IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re

SCOTTISH HOLDINGS, INC., et al.,

Case No. 18-10160 (LSS)

Chapter 11

Debtors.¹

Jointly Administered

SECOND AMENDED SCHEDULE OF ASSETS AND LIABILITIES FOR SCOTTISH ANNUITY & LIFE INSURANCE COMPANY (CAYMAN LTD.) CASE NO. 18-10161 (LSS)

¹ The Debtors, along with the last four digits of their federal tax identification numbers, are as follows: Scottish Holdings, Inc. (4408) and Scottish Annuity & Life Insurance Company (Cayman) Ltd. (3285). The Debtors' mailing address for purposes of these chapter 11 cases is 14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277.

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Fill in this information to identify the case and this filing	g:
Debtor Name Scottish Annuity & Life Insurance Compa	ny (Cayman) Ltd.
United States Bankruptcy Court for the:	District of <u>DE</u> (State)
Case number (<i>If known</i>): <u>18-10161</u>	

Official Form 202 Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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

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

Declaration and signature

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

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

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule E/F
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _

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

Executed on 7/31/18 MM / DD / YYYY

★ /s/ Thomas J. Keller

Signature of individual signing on behalf of debtor

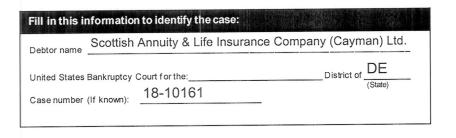
Thomas J. Keller

Printed name

Chief Financial Officer Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors



Check if this is an amended filing

12/15

Official Form 206Sum

Summary of Assets and Liabilities fo	r Non-Individuals
--------------------------------------	-------------------

Part 1: Summary of Assets

1.	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)	
	1a. Real property: Copy line 88 from Schedule A/B	\$_ <u>0</u>
	1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$1,815,554,202
	1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>1,815,554,202</u>

Part 2: Summary of Liabilities

2.	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D	\$_ <u>0</u>
3.	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
	3a. Total claim amounts of priority unsecured claim s: Copy the total claims from Part 1 from line 5a of Schedule E/F	\$
	3b. Total am ount of claims of nonpriority am ount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F	+ <u>\$</u> 166,501,628.33

4.	Total liabilities	\$ 166,501,628.33
	Lines 2 + 3a + 3b	

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ormation to identify the case:	
Scottish Annuity & Life Insurance Company (Cayma	an) Ltd.
ankruptcy Court for the:	District of DE
18-10161	
	ankruptcy Court for the:

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Pa	art 1: List All Creditors with PRIORITY Un	secured Claims	an ann an a bhaile an a na ann an an Staire an Staire ann an Arthur an an Annaichte	antines for an anti-		
1.	Do any creditors have priority unsecured claims No. Go to Part 2. Yes. Go to line 2.	? (See 11 U.S.C. § 507).				
2.	List in alphabetical order all creditors who have 3 creditors with priority unsecured claims, fill out and	ist in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.				
			Total claim	Priority amount		
2.1	Priority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$	\$		
	Date or dates debt was incurred	Basis for the claim:				
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()	Is the claim subject to offset?				
2.2	Priority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$	\$		
	Date or dates debt was incurred	Basis for the claim:				
	Last 4 digits of account number	Is the claim subject to offset?				
2.3	Priority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$	\$		
	Date or dates debt was incurred	Basis for the claim:				
	Last 4 digits of account number	Is the claim subject to offset?				

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Scottish Annuity & Life Insurance Company (Cayman) Ltd.

