	60,561
Net realized and unrealized gains (losses).....	(6,610)	1,169	(1,876)	45,140
Change in fair value of embedded derivative assets and liabilities	(2,208)	129	(2,402)	3,352
Fees and other income	605	585	1,724	1,751
Total revenues	<u>77,132</u>	<u>106,161</u>	<u>273,132</u>	<u>374,455</u>
Benefits and expenses				
Claims, policy benefits, and changes in policyholder reserves, net	94,512	80,994	295,616	267,464
Interest credited to interest-sensitive contract liabilities	5,877	6,591	17,562	20,123
Other insurance expenses including amortization of deferred acquisition costs, net.....	7,298	9,761	33,306	36,180
Operating expenses.....	3,766	4,962	15,811	16,344
Collateral finance facilities expense	2,590	2,522	7,807	7,449
Interest expense	943	1,230	2,788	3,776
Total benefits and expenses	<u>114,986</u>	<u>106,060</u>	<u>372,890</u>	<u>351,336</u>
Income (loss) before income taxes	(37,854)	101	(99,758)	23,119
Income tax benefit (expense).....	4,509	(310)	5,492	8,023
Net income (loss)	(33,345)	(209)	(94,266)	31,142
Other comprehensive income (loss), net of tax:				
Unrealized gains (losses) on available-for-sale investments, net of tax	(121)	(20)	(900)	(20)
Total other comprehensive income (loss), net of tax...	(121)	(20)	(900)	(20)
Total comprehensive income (loss)	<u>\$ (33,466)</u>	<u>\$ (229)</u>	<u>\$ (95,166)</u>	<u>\$ 31,122</u>

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, 2015	September 30, 2014
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.....	(24)	-
Other comprehensive income (loss), net of taxes	(900)	(20)
End of period	(924)	(20)
Retained deficit:		
Beginning of period.....	(1,425,339)	(1,431,697)
Net income (loss).....	(94,266)	31,142
End of period	(1,519,605)	(1,400,555)
Total shareholders' deficit	\$ (220,486)	\$ (100,532)

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, 2015	September 30, 2014
Operating activities		
Net income (loss).....	\$ (94,266)	\$ 31,142
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Net realized and unrealized gains	1,876	(45,140)
Changes in value of embedded derivative assets and liabilities	2,403	(3,352)
Amortization of fixed-maturity investments – available-for-sale.....	99	-
Amortization of deferred acquisition costs	10,334	5,059
Amortization of present value of in-force business	1,382	933
Amortization of deferred finance facility costs	651	651
Depreciation of fixed assets.....	54	101
Changes in assets and liabilities:		
Funds withheld at interest.....	30,005	21,481
Accrued interest receivable.....	800	754
Reinsurance balances receivable	8,360	18,051
Other assets.....	259	180
Reserves for future policy benefits, net of amounts recoverable from reinsurers.....	2,967	(29,812)
Interest-sensitive contract liabilities	(18,450)	(16,150)
Accounts payable and other liabilities, including deferred tax liabilities	1,706	4,138
Reinsurance balances payable	(4,677)	(6,511)
Net cash used in operating activities.....	<u>(56,497)</u>	<u>(18,475)</u>
Investing activities		
Purchase of fixed-maturity investments – trading	-	(183,107)
Purchase of fixed-maturity investments – available-for-sale.....	(301,163)	(2,317)
Proceeds from sales and maturities of fixed-maturity investments – trading	404,044	252,686
Proceeds from sales and maturities of fixed-maturity investments – available-for-sale.....	3,126	-
Proceeds from sales of preferred stock.....	1,280	-
Purchases of and proceeds from affiliated investments, net	862	(2,873)
Purchase of and proceeds from other investments, net.....	190	207
Net cash provided by investing activities	<u>108,339</u>	<u>64,596</u>
Financing activities		
Withdrawals from interest-sensitive contract liabilities	(84,373)	(41,455)
Net cash used in financing activities.....	<u>(84,373)</u>	<u>(41,455)</u>
Net change in cash and cash equivalents	(32,531)	4,666
Cash and cash equivalents, beginning of period.....	227,871	247,409
Cash and cash equivalents, end of period.....	<u>\$ 195,340</u>	<u>\$ 252,075</u>

See Accompanying Notes to Consolidated Financial Statements (Unaudited)

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

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, 2015, 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) Limited (“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.*

** *The other Luxembourg subsidiary, Scottish Holdings (Luxembourg), deregistered with the Luxembourg Trade Registrar as of December 18, 2014, and its liquidation was completed April 1, 2015.*

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

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

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

discussion on our outstanding securities and any recent transactions, please refer to Note 6, “Debt Obligations and Other Funding Arrangements”, and Note 8, “Shareholders’ Deficit”.

