

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

In re

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

Debtors.¹

Chapter 11

Case No. 18-10160 (LSS)

Jointly Administered

Re: D.I. 119, 242, 255 & 262

**AGREED ORDER WITH RESPECT TO EMERGENCY MOTION OF OFFICIAL
COMMITTEE OF UNSECURED CREDITORS TO (I) CONTINUE HEARING
ON DISCLOSURE STATEMENT MOTION AND APPROVAL OF STALKING
HORSE TRANSACTION (II) EXTEND RESPONSE DEADLINE, (III) EXTEND
BID DEADLINE AND (IV) CONTINUE AUCTION**

Upon the motion, dated May 14, 2018 [D.I. 255] (the “Motion”),² of the Official Committee of Unsecured Creditors (the “Committee”); and the Court having received the joint certifications of the Committee and the above-captioned debtors and debtors in possession (the “Debtors”) that (i) they have agreed to resolve the Motion in accordance with the terms set forth in this Order and (ii) HSCM Bermuda Fund Ltd., as the “Stalking Horse” identified in the Bidding Procedures Order, has consented to entry of this Order and the relief granted by it; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief to be granted pursuant to this Order is in the best interests of the Debtors’ estates, creditors, and other parties

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.

² Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Motion or, if not defined therein, in the Bidding Procedures Order and Bidding Procedures annexed as Exhibit 1 thereto.

in interest; and the Court having found that notice of the Motion, the opportunity for a hearing on the Motion and the request for entry of this Order was appropriate and no other notice need be provided;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Notwithstanding anything to the contrary in the Bidding Procedures Order or Bidding Procedures, the Bid Deadline shall be **May 25, 2018, at 4:00 p.m.**, prevailing Eastern time.
3. Notwithstanding anything to the contrary in the Bidding Procedures Order or Bidding Procedures, the Auction, if necessary, shall commence on **May 30, 2018, at 12:00 noon**, prevailing Eastern time, at the office of Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022, or such other location as may be announced prior to the Auction to the Auction Participants.
4. Notwithstanding anything to the contrary in the Bidding Procedures Order or Bidding Procedures, if the Stalking Horse is designated by the Debtors as the Winning Bidder the hearing (the "Winning Bidder Hearing") for approval of the Debtors' designation of the Winning Bidder and the Winning Bid shall be held on **June 4, 2018, at 10:00 a.m.**, prevailing Eastern time, or such later date as the Debtors and the Stalking Horse may agree.
5. The hearing on the *Debtors' Motion For Order: (I) Approving Disclosure Statement, (II) Scheduling Confirmation Hearing And Related Deadlines; (III) Establishing Procedures For Solicitation, Temporary Allowance Of Claims And Vote Tabulation; (IV) Approving Form Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief* [D.I. 242] (the

“Solicitation Procedures Motion”) is hereby rescheduled from May 23, 2018, at 10:00 a.m., prevailing Eastern time, to **June 4, 2018, at 10:00 a.m., prevailing Eastern time.**

6. The deadline for parties to object or otherwise respond to the Solicitation Procedures Motion is hereby extended from May 16, 2018 (the “Original Objection Deadline”), until **May 25, 2018, at 4:00 p.m.**, prevailing Eastern time, solely for the following parties: (a) the Committee; (b) each official member of the Committee; (c) U.S. Bank, National Association; and (d) the U.S. Trustee. Unless otherwise agreed by the Debtors, the Original Objection Deadline shall continue to apply to all other parties in interest.

7. The Debtors and/or the Stalking Horse may file a reply or replies in further support of the Solicitation Procedures Motion on or before **May 31, 2018, at 11:00 a.m.**, prevailing Eastern time.

8. This Order is entered with prejudice to the ability of the Committee, any official or ex officio member of the Committee, and/or any other person or entity acting in concert with or at the behest of the Committee or any member thereof to move for or otherwise request from the Court any further extensions of the Bid Deadline, the date for the Auction, the date for the Winning Bidder Hearing, and/or the date for the hearing on the Solicitation Procedures Motion.

9. Except as expressly modified by this Order, the terms of the Bidding Procedures Order, including the Bidding Procedures, remain in full force and effect.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: May 16, 2018
Wilmington, Delaware



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE