

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

**SCOTTISH HOLDINGS, INC., et al.,**

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-10160 (LSS)

Jointly Administered

**STATEMENT OF FINANCIAL AFFAIRS FOR  
SCOTTISH HOLDINGS, INC. (CASE NO. 18-10160)**

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<sup>1</sup> 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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Chapter 11

Case No. 18-10160 (LSS)

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND  
DISCLAIMER REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND  
LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

The Schedules of Assets and Liabilities (the “Schedules”) and the Statements of Financial Affairs (the “Statements”) filed by Scottish Holdings, Inc. (“SHI”) and Scottish Annuity and Life Insurance Company (Cayman) Ltd. (“SALIC”), as debtors and debtors in possession (the “Debtors”), have been prepared by the Debtors’ management in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 1007, and are unaudited. While the Debtors’ management has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete, based upon information that was reasonably available to them at the time of preparation, the subsequent receipt of information may result in material changes to the financial data and other information contained therein. Moreover, the Schedules and Statements are based on the Debtors’ books and records as of the Petition Date (defined below) and some items, after further review, may not fully reflect the reality of the transaction. Thus, the Schedules and Statements remain subject to further review and verification by the Debtors. The Debtors reserve their right to amend the Schedules and Statements from time to time as may be necessary or appropriate. These *Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to, and reviewed in connection, with any review of the Schedules and Statements.

Disclosure of information in one Schedule, Statement, exhibit or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit or continuation sheet.

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<sup>1</sup> 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.

**The Schedules, Statements and Global Notes should not be relied upon by any person for information relating to current or future financial conditions, events or performance of the Debtors.**

1. Description of the Cases and “As of” Information Date. On January 28, 2018, (the “Petition Date”), the Debtors each filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code. The Debtors are currently operating their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Unless otherwise stated, asset and liability information is as of the Petition Date. Additionally, the Debtors have made every effort to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available to, and further research is conducted by, the Debtors, the Debtors’ allocation of liabilities between prepetition and postpetition periods may change.

2. Basis of Presentation. For financial reporting purposes, the Debtors and certain of their non-debtor affiliates historically prepared consolidated financial statements, which have historically been audited annually. The last audit of the financial statements was as of December 31, 2016. The audit of the consolidated financial statements of the Debtors and certain of their non-debtor affiliates is ongoing for the period ended December 31, 2017. Unlike the consolidated financial statements, the Schedules and Statements, except where otherwise indicated, reflect the assets and liabilities of each Debtor on a nonconsolidated basis. Additionally, unlike the audited financial statements, the Schedules and Statements reflect the assets and liabilities of each Debtor on the basis of the Debtor’s non-audited records. Furthermore, the Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), nor are they intended to reconcile to the financial statements previously distributed to certain third parties or published on the Debtors’ website. Accordingly, the totals listed in the Schedules and Statements will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

To the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent at the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or at any time prior to the Petition Date.

3. Summary of Significant Reporting Policies. The following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

a) Book Value. Unless otherwise noted, each asset and liability of each Debtor is shown on the basis of the net book value of the asset or liability in accordance with the Debtor’s accounting and/or tax books and records as of the Petition Date.

b) Value of Interests in Subsidiaries. The value of the subsidiary interests set forth on Schedule A/B, Item 15, reflects the original investment in each such subsidiary. Retained earnings and accumulated losses are not included, because the Debtors and their non-debtor affiliates historically reported at a consolidated level and did not allocate such earnings and losses to specific entities. However, these earnings and losses

should be taken into account when considering the current book value of the subsidiaries.

c) Cash. Cash balances in the Debtors' bank accounts set forth in Schedule B are based on the book balance as of the Petition Date.

d) Investments. Investment balances set forth in Schedule B are based on the fair value of the investments as of the Petition Date.

e) Liabilities Related to Trust Preferred Securities. The Debtors and certain of their non-debtor affiliates have debt or guarantee liabilities related to five issuances of trust preferred securities (the "TruPS"), as described in more detail in the *Declaration of Gregg Klingenberg In Support Of First Day Relief*. SHI issued unsecured subordinated debentures supporting four of the TruPS issuances; the principal and accrued interest in respect of such debentures are listed as unsecured claims of SHI on SHI's Schedule F. SHI also issued a sponsor guarantee in respect of such TruPS issuances, and such guarantees are identified on SHI's Schedule F. SALIC guaranteed the debentures supporting each of the five TruPS issuances; the principal and accrued interest in respect of such debentures are listed as unsecured claims of SALIC on SALIC's Schedule F. The underlying TruPS for each of the five issuances are not separately identified in the Schedules. The descriptions of the TruPS-related obligations herein and in the Schedules and Statements, and the Debtors' obligations, rights, duties and liabilities thereunder, are qualified in their entirety by the terms of the operative documents governing the TruPS issuances and related debentures, trusts, and guarantees.