Lines of Business

As defined and described in our audited consolidated financial statements and accompanying notes thereto for the year ended December 31, 2014, 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, 2014.

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;
- 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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

2. Basis of Presentation (continued)

Reclassifications – Certain prior period amounts in our consolidated interim financial statements and accompanying notes have been reclassified to conform to the current presentation.

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 that evaluation, the Company determined that as new fixed-maturity investments and preferred stocks are acquired, they should be classified as available-for-sale, such that over time the entire investment portfolio will be classified as available-for-sale. This process of migrating to available-for-sale as fixed-maturity investments and preferred stocks are acquired or replaced 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. Effective January 1, 2015, the Company began classifying all newly-purchased securities as available-for-sale. The unrealized appreciation (depreciation) on our investments classified as available-for-sale represents the difference between fair value and amortized cost and is recorded directly to equity with no impact to earnings. The change in unrealized appreciation (depreciation) is included in accumulated other comprehensive income (loss) in shareholders’ deficit after deductions for adjustments for any associated deferred acquisition costs and deferred income taxes, where applicable. For further discussion on our available-for-sale investments, please refer to Note 3, “Investments – Available-for-Sale”.

3. Investments

Trading Investments

The estimated fair values of our fixed-maturity investments and preferred stock held as trading securities as of September 30, 2015 and December 31, 2014, were as follows:

(U.S. dollars in thousands)	September 30, 2015	December 31, 2014
U.S. Treasury securities and U.S. government agency obligations	\$ 21,951	\$ 28,934
Corporate securities	417,553	620,292
Municipal bonds	32,028	32,513
Residential mortgage-backed securities	411,234	487,118
Commercial mortgage-backed securities	152,317	196,299
Asset-backed securities	259,831	334,804
Total fixed-maturity investments held as trading securities	1,294,914	1,699,960
Preferred stock	-	1,267
Total	<u>\$ 1,294,914</u>	<u>\$ 1,701,227</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

The contractual maturities of the fixed-maturity investments held as trading securities as of September 30, 2015 and December 31, 2014, were as follows (actual maturities may differ as a result of calls and prepayments):

(U.S. dollars in thousands)	<u>Estimated Fair Value</u> <u>September 30,</u> <u>2015</u>	<u>Estimated Fair Value</u> <u>December 31,</u> <u>2014</u>
	Due in one year or less.....	\$ 52,321
Due after one year through five years.....	259,993	351,040
Due after five years through ten years.....	110,437	168,508
Due after ten years.....	48,781	53,789
	<u>471,532</u>	<u>681,739</u>
Residential mortgage-backed securities.....	411,234	487,118
Commercial mortgage-backed securities.....	152,317	196,299
Asset-backed securities.....	259,831	334,804
Total.....	<u>\$ 1,294,914</u>	<u>\$ 1,699,960</u>

Available-for-Sale Investments

The amortized cost and estimated fair value of fixed maturity securities classified as available-for-sale as of September 30, 2015 and December 31, 2014, were as follows:

(U.S. dollars in thousands)	September 30, 2015				
	<u>Cost or</u> <u>Amortized Cost</u>	<u>Gross Unrealized</u>			<u>Estimated</u> <u>Fair Value</u>
<u>Gains</u>		<u>Temporary</u> <u>Losses</u>	<u>Other Than</u> <u>Temporary</u> <u>Losses</u>		
U.S. Treasury securities and U.S. government agency obligations.....	\$ 21,610	\$ 150	\$ -	\$ -	\$ 21,760
Corporate securities.....	171,387	617	(1,105)	-	170,899
Municipal bonds.....	-	-	-	-	-
Residential mortgage-backed securities.....	-	-	-	-	-
Commercial mortgage-backed securities.....	20,071	113	(67)	-	20,117
Asset-backed securities.....	92,617	73	(705)	-	91,985
Total securities.....	<u>\$ 305,685</u>	<u>\$ 953</u>	<u>\$ (1,877)</u>	<u>\$ -</u>	<u>\$ 304,761</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