Debtor

Case number (if known) 18-10161

3.	List in alphabetical order all of the creditors with nonpriority un	nsecured claims. If the debtor has more than e	6 creditors with nonpriority
	unsecured claims, fill out and attach the Additional Page of Part 2.		Amount of claim
3.1	ADDED Nonpriority creditor's name and mailing address Michael Baumstein	As of the petition filing date, the claim is: Check all that apply.	Unliquidated
	2210 Sutton Springs Road	 Contingent Unliquidated Disputed 	
	Charlotte, NC 28228	Basis for the claim: Potential Director Claims	i
		Is the claim subject to offset?	-
	Date or dates debt was incurred	No Yes	
3.2	ADDED Nonpriority creditor's name and mailing address Jonathan Bloomer	As of the petition filing date, the claim is: Check all that apply.	§Unliquidated
	Court Lodge, Main Road, Knockholt, Seven Oaks	Unliquidated Disputed	
	Kent, England TN14 7LR United Kingdom	Basis for the claim: Potential Director Claims	1
	Date or dates debt was incurred	Is the claim subject to offset?	-
3.3	Nonpriority creditor's name and mailing address BNY Mellon as Indenture Trustee of GPIC Holdings Inc. Statutory Trust DNN/MAILING Operation Trust Lipsit	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated	<u>\$</u> 12,864,761
	BNY Mellon Corporate Trust, Insurance Trust Unit 101 Barclay Street, 7E Floor, New York, NY 10286	Disputed	
		Basis for the claim: Debentures	-
	Date or dates debt was incurred 11/14/2003 Last 4 digits of account number	Is the claim subject to offset? Vo Ves	
.4	Nonpriority creditor's name and mailing address BNY Mellon as Institutional Trustee of GPIC Holdings Inc. Statutory Trust	As of the petition filing date, the claim is: Check all that apply.	\$ <u>0</u>
	BNY Mellon Corporate Trust, Insurance Trust Unit	 Unliquidated Disputed 	
	101 Barclay Street, 7E Floor, New York, NY 10286	Basis for the claim:	_
	Date or dates debt was incurred 11/14/2003 Last 4 digits of account number	Is the claim subject to offset? ■ No □ Yes	
.5	Nonpriority creditor's name and mailing address BNY Mellon	As of the petition filing date, the claim is: Check all that apply.	\$_7,040.38
	BNY Mellon Corporate Trust, Insurance Trust Unit	Contingent Unliquidated	
	101 Barclay Street, 7E Floor, New York, NY 10286	Disputed Basis for the claim: Bank Fees	
	Date or dates debt was incurred 1/18/2003	Is the claim subject to offset?	_
	Last 4 digits of account number	No Yes	
8.6	Nonpriority creditor's name and mailing address Business Wire	As of the petition filing date, the claim is: Check all that apply.	\$_4,890
	PO Box 45348	Unliquidated Disputed	
	San Francisco, CA 94105-0348	Basis for the claim:	
	-	Is the claim subject to offset?	_
	Date or dates debt was incurred 1/28/2018	Yes	

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Scottish Annuity & Life Insurance Company (Cayman) Ltd.

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Case number (if k Debtor Name **Additional Page** Part 2: Copy this page only if more space is needed. Continue numbering the lines sequentially from the Amount of claim previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page. Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: 3.<u>7</u> 150,283.60 Check all that apply. Highmark Life Insurance Co. Contingent Unliquidated Disputed PO Box 535061 Liquidated and neither contingent nor Pittsburgh, PA 15235-5061 disputed Basis for the claim: _____Trust True Up 1/18/2018 Is the claim subject to offset? Date or dates debt was incurred No No Yes Last 4 digits of account number 3.8 Nonpriority creditor's name and mailing address As of the petition filing date, the claim is: ,100,000 HSCM Bermuda Fund Ltd. Check all that apply. Contingent Unliquidated c/o Hudson Structured Capital Management Ltd. Disputed Attn: Lee S. Attanasio, Sidley Austin LLP, 787 Seventh Ave., New York, NY 10019 Expense Reimbursement Basis for the claim: 1/04/2018 Is the claim subject to offset? Date or dates debt was incurred No Last 4 digits of account number Yes Nonpriority creditor's name and mailing address 3.9 , 37,469.60 As of the petition filing date, the claim is: Investors Heritage Insurance Company Check all that apply. Contingent Unliquidated 200 Capital Ave., PO Box 717 Disputed Frankford, KY 40602 Trust True Up Basis for the claim: 1/18/2018 Is the claim subject to offset? Date or dates debt was incurred No Last 4 digits of account number Yes 3.10 Nonpriority creditor's name and mailing address , 17, 106.25 As of the petition filing date, the claim is: ITAR, LLC Check all that apply. Contingent Unliquidated 517 E. Tremont Ave. Disputed Charlotte, NC 28203 IT Audit and Compliance Consulting Servi Basis for the claim: Various Is the claim subject to offset? Date or dates debt was incurred No No Last 4 digits of account number Yes Nonpriority creditor's name and mailing address 3.11 ,26,535.00 As of the petition filing date, the claim is: Lincoln National Life Insurance Company Check all that apply.

