

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. 213, 214

Hearing Date:

May 23, 2018 at 10:00 a.m. (ET)

Objection Deadline:

May 16, 2018 at 4:00 p.m. (ET)

**NOTICE OF 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**

PLEASE TAKE NOTICE that on May 4, 2018, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed 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** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the entry of an order granting the relief requested in the Motion must file a response or objection ("Objection") if any, to the Motion with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **May 16, 2018 at 4:00 p.m. (Eastern Time) (the "Objection Deadline")**. At the same time, you must serve such Objection upon the undersigned counsel for the Debtors so as to be received on or before the Objection Deadline.

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.

Date Filed 5-4-18

Docket No. 242

PLEASE TAKE FURTHER NOTICE that only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **MAY 23, 2018 AT 10:00 A.M. (EASTERN TIME)** BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM #2, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 4, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Paige N. Topper

Eric D. Schwartz (No. 3134)
Gregory W. Werkheiser (No. 3553)
Matthew B. Harvey (No. 5186)
Paige N. Topper (No. 6470)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
eschwartz@mnat.com
gwerkheiser@mnat.com
mharvey@mnat.com
ptopper@mnat.com

- and -

Peter Ivanick (admitted *pro hac vice*)
Lynn W. Holbert
John D. Beck
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
peter.ivanick@hoganlovells.com
lynn.holbert@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtors and Debtors in Possession

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. 213, 214

Hearing Date:

May 23, 2018 at 10:00 a.m. (ET)

Objection Deadline:

May 16, 2018 at 4:00 p.m. (ET)

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

Scottish Holdings, Inc. ("SHI") and Scottish Annuity & Life Insurance Company (Cayman) Ltd. ("SALIC"), debtors and debtors in possession (together, the "Debtors"), by and through their undersigned counsel, hereby move (the "Motion") for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Disclosure Statement Order"): (i) approving the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.*, filed on April 18, 2018 [D.I. 214] (as may be amended, modified or supplemented from time to time and

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.

together with all exhibits and schedules thereto, the “Disclosure Statement”);² (ii) scheduling a hearing on confirmation of the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.*, filed on April 18, 2018 [D.I. 213] (as may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Plan”) and related deadlines; (iii) establishing procedures for (a) the solicitation of votes on the Plan (the “Solicitation Procedures”), (b) the temporary allowance of claims for voting purposes (the “Temporary Allowance Procedures”) and (c) the tabulation of votes (the “Vote Tabulation Procedures”); (iv) approving the forms of ballots (the “Ballots”); (v) approving the form, manner and sufficiency of notice (the “Notice Procedures”) of the Confirmation Hearing and all related deadlines; and (vi) granting related relief. In support of this Motion, the Debtors respectively state as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final order or judgment by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

² Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Plan.

2. The statutory bases for the relief requested are sections 105, 502, 1125, 1126 and 1128 of title 11 of the United States Code, 11 U.S.C. § 101–1532 (as amended, the “Bankruptcy Code”), and Rules 2002, 3017, 3018, 3020 and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2002-1 and 3017-1.

BACKGROUND

I. PROCEDURAL BACKGROUND

3. On January 28, 2018 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On February 20, 2018, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) pursuant to section 1102(a) of the Bankruptcy Code [D.I. 81]. No trustee or examiner has been requested or appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”).

5. On March 23, 2018, the Debtors filed their respective Schedules of Assets and Liabilities (D.I. 173 & 175) (together, the “Schedules”) and Statements of Financial Affairs (D.I. 174 & 176).

6. On March 28, 2018, the Court entered an Order (D.I. 189) (the “Bar Date Order”) establishing May 7, 2018 as the deadline by which all entities, other than governmental units, to file proofs of claim against the Debtors (the “General Bar Date”). The Bar Date Order also fixed July 27, 2018 as the deadline by which governmental units must file any proofs of claim against the Debtors (together with the General Bar Date, the “Bar Date”).