(U.S. dollars in thousands)	December 31, 2014				
	Cost or Amortized Cost	Gross Unrealized			Estimated Fair Value
Gains		Temporary Losses	Other Than Temporary Losses		
U.S. Treasury securities and U.S. government agency obligations.....	\$ -	\$ -	\$ -	\$ -	\$ -
Corporate securities	1,055	1	(11)	-	1,045
Municipal bonds	-	-	-	-	-
Residential mortgage-backed securities	-	-	-	-	-
Commercial mortgage-backed securities	2,952	11	(11)	-	2,952
Asset-backed securities	3,707	-	(14)	-	3,693
Total securities	<u>\$ 7,714</u>	<u>\$ 12</u>	<u>\$ (36)</u>	<u>\$ -</u>	<u>\$ 7,690</u>

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, 2015 and December 31, 2014, were as follows:

(U.S. dollars in thousands)	September 30, 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...	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Corporate securities.....	83,276	(1,098)	100	(7)	83,376	(1,105)
Municipal bonds.....	-	-	-	-	-	-
Residential mortgage-backed securities.....	-	-	-	-	-	-
Commercial mortgage-backed securities.....	3,745	(67)	-	-	3,745	(67)
Asset-backed securities	81,375	(705)	-	-	81,375	(705)
Total available-for-sale fixed maturities.....	<u>\$ 168,396</u>	<u>\$ (1,870)</u>	<u>\$ 100</u>	<u>\$ (7)</u>	<u>\$ 168,496</u>	<u>\$ (1,877)</u>
Equity securities						
Preferred stock	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total equity securities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

(U.S. dollars in thousands)	December 31, 2014					
	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...	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Corporate securities.....	835	(11)	-	-	835	(11)
Municipal bonds.....	-	-	-	-	-	-
Residential mortgage-backed securities.....	-	-	-	-	-	-
Commercial mortgage-backed securities.....	2,380	(11)	-	-	2,380	(11)
Asset-backed securities	3,693	(14)	-	-	3,693	(14)
Total available-for-sale fixed maturities.....	<u>\$ 6,908</u>	<u>\$ (36)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,908</u>	<u>\$ (36)</u>
Equity securities						
Preferred stock	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total equity securities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The total number of securities classified as available-for-sale that had unrealized losses as of September 30, 2015 and December 31, 2014, were 112 and 20, 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.

The contractual maturities of the fixed-maturity investments classified as available-for-sale securities as of September 30, 2015 and December 31, 2014, 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, 2015	Estimated Fair Value September 30, 2015
Due in one year or less.....	\$ -	\$ -
Due after one year through five years.....	64,378	64,530
Due after five years through ten years	115,308	114,862
Due after ten years	13,311	13,267
	<u>192,997</u>	<u>192,659</u>
Residential mortgage-backed securities.....	-	-
Commercial mortgage-backed securities.....	20,071	20,117
Asset-backed securities.....	92,617	91,985
Total.....	<u>\$ 305,685</u>	<u>\$ 304,761</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

(U.S. dollars in thousands)	Cost or Amortized Cost	Estimated Fair Value
	December 31,	December 31,
	2014	2014
Due in one year or less.....	\$ -	\$ -
Due after one year through five years	115	115
Due after five years through ten years	940	930
Due after ten years	-	-
	<u>1,055</u>	<u>1,045</u>
Residential mortgage-backed securities.....	-	-
Commercial mortgage-backed securities	2,952	2,952
Asset-backed securities.....	3,707	3,693
Total.....	<u>\$ 7,714</u>	<u>\$ 7,690</u>

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.)