1300 S. Clinton Street 5C00	Contingent Unliquidated Disputed
Fort Wayne, IN 46802	Basis for the claim: Treaty Settlement
Date or dates debt was incurred	Is the claim subject to offset?

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Scottish Annuity & Life Insurance Company (Cayman) Ltd.

Case number (if known)_____18-10161

Par	Additional Page		
	py this page only if more space is needed. Continue number vious page. If no additional NONPRIORITY creditors exist, d		Amount of claim
3. <u>12</u>	Nonpriority creditor's name and mailing address Marsh Management Services PO Box 1051, Governors Square, Building 4, 2nd Floor 23 Lime Street	Contingent Unliquidated	<u>\$</u> 6,687.50
	Bay Avenue, Grand Cayman KY1-1102, Cayman Islands	 Disputed Liquidated and neither contingent nor disputed Basis for the claim: Management Services 	
	Date or dates debt was incurred 1/18/2008	Is the claim subject to offset?	
	Last 4 digits of account number	No Yes	
3. <u>13</u>	Nonpriority creditor's name and mailing address Removed	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$
		Basis for the claim: Is the claim subject to offset?	
	Date or dates debt was incurred	No Yes	
	Last 4 digits of account number	Yes	
3. <u>14</u>	ADDED Nonpriority creditor's name and mailing address Daniel Roth	As of the petition filing date, the claim is: Check all that apply. - X Contingent	§ Unliquidated
	2003 Dilworth Road East	Unliquidated Disputed	
_	Charlotte, NC 28203	_	6
		Basis for the claim Potential Director Claim Is the claim subject to offset?	5
	Date or dates debt was incurred	No Yes	
	Last 4 digits of account number	L Yes	
3. <u>15</u>	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	<u>\$_0</u>
	Scottish Financial (Luxembourg) S.a r.l.	Contingent	
	c/o SGG S.A. 412 F, Route d'Esch	Unliquidated Disputed	
	L-1030Luxembourg Grand Duchy of Luxembourg	Basis for the claim:	Deferrable Interest Debenture of SRD
	Date or dates debt was incurred 12/15/2004	Is the claim subject to offset?	-
	Last 4 digits of account number	No Ves	
3. <u>16</u>	Nonpriority creditor's name and mailing address	As of the potition filing data the claim is:	002 301
	Scottish Re (U.S.), Inc.	As of the petition filing date, the claim is: Check all that apply.	_{\$} 992,391
	14120 Ballantyne Corporate Place, Ste 300	Contingent Unliquidated Disputed	
	Charlotte, NC 28277	SRUS Net Reinsurance Obligation After Offset	
	2/4/2017	Basis for the claim:	-
	Date of dates debt was incurred	Is the claim subject to offset?	
	Last 4 digits of account number	Yes	

Name

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Scottish Annuity & Life Insurance Company (Cayman) Ltd. Name

Debtor

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 Cayman) Ltd.
 Case number (if known)
 18-10161