f) Setoffs. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

g) Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of a Debtor; (d) relatives of directors, officers, or persons in control of a Debtor; and (e) affiliates.

h) Executory Contracts. While reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts and agreements listed on Schedule G may have expired, been rejected, or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of its business, such as confidentiality agreements. Such documents are also not set forth on Schedule G. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any

intercompany agreement) related to a creditor's claims. Listing a contract or agreement on this schedule does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. Any and all of the Debtors' rights, claims, and causes of action with respect to the contracts and agreements listed on this schedule are hereby reserved and preserved.

i) Reserve Credit Trusts and Other Assets Supporting Reinsurance Treaties. SALIC has established, as sponsor, various reserve credit trusts ("RCTs") to support certain reinsurance treaties. The assets of the RCTs are held in accounts at Bank of New York Mellon, which also serves as the trustee of the RCTs. Although SALIC is the nominal account holder for each RCT account, the assets in the RCT are not property of SALIC's bankruptcy estate. Legal title to the trust assets is held by Bank of New York Mellon, as trustee, and the applicable ceding company and its policyholders are the beneficiaries of the applicable RCT. Accordingly, SALIC has not identified the assets and liabilities of the RCTs on its Schedules.

SALIC has a contractual obligation to fund each RCT to the extent of underfunding and has, in certain circumstances, the right to receive overfunding from the RCTs. To the extent amounts were due and payable between SALIC and a particular RCT as of the Petition Date, such amounts are identified on SALIC's Schedules as an asset or liability, as appropriate. Likewise, to the extent amounts were paid by SALIC within the relevant periods before the Petition Date, such amounts are identified on the Statements.

Additionally, the reserve assets supporting certain reinsurance treaties (including SALIC's treaties with its non-affiliate Scottish Re (U.S.), Inc.) are held at the ceding company on a "funds withheld" basis. As with assets in RCTs, such assets are not property of SALIC's bankruptcy estate, and such assets are not identified on SALIC's Schedules. Similar to obligations in respect of RCT underfunding, SALIC has a contractual obligation to provide funds to the ceding company if assets held on a funds withheld basis are insufficient, and also has, in certain circumstances, the right to receive overfunding. To the extent amounts were due and payable between SALIC and a particular ceding company as of the Petition Date, such amounts are identified on SALIC's Schedules as an asset or liability, as appropriate. Likewise, to the extent amounts were paid by SALIC within the relevant periods before the Petition Date, such amounts are identified on the Statements.

5. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of the Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection by the Debtors. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability or status.

7. Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

**Fill in this information to identify the case:**

Debtor name Scottish Holdings, Inc.  
 United States Bankruptcy Court for the: \_\_\_\_\_ District of DE  
 (State)  
 Case number (if known): 18-10160

Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to _____ MM / DD / YYYY	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____
<b>For prior year:</b>	From _____ to _____ MM / DD / YYYY	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____
<b>For the year before that:</b>	From _____ to _____ MM / DD / YYYY	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to Filing date MM / DD / YYYY	_____	\$ _____
<b>For prior year:</b>	From _____ to _____ MM / DD / YYYY	_____	\$ _____
<b>For the year before that:</b>	From _____ to _____ MM / DD / YYYY	_____	\$ _____

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Scottish Annuity & Life Insurance Company (Cayman) Ltd. Creditor's name Post Office Box HM 2939 Street _____ Hamilton, HM MX, Bermuda City State ZIP Code	10/31/2017	\$ 73,302	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Intercompany Settlement</u>
3.2. Scottish Re (U.S.), Inc. Creditor's name 14120 Ballantyne Corporate Place Street Suite 300 Charlotte, NC 28277 City State ZIP Code	10/31/2017	\$ 532,527	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Intercompany Settlement</u>

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ Insider's name _____ Street _____ _____ City State ZIP Code		\$ _____	
<b>Relationship to debtor</b>			
4.2. _____ Insider's name _____ Street _____ _____ City State ZIP Code		\$ _____	
<b>Relationship to debtor</b>			

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
5.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
Last 4 digits of account number: XXXX- _____			

**Part 3: Legal Actions or Assignments**

**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Case number _____	_____	Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case title _____ Case number _____	_____	Court or agency's name and address Name _____ Street _____ City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded



Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and address	Description of the property	Value
Custodian's name Street City State ZIP Code	Case title Case number Date of order or assignment	\$ Court name and address Name Street City State ZIP Code

**Part 4: Certain Gifts and Charitable Contributions**

**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$
9.2. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$

**Part 5: Certain Losses**

**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Date of loss	Value of property lost
			\$

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Part 6: Certain Payments or Transfers**