II. OVERVIEW OF SCOTTISH RE'S ORGANIZATIONAL STRUCTURE

7. The Debtors, together with their non-debtor affiliates, are part of the Scottish Re group of companies (collectively, "Scottish Re"). Scottish Re is engaged in the reinsurance of life insurance, annuities and annuity-type products.

8. Non-debtor Scottish Re Group Limited ("SRGL") is a privately-owned holding company incorporated under the laws of the Cayman Islands with a registered office in the Cayman Islands.³ SRGL is the subject of a proceeding (the "Winding Up Proceeding") for its winding up under the Cayman Islands Companies Law (2016 Revision) pending before the Grand Court of the Cayman Islands (Financial Services Division) (the "Cayman Islands Court").⁴ On February 15, 2018, the Cayman Islands Court ordered the winding up of SRGL and appointed John C. McKenna of Finance & Risk Services Ltd., and Eleanor Fisher of Kalo (Cayman) Limited as joint official liquidators of SRGL (in such capacity, and without personal liability the "Joint Liquidators").

9. SALIC, a company organized under the laws of the Cayman Islands and one of the Debtors' in these Chapter 11 Cases, is a wholly-owned direct subsidiary of SRGL. SALIC is a foreign reinsurance company with its principal operations in Bermuda. Although subject to regulation by the Cayman Islands Monetary Authority ("CIMA"), SALIC is not subject to direct regulation or oversight of any domestic state insurance agency.

³ SRGL's registered office was in Bermuda but was changed to the Cayman Islands after the commencement of the Winding Up Proceeding.

⁴ SRGL filed a related winding up petition pursuant to the Bermuda Companies Act of 1981 in the Supreme Court of Bermuda (the "Bermuda Court") on May 17, 2017. Pursuant to an order of the Bermuda Court dated March 29, 2018, and effective April 19, 2018, the winding up proceeding for SRGL in the Bermuda Court was permanently stayed.

10. SHI, a wholly-owned direct subsidiary of SALIC, is a corporation organized under the laws of the State of Delaware, with its headquarters in Charlotte, North Carolina. SHI directly owns Scottish Re (U.S.), Inc. (“SRUS”), a Delaware reinsurance company subject to regulation and oversight by the Delaware Department of Insurance (the “Delaware DOI”). SRUS is not a debtor in these Chapter 11 Cases. SRUS, in turn, is the direct parent of non-debtor Scottish Re Life (Bermuda) Limited. (“SRLB”), a Bermuda reinsurance company.

11. Additional wholly or majority owned subsidiaries of SALIC include Scottish Financial (Luxembourg) S.á r.l. (“SFL”) and Scottish Re (Dublin) dac (“SRD”), neither of which is a debtor in these Chapter 11 Cases. SFL is a Luxembourg-organized special purpose financing entity.⁵ SRD is a designated activity company organized under the laws of the Republic of Ireland and authorized to carry on a life reinsurance business.

III. OVERVIEW OF SCOTTISH RE’S CAPITAL STRUCTURE

A. TruPS Issuances

12. From 2002 to 2005, Scottish Re raised capital through five offerings of trust preferred securities (“TruPS”). In each TruPS transaction, a Scottish Re entity—in all cases either SHI (as to the initial four TruPS transactions) or SFL (as to the final TruPS transaction)—served as the sponsor for the transaction (the “Sponsor”). As an initial step, the Sponsor created a TruPS Trust (as defined below), which was organized as either a Connecticut or Delaware statutory business trust, all of the common beneficial interests in which were and are held by the applicable Sponsor. Furthermore, for each TruPS Trust, pursuant to the TruPS Declaration, a

⁵ Acting pursuant to a petition filed by SFL, on April 18, 2018, a Luxembourg court entered a judgment opening bankruptcy proceedings for SFL and appointing Max Mailliet as its bankruptcy receiver.

financial institution was designated to serve as its institutional trustee (in such capacity, the “TruPS Trustee”).⁶

13. The TruPS Trust then issued and sold TruPS to investors in privately offered transactions. The funds raised through the sale of the TruPS to investors and the common beneficial interests to the applicable Sponsor were then used by the TruPS Trust to purchase TruPS Debentures (as defined below) issued by the Sponsor pursuant to the applicable TruPS Indenture.