Copy this page only if more space is nee previous page. If no additional NONPRIC			Amount of claim
		As of the petition filing date, the claim is: Check all that apply.	s_22,601,936
		 Unliquidated Disputed Liquidated and neither contingent nor disputed 	
Date or dates debt was incurred Last 4 digits of account number	12/4/2002	Is the claim subject to offset?	
U.S. Bank National Association as Indenture Trustee of Global Corporate Trust Se	Scottish Holdings Statutory Trust II	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$ <u>0</u>
60 Livingston Ave, EP-MN-WS1D, St	Lonpriority creditor's name and mailing address As of the petition filing date, the claim Check all that apply. 12.8. Bank National Association as Institutional Trustee of Scottish Holdings Statutory Trust. Contingent 13.8. Bank National Association as Institutional Trustee of Scottish Holdings Statutory Trust. Disputed 20.1. Ivingston Ave, EP-MN-WS1D, St. Paul, MN 55107 Basis for the claim: Debentures 20.4. ast 4 digits of account number 12/4/2002 21.8. Bank National Association as Indemure Trustee of Scottish Holdings Statutory Trust. As of the petition filing date, the claim 21.9. Bank National Association as indemure Trustee of Scottish Holdings Statutory Trust. St. Bank National Association as institutional Trustee of Scottish Holdings Statutory Trust. 21.9. Bank National Association as institutional Trustee of Scottish Holdings Statutory Trust. Is the claim subject to offset? 22. Bank National Association as institutional Trustee of Scottish Holdings Statutory Trust. Is the claim subject to offset? 23. Bank National Association as institutional Trustee of Scottish Holdings Statutory Trust. Is the claim subject to offset? 23. Bank National Association as institutional Trustee of Scottish Holdings Statutory Trust. Is the claim subject to offset? 24. or dates debt was incurred 10/29/2003 Is the claim subject to offset? 24. as of the petition filing date, the claim Scotti	Basis for the claim:	
Date or dates debt was incurred Last 4 digits of account number	12/4/2002	No No	
U.S. Bank National Association as Institutional Trustee o	Scottish Holdings Statutory Trust II	Contingent Unliquidated	<u>\$</u> 25,736,000
60 Livingston Ave, EP-MN-WS1D, St	. Paul, MN 55107	Debentures	
Date or dates debt was incurred Last 4 digits of account number	10/29/2003	Is the claim subject to offset?	
U.S. Bank National Association as Indenture Trustee of	Scottish Holdings Statutory Trust III	Contingent Unliquidated	\$
Date or dates debt was incurred Last 4 digits of account number	10/29/2003	Is the claim subject to offset?	
	f Scottish Holdings Statutory Trust III		_{\$} 40,941,627
60 Livingston Ave, EP-MN-WS1D, S	t. Paul, MN 55107	Basis for the claim: Debentures	
Date or dates debt was incurred Last 4 digits of account number	5/12/2004	Is the claim subject to offset?	

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Additional Page			
s page only if more space is needed. Continue numbering page. If no additional NONPRIORITY creditors exist, do	ng the lines sequentially from the not fill out or submit this page.	Amount of claim	
Nonpriority creditor's name and mailing address U.S. Bank National Association as Institutional Trustee of Scottish Holdings Statutory Trust III Global Corporate Trust Services	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed Liquidated and neither contingent nor	\$ <u>°</u>	
60 Livingston Ave, EP-MN-WS1D, St. Paul, MN 55107 Date or dates debt was incurred 5/12/2004 Last 4 digits of account number	disputed Basis for the claim: Is the claim subject to offset? ⊠ No.		
Nonpriority creditor's name and mailing address Michael Vild 102 Van Dam Street Saratoga Springs, NY 12886	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$_500	
Date or dates debt was incurred 1/25/18 Last 4 digits of account number	Basis for the claim: Board Meeting Fee Is the claim subject to offset? ☑ No. ☑ Yes.		
Nonpriority creditor's name and mailing address Wilmington Trust Corporation as Institutional Trustee of SFL Statutory Trust I 1100 North Market Street Wilmington, DE 19890-1600	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed Basis for the claim: Debentures	\$ <u>63,014,401</u>	
Date or dates debt was incurred 12/15/2004 Last 4 digits of account number	Is the claim subject to offset? ☑ No. ☑ Yes.		
Nonpriority creditor's name and mailing address Wilmington Trust Corporation as Institutional Trustee of SFL Statutory Trust I 1100 North Market Street Wilmington, DE 19890-1600 Date or dates debt was incurred 12/15/2004	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed Basis for the claim: Is the claim subject to offset? No. Yes.	\$_ ⁰	
Last 4 digits of account number	As of the petition filing date, the claim is: Check all that apply. Contingent Unliquidated Disputed	\$	
Date or dates debt was incurred	Basis for the claim: Is the claim subject to offset? □ No. □ Yes.		