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	<u>Hogan Lovells US LLP</u>		<u>7/26/2017</u>	\$ <u>37,749.43</u>
	<b>Address</b>			
	<u>Columbus Square</u>			
	Street			
	<u>Thirteenth Street NW</u>			
	Washington, DC 20004-1109			
	City State ZIP Code			
	<b>Email or website address</b>			
	<u>www.hoganlovells.com</u>			
	<b>Who made the payment, if not debtor?</b>			
	<u></u>			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.	<u>Hogan Lovells US LLP</u>		<u>8/16/2017</u>	\$ <u>31,597.95</u>
	<b>Address</b>			
	<u>Columbus Square</u>			
	Street			
	<u>Thirteenth Street NW</u>			
	Washington, DC 20004-1109			
	City State ZIP Code			
	<b>Email or website address</b>			
	<u>www.hoganlovells.com</u>			
	<b>Who made the payment, if not debtor?</b>			
	<u></u>			

See also attached continuation sheets

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
<u></u>	<u></u>	<u></u>	\$ <u></u>
<b>Trustee</b>	<u></u>		
<u></u>			

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
------------------------	--	------------------------	-----------------------

13.1. \_\_\_\_\_ \$ \_\_\_\_\_

**Address**

\_\_\_\_\_  
Street  
\_\_\_\_\_  
City State ZIP Code

**Relationship to debtor**

\_\_\_\_\_

**Who received transfer?**

13.2. \_\_\_\_\_ \$ \_\_\_\_\_

**Address**

\_\_\_\_\_  
Street  
\_\_\_\_\_  
City State ZIP Code

**Relationship to debtor**

\_\_\_\_\_

**Part 7: Previous Locations**

**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy	
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14.1. \_\_\_\_\_ From \_\_\_\_\_ To \_\_\_\_\_  
Street  
\_\_\_\_\_  
City State ZIP Code

14.2. \_\_\_\_\_ From \_\_\_\_\_ To \_\_\_\_\_  
Street  
\_\_\_\_\_  
City State ZIP Code

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Part 8: Health Care Bankruptcies**

**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.  
 Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.1.

Facility name _____ _____ Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____ <b>Location where patient records are maintained</b> (if different from facility address). If electronic, identify any service provider. _____ _____	_____ _____ <b>How are records kept?</b> Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
--	--	--

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.2.

Facility name _____ _____ Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____ <b>Location where patient records are maintained</b> (if different from facility address). If electronic, identify any service provider. _____ _____	_____ _____ <b>How are records kept?</b> Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
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**Part 9: Personally Identifiable Information**

**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.  
 Yes. State the nature of the information collected and retained. \_\_\_\_\_  
 Does the debtor have a privacy policy about that information?  
 No  
 Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- No. Go to Part 10.  
 Yes. Does the debtor serve as plan administrator?  
 No. Go to Part 10.  
 Yes. Fill in below:

Name of plan	Employer identification number of the plan
Scottish Holdings, Inc. 401(k) and Profit Sharing Plan	EIN: <u>5</u> <u>2</u> - <u>2</u> <u>2</u> <u>3</u> <u>4</u> <u>4</u> <u>0</u> <u>8</u>

- Has the plan been terminated?  
 No The Debtors intend to transfer the plan to the Debtors' non-debtor affiliate, Scottish Re (U.S.), Inc.  
 Yes

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____	_____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
<b>Address</b>		_____ _____	

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____	_____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
<b>Address</b>		_____ _____	

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Owner's name and address	Location of the property	Description of the property	Value
Name _____ Street _____ City State ZIP Code	_____ _____ _____ City State ZIP Code	_____ _____ _____	\$ _____

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

No  
 Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
_____ Case number	Name _____ Street _____ City State ZIP Code	_____ _____ _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

No  
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____ Street _____ City State ZIP Code	Name _____ Street _____ City State ZIP Code	_____ _____ _____	_____

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- No  
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____ Street _____ City _____ State _____ ZIP Code _____	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. <u>Scottish Re (U.S.), Inc.</u> Name <u>14120 Ballantyne Corporate Place, Ste 300</u> Street  Charlotte NC 28277 City State ZIP Code	<u>Reinsurance Operating Company</u>	EIN: <u>23 - 2038295</u>  Dates business existed From <u>1/20/1977</u> To <u>Present</u>

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.2. _____ Name _____ Street _____ City State ZIP Code	_____ _____ _____	EIN: _____ - _____ Dates business existed From _____ To _____

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.3. _____ Name _____ Street _____ City State ZIP Code	_____ _____ _____	EIN: _____ - _____ Dates business existed From _____ To _____

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address		Dates of service	
26a.1.	Thomas J. Keller Name 14120 Ballantyne Corporate Place, Ste 300 Street Charlotte, NC 28277 City State ZIP Code	From	To
		2009	Present

Name and address		Dates of service	
26a.2.	_____ Name _____ Street _____ City State ZIP Code	From	To
		_____	_____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address		Dates of service	
26b.1.	Ernst & Young LLP Name 100 North Tryon Street Street Suite 3800 Charlotte NC 28202 City State ZIP Code	From	To
		1998	2017

Name and address		Dates of service	
26b.2.	Dixon Hughes Goodman LLP Name 214 North Tryon Street Street Suite 2200 Charlotte NC 28202 City State ZIP Code	From	To
		2004	2017

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address		If any books of account and records are unavailable, explain why
26c.1.	_____ Name _____ Street _____ City State ZIP Code	_____ _____ _____



Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.2.