The estimated fair value of the components of the restricted assets* as of September 30, 2015 and December 31, 2014, were as follows:

(U.S. dollars in thousands)	September 30,	December 31,
	2015	2014
Deposits with U.S. regulatory authorities.....	\$ 4,572	\$ 4,545
Trust funds	1,125,641	1,220,840
Total	<u>\$ 1,130,213</u>	<u>\$ 1,225,385</u>

*“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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

Net Investment Income

Net investment income on investments and other balances for the nine month periods ended September 30, 2015 and 2014, was derived from the following sources:

(U.S. dollars in thousands)	Nine Month Period Ended September 30, 2015	Nine Month Period Ended September 30, 2014
Fixed-maturity investments, held as trading	\$ 44,398	\$ 52,187
Fixed-maturity investments, held as available- for sale.....	1,959	-
Preferred stock	14	41
Funds withheld at interest	10,014	11,282
Other investments	308	169
Investment expenses	(2,820)	(3,118)
Net investment income	<u>\$ 53,873</u>	<u>\$ 60,561</u>

Realized and Unrealized Gains

The components of realized and unrealized gains (losses) and of the change in net unrealized appreciation (depreciation) on investments and other balances for the nine month periods ended September 30, 2015 and 2014, were as follows:

(U.S. dollars in thousands)	Nine Month Period Ended September 30, 2015	Nine Month Period Ended September 30, 2014
Realized and unrealized gains (losses)		
Fixed-maturity investments		
Gross realized gains.....	\$ 5,840	\$ 4,234
Gross realized losses	(209)	(3,163)
Net unrealized gains (losses), trading securities.....	<u>(6,599)</u>	<u>39,251</u>
	(968)	40,322
Preferred stock		
Gross realized gains.....	13	-
Net unrealized gains, trading securities	-	144
	<u>13</u>	<u>144</u>
Other		
Cerberus Affiliated Fund* - unrealized gains (losses).....	(1,216)	4,632
Realized losses on modified coinsurance treaties.....	98	83
Other.....	197	(41)
	<u>(921)</u>	<u>4,674</u>
Net realized and unrealized gains (losses).....	<u>\$ (1,876)</u>	<u>\$ 45,140</u>

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

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

3. Investments (continued)

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, 2015 and December 31, 2014, as follows:

(U.S. dollars in thousands)	Cost (Total Commitment)	Carrying Value
September 30, 2015	\$ 25,566	\$ 38,099
December 31, 2014	\$ 26,428	\$ 40,176

For further discussion of investments in the Cerberus Affiliated Fund subsequent to September 30, 2015, please refer to Note 11, “Subsequent Events – *Investment in Cerberus Affiliated Fund*”.

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, 2014, which, along with Note 3, “Investments” above, also includes additional disclosures regarding our fair value measurements.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

4. Fair Value Measurements (continued)

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 September 30, 2015 and December 31, 2014:

(U.S. dollars in thousands)	September 30, 2015			
	Level 1	Level 2	Level 3	Total
Investments – trading				
U.S. Treasury securities and U.S. government agency obligations	\$ -	\$ 21,951	\$ -	\$ 21,951
Corporate securities	-	410,406	7,147	417,553
Municipal bonds	-	32,028	-	32,028
Residential mortgage-backed securities	-	138,172	273,062	411,234
Commercial mortgage-backed securities	-	152,167	150	152,317
Asset-backed securities	-	236,621	23,210	259,831
Fixed-maturity investments, held as trading	-	991,345	303,569	1,294,914
Investments – available-for-sale				
U.S. Treasury securities and U.S. government agency obligations	\$ -	\$ 21,760	\$ -	\$ 21,760
Corporate securities	-	170,899	-	170,899
Municipal bonds	-	-	-	-
Residential mortgage-backed securities	-	-	-	-
Commercial mortgage-backed securities	-	18,024	2,093	20,117
Asset-backed securities	-	91,985	-	91,985
Fixed-maturity investments, held as available-for-sale	-	302,668	2,093	304,761
Preferred stock	-	-	-	-
Total assets at fair value	\$ -	\$ 1,294,013	\$ 305,662	\$ 1,599,675
Embedded derivative liabilities	-	-	(15,810)	(15,810)
Total liabilities at fair value	\$ -	\$ -	\$ (15,810)	\$ (15,810)

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

4. Fair Value Measurements (continued)

(U.S. dollars in thousands)	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Investments – trading				
U.S. Treasury securities and U.S. government				
agency obligations	\$ -	\$ 28,934	\$ -	\$ 28,934
Corporate securities	-	595,638	24,654	620,292
Municipal bonds	-	26,675	5,838	32,513
Residential mortgage-backed securities	-	217,543	269,575	487,118
Commercial mortgage-backed securities	-	196,025	274	196,299
Asset-backed securities	-	295,953	38,851	334,804
Fixed-maturity investments, held as trading	-	1,360,768	339,192	1,699,960
Investments – available-for-sale				
U.S. Treasury securities and U.S. government				
agency obligations	\$ -	\$ -	\$ -	\$ -
Corporate securities	-	1,045	-	1,045
Municipal bonds	-	-	-	-
Residential mortgage-backed securities	-	-	-	-
Commercial mortgage-backed securities	-	2,952	-	2,952
Asset-backed securities	-	3,693	-	3,693
Fixed-maturity investments, held as available-for-sale	-	7,690	-	7,690
Preferred stock	-	1,267	-	1,267
Total assets at fair value	<u>\$ -</u>	<u>\$ 1,369,725</u>	<u>\$ 339,192</u>	<u>\$ 1,708,917</u>
Embedded derivative liabilities	-	-	(13,407)	(13,407)
Total liabilities at fair value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (13,407)</u>	<u>\$ (13,407)</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

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, 2015

(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, 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.....	(547)	-	10,522	(2)	(1,118)	8,855	(2,403)
Total unrealized gains (losses) included on available-for-sale securities in comprehensive net income (loss).....	-	-	-	-	-	-	-
Purchases	589	-	-	2,093	2,000	4,682	-
Settlements.....	(17,686)	-	(12,138)	(123)	(12,809)	(42,756)	-
Amortization.....	137	-	5,103	1	57	5,298	-
Transfers into and/or (out of) Level 3, net.....	-	(5,838)	-	-	(3,771)	(9,609)	-
Ending balance as of September 30, 2015	<u>\$ 7,147</u>	<u>\$ -</u>	<u>\$ 273,062</u>	<u>\$ 2,243</u>	<u>\$ 23,210</u>	<u>\$ 305,662</u>	<u>\$ (15,810)</u>

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

4. Fair Value Measurements (continued)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3) for the year ended December 31, 2014

(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, 2014	\$ 42,902	\$ -	\$ 255,086	\$ 4,062	\$ 139,679	\$ 441,729	\$ (18,230)
Total realized and unrealized gains (losses) included on trading securities in net income.....	161	716	33,977	(6)	1,822	36,670	4,823
Total unrealized gains (losses) included on available-for-sale securities in comprehensive net income (loss).....	-	-	-	-	-	-	-
Purchases	-	-	-	-	14,447	14,447	-
Settlements.....	(18,409)	(80)	(19,082)	(665)	(9,325)	(47,561)	-
Transfers into and/or (out of) Level 3, net.....	-	5,202	(406)	(3,117)	(107,772)	(106,093)	-
Ending balance as of December 31, 2014	<u>\$ 24,654</u>	<u>\$ 5,838</u>	<u>\$ 269,575</u>	<u>\$ 274</u>	<u>\$ 38,851</u>	<u>\$ 339,192</u>	<u>\$ (13,407)</u>

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 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. 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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

4. Fair Value Measurements (continued)

The following tables summarize the fair values, the valuation techniques, and the significant unobservable inputs of the Level 3 fair value measurements as of September 30, 2015 and December 31, 2014, for which we have been able to obtain quantitative information about the significant unobservable inputs used in those fair value measurements:

September 30, 2015

Assets (U.S. dollars in millions)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Input Ranges
Corporate securities	\$ 3,083	Discounted Cash Flow	Liquidity/duration adjustment*	1.1% - 1.4%
Mortgage and asset-backed securities	\$ 11,019	Discounted Cash Flow	Liquidity/duration adjustment*	1.5% - 1.6%

December 31, 2014

Assets (U.S. dollars in millions)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Input Ranges
Corporate securities	\$ 17,423	Discounted Cash Flow	Liquidity/duration adjustment*	0.5% - 2.8%
Mortgage and asset-backed securities	\$ 23,786	Discounted Cash Flow	Liquidity/duration adjustment*	1.1% - 1.7%

* 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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

4. Fair Value Measurements (continued)

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, 2014. The following table sets forth the fair values of our financial instruments, as of the dates indicated:

		September 30, 2015			
(U.S. dollars in thousands)	Carrying Balance	Level 1	Level 2	Level 3	
		Estimated Fair Value			
Assets					
Cash and cash equivalents	\$ 195,340	\$ 195,340	\$ -	\$ -	
Affiliated investments	38,099	-	-	38,099	
Other investments.....	2,767	-	-	2,767	
Funds withheld at interest.....	395,570	-	-	395,570	
Accrued interest receivable	10,078	-	10,078	-	
Liabilities					
Interest-sensitive contract liabilities	\$ 840,070	\$ -	\$ -	\$ 839,344	
Collateral finance facility	450,000	-	-	155,359	
Embedded derivative liabilities, at fair value	15,810	-	-	15,810	
Long-term debt, at par value	86,500	-	59,371	-	

		December 31, 2014			
(U.S. dollars in thousands)	Carrying Balance	Level 1	Level 2	Level 3	
		Estimated Fair Value			
Assets					
Cash and cash equivalents	\$ 227,871	\$ 227,871	\$ -	\$ -	
Affiliated investments	40,176	-	-	40,176	
Other investments.....	2,957	-	-	2,957	
Funds withheld at interest.....	425,575	-	-	425,575	
Accrued interest receivable	10,878	-	10,878	-	
Liabilities					
Interest-sensitive contract liabilities	\$ 942,990	\$ -	\$ -	\$ 942,209	
Collateral finance facility	450,000	-	-	189,506	
Embedded derivative liabilities, at fair value	13,407	-	-	13,407	
Long-term debt, at par value	86,500	-	56,157	-	

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

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, 2014.

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:

	September 30, 2015	December 31, 2014
(U.S. dollars in thousands)		
Assets		
Fixed-maturity investments held as available-for-sale securities, at fair value.....	\$ 8,009	\$ -
Funds withheld at interest	366,336	376,948
Cash and cash equivalents	3,757	12,024
Embedded derivative assets	51,194	55,234
All other assets	39,017	33,956
Total assets	<u>\$ 468,313</u>	<u>\$ 478,162</u>
Liabilities		
Reserves for future policy benefits	\$ 135,387	\$ 135,021
Collateral finance facility	450,000	450,000
All other liabilities	62,786	55,813
Total liabilities.....	<u>\$ 648,173</u>	<u>\$ 640,834</u>

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:

	September 30, 2015	December 31, 2014
(U.S. dollars in thousands)		
Fixed-maturity investments held as available-for-sale securities, at fair value.....	\$ 8,009	\$ -
Funds withheld at interest.....	366,336	376,948
Cash and cash equivalents	3,757	12,024
Embedded derivative assets	51,194	55,234
Total investments	<u>\$ 429,296</u>	<u>\$ 444,206</u>
Less: Economic reserves	(155,746)	(157,136)
Total investments in consolidated VIE.....	<u>\$ 273,550</u>	<u>\$ 287,070</u>

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, 2015, Assured

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

5. Collateral Finance Facility and Securitization Structure (continued)

Guaranty (UK) Ltd. (“Assured”) has made guarantee payments in the cumulative amount of \$19.9 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 \$3.1 million as of September 30, 2015. 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%. As of September 30, 2015, the interest rate on the Series A-1 Notes was 0.74% (compared to 0.66% as of December 31, 2014). 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, 2015, the interest rate on the Series A-2 Notes was 1.04% (compared to 0.96% as of December 31, 2014). For further discussion on Orkney Re II and scheduled interest payments on the Series A-1 Notes and the Series A-2 Notes, please refer to Note 11, “Subsequent Events - *Orkney Re II*”.

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, 2014. 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, 2015...	4.33%	4.28%	4.23%	4.13%	3.83%
Interest rate as of December 31, 2014	4.26%	4.21%	4.16%	4.06%	3.76%
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, 2015	11	11	11	11	11

* Defined in the notes accompanying SRGL’s audited consolidated financial statements for the year ended December 31, 2014.