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Scottish Annuity & Life Insurance Company (Cayman) Ltd.

Debtor

Case number (if known) 18-10161

as	st in alphabetical order any others who must be notified for claims listed in Pa ssignees of claims listed above, and attorneys for unsecured creditors. no others need to be notified for the debts listed in Parts 1 and 2, do not fill ou			
	Name and mailing address		which line in Part 1 or Part 2 is the ted creditor (if any) listed?	Last 4 digits of account number, if
				any
	Lee S. Attanasio		3.8	
	Sidley Austin LLP		Not listed. Explain	
	787 Seventh Ave., New York, NY 10019	ness samanaanisessaanaanaanaa		
	Colin M Bernardino	Line	3.24	
	Kilpatrick Townsend & Stockton LLP		Not listed. Explain	
	1100 Peachtree Street NE, Suite 2800, Atlanta, GA 30309	ASING - 14444-1446-1444-1444-1444-1444-1444-1		
	BNY Mellon, Corporate Trust as Indenture Trustee	Line	e 3.17, 3.19, 3.21	
	BNY Mellon Corporate Trust, Insurance Trust Unit		Not listed. Explain	
	101 Barclay Street, 7E Floor NY, NY 10286			
	Kimberly S. Cohon	Line	3.17, 3.19, 3.21	
	Kimberly S. Cohen Shipman & Goodwin LLP		Not listed. Explain	
	One Constitution Plaza Hartford, CT 06103	-		
			3.21	
	Hildene Capital Management, LLC			
	700 Canal Street, Second Floor, Ste 12C		Not listed. Explain	
	Stamford, CT 06902			
	Kathleen M. LaManna	Line_	<u>3.17</u> , 3.19, 3.21	
	Shipman & Goodwin LLP		Not listed. Explain	
	One Constitution Plaza Hartford, CT 06103	coust coustments and coustments		
	Robert W. Mallard	Line	3.17, 3.19, 3.21	
	Dorsey & Whitney (Delaware) LLP		Not listed. Explain	
	300 Delaware Avenue, Suite 1010, Wilmington, DE 19801			
	P. Stanhan MaNaill	Line	3.21	
	R. Stephen McNeill Potter Anderson & Corroon LLP		Not listed. Explain	
	1313 N. Market St., PO Box 651, Wilmington, DE 19899	_		
			3.24	
	Todd C. Meyers		3.24	
	Kilpatrick Townsend & Stockton LLP		Not listed. Explain	
	1100 Peachtree Street NE, Suite 2800, Atlanta, GA 30309			
	Eric J. Monzo	Line	3.24	
	Morris James LLP		Not listed. Explain	
	500 Delaware Avenue, Suite 1500, PO Box 2306, Wilmington, DE 19899-2306			
).		Line		
			Not listed. Explain	
١.				
•		Line		
			Not listed. Explain	

Debtor	Case 18-10 Scottish Annuity & Life Insu	rance Company (Ca	Filed 07/31/18 Case nui	Pag	e 1: 18	1 of 11 8-10161
	otal Amounts of the Price	anna an an an Anna a' Anna A' Anna an Anna an Anna an Anna an Anna Anna Anna Anna Anna Anna Anna Anna Anna Ann	 ed Claims			
						Total of claim amounts
a. Total claims	s from Part 1			5a.		<u>\$</u>
o. Total claims	s from Part 2			5b.	+	<u>166,501,628.33</u>
. Total of Par Lines 5a + \$				5c.		<u>166,501,628.33</u>