14. In each TruPS transaction, the TruPS Debentures have substantially the same features as the TruPS from such transaction, including maturity date and interest payable. Quarterly interest payments by the applicable Sponsor to the relevant TruPS Trust are used by it to fund equal quarterly interest payments to the holders of the TruPS issued by such TruPS Trust. In each TruPS transaction, the applicable Sponsor had the contractual right to defer interest payments on the TruPS Debentures and the related TruPS deferred without penalty or acceleration for up to twenty (20) consecutive quarters.

15. SALIC, the direct parent of both SHI and SFL, issued TruPS Parent Guarantees, pursuant to which it guaranteed certain obligations in connection with the TruPS transactions, including the payment of principal and interest due on the applicable TruPS Debentures. In general, primary enforcement rights for the TruPS Parent Guarantees reside with

⁶ In addition, for each such TruPS transaction, the same financial institution also serves in multiple roles as the TruPS Indenture Trustee, the trustee for enforcement of the Sponsor Guaranty, the trustee for enforcement of the TruPS Parent Guaranty (in any such capacity, including that of the TruPS Trustee, the “Institutional Trustee”).

the applicable Institutional Trustee. However, under certain circumstances, holders of the applicable TruPS may have certain enforcement rights under the Parent Guarantees.⁷

16. Between 2002 and 2005, SHI and SFL sponsored the following five TruPS transactions:

- a. *SHST I TruPS*: On December 4, 2002, Scottish Holdings, Inc. Statutory Trust I, a Connecticut statutory business trust ("SHST I"), for which U.S. Bank National Association ("U.S. Bank"), serves as Institutional Trustee, issued and sold in a private offering an aggregate of \$17.5 million Floating Rate Capital Securities (the "SHST I TruPS"). All of the common beneficial interests in SHST I are owned by SHI. The principal asset of SHST I is \$18.0 million principal amount of Floating Rate Debentures (the "SHST I TruPS Debentures") issued by SHI.
- b. *SHST II TruPS*: On October 29, 2003, Scottish Holdings, Inc. Statutory Trust II, a Connecticut statutory business trust ("SHST II"), for which U.S. Bank serves as Institutional Trustee, issued and sold in a private offering an aggregate of \$20.0 million Preferred Trust Securities (the "SHST II TruPS"). All of the common beneficial interests in SHST II are owned by SHI. The principal asset of SHST II is \$20.6 million principal amount of Floating Rate Debentures (the "SHST II TruPS Debentures") issued by SHI.
- c. *GPIC TruPS*: On November 14, 2003, GPIC Holdings Inc. Statutory Trust, a Delaware statutory business trust ("GPIC"), for which Bank of New York Mellon serves as the Institutional Trustee, issued and sold in a private offering an aggregate of \$10.0 million Trust Preferred Securities (the "GPIC TruPS"). All of the common beneficial interests in GPIC are owned by SHI. The principal asset of GPIC is \$10.3 million principal amount of Junior Subordinated Notes (the "GPIC TruPS Note") issued by SHI.
- d. *SHST III TruPS*: On May 12, 2004, Scottish Holdings, Inc. Statutory Trust III, a Connecticut statutory business trust ("SHST III"), for which U.S. Bank serves as Institutional Trustee, issued and sold in a private offering an aggregate of \$32.0 million Trust Preferred Securities (the "SHST III TruPS"). All of the common beneficial interests in SHST III are owned by SHI. The principal asset of SHST III is \$33.0 million

⁷ Additionally, the Sponsor in each of the TruPS transactions issued Sponsor Guarantees that provide certain limited guarantees for the benefit of TruPS holders.

principal amount of Floating Rate Debentures (the “SHST III TruPS Debentures”) issued by SHI.