**SRGL owns all \$20.0 million of the Preferred Trust Securities Due 2033 securities, as further explained in this Note.

***SRGL owns all \$10.0 million of the Trust Preferred Securities Due 2033 securities, as further explained in this Note.

****SRGL owns \$13.0 million of the Trust Preferred Securities Due 2034 securities.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

6. Debt Obligations and Other Funding Arrangements (continued)

Preferred Trust Securities Due 2033

On December 3, 2014, SRGL agreed to acquire, in a privately-negotiated transaction, the entire \$20.0 million in aggregate liquidation amount of Preferred Trust Securities Due 2033, with a liquidation preference of \$1,000 per security, at a purchase price of \$665.00 per security. In accordance with FASB ASC 405, Extinguishment of Liabilities ("FASB ASC 405"), the Company recorded a \$8.5 million gain on the extinguishment of debt (which included \$1.8 million in deferred and accrued interest that is now payable to SRGL following the acquisition) in the Consolidated Statements of Comprehensive Income in the fourth quarter of 2014.

Trust Preferred Securities Due 2033

On December 3, 2014, SRGL agreed to acquire, in a privately-negotiated transaction, the entire \$10.0 million in aggregate liquidation amount of Trust Preferred Securities Due 2033, with a liquidation preference of \$1,000 per security, at a purchase price of \$665.00 per security. In accordance with FASB ASC 405, the Company recorded a \$4.2 million gain on the extinguishment of debt (which included \$0.9 million in deferred and accrued interest that is now payable to SRGL following the acquisition) in the Consolidated Statements of Comprehensive in the fourth quarter of 2014.

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, 2015, we had accrued and deferred payments of \$15.1 million in interest on the Capital and Trust Preferred Securities. Of these deferred payments, \$5.2 million are attributable to SRGL, leaving a net amount of accrued deferred interest of \$9.9 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.

For further discussion on the accrued and deferred payment on our Capital and Trust Preferred Securities subsequent to September 30, 2015, 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

We accounted for the 2007 issuance of Convertible Cumulative Participating Preferred Shares (the "CCPP Shares") to the Investors, in accordance with FASB ASC Subtopic 470-20, Debt – Debt with Conversion and Other Options, which incorporates EITF D-98: "Classification and Measurement of Redeemable Securities".

As of September 30, 2015, the net amount of dividends accreted pursuant to the terms of the CCPP Shares was \$290.1 million in the aggregate, or \$290.09 per share. For further discussion and additional disclosures regarding the CCPP Shares, please refer to Note 10, "Mezzanine Equity – Convertible Cumulative Participating Preferred Shares" in the notes accompanying the Company's audited consolidated financial statements for the year ended December 31, 2014.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

8. 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, 2015 and December 31, 2014, we have 68,383,370 Ordinary Shares issued and outstanding, all of which are held directly or indirectly by the Investors.

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, 2015, we have repurchased and cancelled 1,753,224 Perpetual Preferred Shares. As of September 30, 2015 and December 31, 2014, we have 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, 2015 and 2014 were 6.39% and 6.53%, 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 each of the 2014 and 2015 year to date 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*".

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

8. Shareholders' Deficit (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 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, to which was attached a request from Cede & Co., as a registered holder of Perpetual Preferred Shares, seeking to initiate this process in respect of the appointment of directors by holders of the Perpetual Preferred Shares to the Board. Upon receipt of such request by Cede & Co., as holder of record of a requisite amount of Perpetual Preferred Shares, the Company promptly began to address the request in compliance with the Certificate of Designations governing the Perpetual Preferred Shares.

If and when dividends for at least four dividend periods, whether or not consecutive, following a Non-payment have been paid in full, this right will cease.

For further discussion on the request to appoint directors to the Board, please refer to Note 11, "Subsequent Events – *Perpetual Preferred Shares – Appointment of Directors*".

9. Income Taxes

The income tax benefit for the nine month periods ended September 30, 2015 and 2014 was \$5.5 million and \$8.0 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, 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 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, 2015 and 2014 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. The September 30, 2015 income tax benefit also includes the release of income tax reserves for unrecognized tax benefits in which the statute of limitations has expired.

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

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. The total unrecognized tax benefits figure (excluding interest and penalties) and the resulting tax benefit recognition figure were unchanged from September 30, 2014 and December 31, 2013.

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. The total impact of the rate change is a \$6.9 million addition to the deferred tax assets of the U.S. group; however, the impact is offset by a valuation allowance as discussed below.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

9. Income Taxes (continued)

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, 2015 and December 31, 2014, our deferred tax liabilities included \$27.8 million and \$31.5 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, 2015, we remained subject to examination in the following major tax jurisdictions for the returns filed for the years indicated below:

<u>Major Tax Jurisdictions</u>	<u>Open Years</u>
U.S.	
Life Group	2012 through 2015
Non-Life Group	2012 through 2015
Ireland	2011 through 2015

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 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.

As of September 30, 2015, 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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

10. Commitments and Contingencies (continued)

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. Jurisdictional discovery commenced on these two claims and was underway as of September 30, 2015.

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.

Scottish Re have certain obligations to indemnify those Defendant Parties that 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.

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

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."

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 12, 2015.

Investment in Cerberus Affiliated Fund

Subsequent to September 30, 2015, SALIC invested, pursuant to a capital call, an additional \$0.4 million in the Cerberus Affiliated Fund and, as of November 12, 2015, had invested \$26.0 million of its \$30.0 million total commitment.

Orkney Re II

On the scheduled interest payment date of November 11, 2015, 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 5, "Collateral Finance Facility and Securitization Structure", made guarantee payments on the Series A-1 Notes in the amount of \$0.7 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

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 12, 2015, we had accrued and deferred payments on a total of \$15.3 million of interest on our Capital and Trust Preferred Securities. Of these deferred payments, \$5.4 million are attributable to SRGL, leaving a net amount of accrued deferred interest of \$9.9 million on the Capital and Trust Securities due to external parties.

Non-declaration of 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 on the October 15, 2015 dividend payment date.

Dividends on Perpetual Preferred Shares – Appointment of Directors

In connection with our receipt of the September 18, 2015 correspondence, as discussed in Note 8, "Shareholders' Deficit – Perpetual Preferred Shares – Right to Appoint Directors", we provided to our Transfer Agent and Registrar on October 9, 2015, for further delivery to Cede & Co., as nominee for the Depository Trust Company, a notice to holders of the Perpetual Preferred Shares addressing certain mechanics related to the September 18, 2015 request, including a request that holders of the Perpetual Preferred Shares nominate candidates for potential election to the Board and provide the names and contact information for such potential nominees to the Company by November 9, 2015. A copy of this communication was also delivered through a third party company that specializes in conducting searches for underlying beneficial holders of securities. On November 5, 2015, the Company received a letter from Cede & Co., which included a written consent from an underlying beneficial owner

SCOTTISH RE GROUP LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2015

11. Subsequent Events (continued)

of Perpetual Preferred Shares purporting to designate such beneficial owner as a director of the Company in compliance with section 8(c) of the Certificate of Designations. The written consent did not satisfy the requirements of section 8(c) and instead operated as a nomination of such beneficial owner as a director for potential election by holders of the Perpetual Preferred Shares. The Company notified the beneficial owner (director nominee) of such circumstances and reiterated its request for certain information regarding such director nominee as set out in the October 9, 2015 notice. Upon receipt from the director nominee of additional information required pursuant to the Company's Articles of Association, the Company will proceed promptly to convene a special meeting of the holders of the Perpetual Preferred Shares to vote on the potential appointment of such nominee. No other nominations were received in response the Company's October 9, 2015 request.

Davis v. Scottish Re Group Limited, et al.

Jurisdictional discovery on the two claims that survived the court's October 7, 2014 order dismissing the remaining eight counts concluded on October 26, 2015. Thereafter, the Company filed with the court its renewed Motion to Dismiss these remaining counts. Pursuant to the schedule agreed with the court, the plaintiff's brief opposing the Motion to Dismiss is due to be filed with the court not later than November 25, 2015, after which the Company's reply is due to be filed by December 16, 2015. It is expected that the court will issue a ruling on these two claims subsequent to the December filing.