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

**Name and address**

26d.1.

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Name and address**

26d.2.

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- No  
 Yes. Give the details about the two most recent inventories.

**Name of the person who supervised the taking of the inventory**

**Date of inventory**

**The dollar amount and basis (cost, market, or other basis) of each inventory**

\_\_\_\_\_ \$ \_\_\_\_\_

**Name and address of the person who has possession of inventory records**

27.1.

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

Name of the person who supervised the taking of the inventory Date of inventory The dollar amount and basis (cost, market, or other basis) of each inventory

\$ \_\_\_\_\_

Name and address of the person who has possession of inventory records

27.2.

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Gregg Klingenberg	14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277	Director, President & CEO	0
Thomas Keller	14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277	Director, EVP, Chief Financial Officer	0
Michael Vild	102 Van Dam Street, Saratoga Springs, New York, 12866	Independent Director	0
Katherine Billingham	14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277	VP, Deputy General Counsel & Secretary	0

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No  
 Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No  
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Michael Vild Name 102 Van Dam Street Street Saratoga Springs, NY 12866 City State ZIP Code	\$30,000	8/29/2017	Director Fees
Relationship to debtor Independent Director			

Debtor Scottish Holdings, Inc.  
Name

Case number (if known) 18-10160

**Name and address of recipient**

30.2

Name \_\_\_\_\_  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Relationship to debtor**

\_\_\_\_\_

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
- Yes. Identify below.

**Name of the parent corporation**

**Employer Identification number of the parent corporation**

\_\_\_\_\_

EIN: \_\_\_\_\_ - \_\_\_\_\_

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
- Yes. Identify below.

**Name of the pension fund**

**Employer Identification number of the pension fund**

\_\_\_\_\_

EIN: \_\_\_\_\_ - \_\_\_\_\_

**Part 14: Signature and Declaration**

**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.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

Executed on 03/23/2018  
MM / DD / YYYY

**X** /s/ Thomas J. Keller

Printed name Thomas J. Keller

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Financial Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
- Yes

Scottish Holdings, Inc.

Case No. 18-10160

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****Part 6: Certain Payments or Transfers****Line 11. Payments related to bankruptcy**

	<b>Who was paid or who received the transfer? Address Email or Website Address</b>	<b>Dates</b>	<b>Total Amount or Value</b>
11.3	Mayer Brown LLP 2027 Collection Center Drive Chicago, IL 60693 www.mayerbrown.com	4/5/2017	\$17,500.00
11.4	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	2/1/2017	\$8,539.28
11.5	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	2/15/2017	\$9,734.09
11.6	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	4/19/2017	\$11,837.77
11.7	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	5/3/2017	\$37,190.67
11.8	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	5/17/2017	\$36,714.70
11.9	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	5/31/2017	\$73,302.00
11.10	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	7/26/2017	\$13,691.48
11.11	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	7/26/2017	\$21,410.52

Scottish Holdings, Inc.

Case No. 18-10160

11.12	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	8/23/2017	\$20,780.32
11.13	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	10/11/2017	\$9,625.43
11.14	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	11/1/2017	\$16,546.17
11.15	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	11/8/2017	\$16,841.50
11.16	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	11/29/2017	\$20,325.59
11.17	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	11/29/2017	\$19,395.50
11.18	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	12/13/2017	\$10,472.36
11.19	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	12/20/2017	\$15,915.38
11.20	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/10/2018	\$7382.85
11.21	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/10/2018	\$17,406.08
11.22	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/10/2018	\$18,293.54
11.23	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor	1/17/2018	\$23,694.56

Scottish Holdings, Inc.

Case No. 18-10160

	Wilmington, DE 19801 www.mnat.com		
11.24	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/24/2018	\$12,171.26
11.25	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/24/2018	\$26,930.80
11.26	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/31/2018	\$29,428.74
11.28	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/31/2018	\$6,974.55
11.29	Morris, Nichols, Arsht & Tunnell LLP 1201 N. Market Street, 16 <sup>th</sup> Floor Wilmington, DE 19801 www.mnat.com	1/31/2018	\$30,000.00