- e. *SFLST I TruPS*: On or about December 15, 2004, SFL Statutory Trust I, a Delaware statutory business trust (“SFLST I,” and together with SHST I, SHST II, GPIC, and SHST III, the “TruPS Trusts”), for which Wilmington Trust Corporation (“WTC”) serves as Institutional Trustee, issued and sold in a private offering an aggregate of \$50.0 million Trust Preferred Securities (the “SFLST I TruPS,” and together with the SHST I TruPS, SHST II TruPS, GPIC TruPS, and SHST III TruPS, the “TruPS”). All of the common beneficial interests in SFLST I are owned by SFL. The principal asset of SFLST I is \$51.5 million principal amount of Floating Rate Debentures (the “SFLST I TruPS Debentures,” and together with the SHST I TruPS Debentures, SHST II TruPS Debentures, GPIC TruPS Note, and SHST III TruPS Debentures, the “TruPS Debentures”) issued by SFL.

17. SHI and SFL began the most recent deferral of quarterly interest payments on the TruPS Debentures in the first quarter of 2013, and thus quarterly interest payments have been deferred on all of the TruPS for the same amount of time. As of December 31, 2017, SHI and SFL had accrued and deferred interest payments on the TruPS in the total approximate amount of \$31.1 million.

18. As was typical for most such TruPS transactions that occurred during this time period, in each of the five issuances, the TruPS were then incorporated with other securities into the asset pools for collateralized debt obligation (“CDO”) securitization transactions. The resulting CDOs were then segmented based on the perceived quality of the portion of the collateral pool securing payment and performance of the CDO obligations and other factors, and offered to the investing public. In connection with such CDO transactions, collateral managers and/or indenture trustees (such parties, the “CDO Trustees”) were appointed given certain powers and duties with respect to the CDO collateral and the CDO notes.

B. Aftermarket Acquisitions of TruPS by SRGL and Others

19. Subsequent to the initial offering of the TruPS, on several occasions, TruPS were released from certain of the CDO collateral pools and made available for purchase in aftermarket auctions. SRGL acquired in aftermarket transactions from third-parties, and currently holds, \$43 million aggregate liquidation amount of TruPS, along with the right to deferred interest in the approximate amount of \$10.7 million as of December 31, 2017. SRGL's TruPS acquisitions consist of the following:

- a. On December 3, 2014, SRGL agreed to acquire in a privately-negotiated transaction the entire \$20.0 million in aggregate liquidation amount of SHST II TruPS.
- b. On December 3, 2014, SRGL agreed to acquire in a privately-negotiated transaction the entire \$10.0 million in aggregate liquidation amount of GPIC TruPS.
- c. On January 31, 2013, SRGL agreed to acquire in a privately-negotiated transaction \$13.0 million in aggregate liquidation amount of SHST III TruPS.

20. Prior to the Petition Date, the Debtors and SRGL entered into that certain Restructuring Implementation Agreement dated January 28, 2018 (as amended, the "Restructuring Implementation Agreement"). Section 7.1 of the Restructuring Implementation Agreement provides as follows:

Subject to the completion of the Initial Shares Surrender, the SALIC Parties acknowledge and agree that as of the Agreement Date: (a) SRGL holds undivided beneficial interests having an aggregate liquidated amount of approximately US\$20,000,000, plus deferred interest as of December 31, 2017 in the amount of US\$5,025,241.00, plus additional interest, fees and other charges that may accrue, in SHST II; (b) SRGL holds undivided beneficial interests having an aggregate liquidated amount of approximately US\$10,000,000, plus deferred interest as of December 31, 2017 in the amount of US\$2,506,585, plus additional interest, fees and other charges that may accrue, in GPIC; (c) SRGL holds undivided beneficial interests having an aggregate liquidated amount of

approximately US\$13,000,000, plus deferred interest as of December 31, 2017, in the amount of US\$3,175,458, plus additional interest, fees and other charges that may accrue, in SHST III; (d) SALIC is unconditionally liable under the TruPS Parent Guarantees issued in connection with the SRGL TruPS Holdings in an amount not less than the aggregate of the amounts set forth in clauses (a), (b) and (c) above, without defense, counterclaim, offset or setoff of any kind, which liability is an unsecured, nonpriority Claim against SALIC; (e) SHI is unconditionally liable under the TruPS Sponsor Guarantees issued in connection with the SRGL TruPS Holdings in an amount not less than the aggregate of the amounts set forth in clauses (a), (b) and (c) above, without defense, counterclaim, offset or setoff of any kind, which liability is an unsecured, nonpriority Claim against SHI. The foregoing stipulated amounts are the aggregate amounts that may be asserted on account of the SRGL TruPS Claims, whether by SRGL on account of its SRGL TruPS Holdings or by any trustee or other fiduciary under any TruPS Document acting on behalf or for the benefit of the SRGL TruPS Holdings.

On March 19, 2018, the Court entered its Order [D.I. 170] (the “RIA Order”) that, among other things, approved the Restructuring Implementation Agreement as modified by the RIA Order and authorized the Debtors’ assumption thereof.

C. The SFL Note

21. Non-debtor SFL used the proceeds it realized from the above-described SFLST I TruPS transaction to acquire from non-debtor SRD a Floating Rate Junior Subordinated Deferrable Interest Debenture due 2034 (as amended by the First Amendment and Second Amendment (each as defined below), the “SFL Note”). The SFL Note has subordination provision and certain other terms similar to those of the SFLST I TruPS Debentures. SFL continues to hold the SFL Note to the extent, if any, that it remains valid and enforceable.

22. Pursuant to an amendment to the SFL Note dated as of June 23, 2008 (the “First Amendment”), SRD was relieved of any obligation to make any payment of interest or principal on account of the SFL Note except to the extent that SRD received payment of interest

or principal from SRUS under the certain \$70,000,000 aggregate principal amount 8.00% Surplus Note, due February 11, 2020 (the “Surplus Note”). At the time of the First Amendment, the Surplus Note held by SRD was treated by the Irish insurance regulator as a non-admitted asset for the purposes of SRD’s available insurance margin, whereas the SFL Note was deemed a liability that negatively impacted SRD’s solvency margin. The First Amendment benefited the business of SRD and Scottish Re as a whole because, by making the Surplus Note and SFL Note “related,” it allowed for netting of these items that improved SRD’s solvency margin and reduced the likelihood of a potential call by SRD on the SALIC-SRD Net Worth Maintenance Agreement.

23. Notwithstanding these events, in the fourth quarter of 2008, the Irish insurance regulator notified Scottish Re that corrective action needed to be taken with respect to SRD’s regulatory solvency which had been negatively impacted by asset market value declines associated with the 2008 financial crisis. Absent corrective action, SALIC’s obligations under the SALIC-SRD Net Worth Maintenance Agreement would have been triggered, which may have accelerated Scottish Re’s need to restructure on a broader basis. To avoid this result, Scottish Re effectuated a transfer of a majority of SRD’s business to SALIC, effective October 1, 2008, pursuant to a Portfolio Transfer Agreement.

24. Under the Portfolio Transfer Agreement, SALIC acquired substantially all of SRD’s assets (including SRD’s right to receive payment under the Surplus Note) and assumed substantially all of SRD’s liabilities, including SRD’s obligations (of which SRD was relieved) under the SFL Note. SFL, SRD and SALIC memorialized the transfer to SALIC of SRD’s rights and obligations under the SFL Note via a second amendment to the SFL Note dated as of December 19, 2008 (the “Second Amendment”).

25. In 2011, Scottish Re determined that the financial strength of SRUS had improved to such a degree that SRUS potentially could begin to make payments under the Surplus Note. With guidance from third-party tax consultants, Scottish Re planned and implemented certain steps to mitigate adverse tax consequences associated with potential payments on the Surplus Note by SRUS.

26. To this end, on or about November 9, 2011, Scottish Holdings (Luxembourg) S.á r.l. ("SHL") was incorporated under the laws of the Grand Duchy of Luxembourg. SALIC, as the sole shareholders of SHL, contributed the Surplus Note to SHL. Thereafter, SHL completed certain actions necessary to obtain favorable permissible tax treatment for payments received on account of the Surplus Note and SRUS, after receiving the requisite approval of the Delaware DOI, made a distribution to SHL in full satisfaction of the Surplus Note. In December 2012, SHL redeemed outstanding equity interests held by SALIC in exchange for a payment of approximately \$70.1 million. SHL was subsequently dissolved in accordance with Luxembourg law.

D. Overview of Other Actual or Potential Claims against the Debtors

27. As stated above, SHI is a holding company that the Debtors believe to have only a handful of creditors whose Claims are subject to classification as SHI General Unsecured Claims (Class 5) in the Plan.

28. SALIC, on the other hand, operates as a Cayman Islands reinsurance company. SALIC's obligations under the TruPS Parent Guarantees and otherwise relating to the TruPS transactions are classified as SALIC TruPS Claims in the Plan and account for the most significant portion of its known liabilities. Although SALIC is not anticipated to have a large number of other unsecured creditors in absolute terms, it does have ongoing reinsurance and

retrocession relationships with third-party insurer cedants and with SRUS. The Debtors believe that SALIC is largely current on any obligations it has arising out of its ongoing reinsurance and retrocession relationships. Hence, the Debtors anticipate that there will be relatively few Claims subject to classification as SALIC General Unsecured Claims (Class 7) in the Plan.

RELIEF REQUESTED

29. By this Motion, the Debtors respectfully request that the Court enter the Disclosure Statement Order: (i) approving the Disclosure Statement; (ii) scheduling the Confirmation Hearing and related deadlines; (iii) establishing (a) the Solicitation Procedures, (b) the Temporary Allowance Procedures and (c) the Vote Tabulation Procedures; (iv) approving the forms of Ballots; (v) approving the Notice Procedures; and (vi) granting related relief.

30. The following table outlines the key dates relevant to the solicitation of the Plan and sets forth the Debtors’ proposed dates for the mailing of the Confirmation Hearing Notice (as defined below), and for the objection and reply deadlines with respect to the adequacy of the Disclosure Statement and confirmation of the Plan.

<u>Proposed Timetable</u>	
Voting Record Date	May 23, 2018
Service of Solicitation Packages (as defined below)	Two Business Days following entry of the Disclosure Statement Order
Deadline to Object to Claims for Voting Purposes	June 14, 2018, at 4:00 p.m. (prevailing Eastern Time)
Rule 3018(a) Motion Deadline	June 18, 2018, at 4:00 p.m. (prevailing Eastern Time)
Voting Deadline	June 22, 2018, at 4:00 p.m. (prevailing Eastern Time)

Confirmation Objection Deadline	June 22, 2018, at 4:00 p.m. (prevailing Eastern Time)
Brief in support of confirmation (including reply to any objections)	June 26, 2018, at 11:00 a.m. (prevailing Eastern Time)
Confirmation Hearing	June 28, 2018, at 10:00 a.m. (prevailing Eastern Time)

BASIS FOR RELIEF REQUESTED

I. APPROVAL OF DISCLOSURE STATEMENT

31. Section 1125(b) of the Bankruptcy Code requires that a plan proponent provide “adequate information” regarding a proposed chapter 11 plan. To that end, pursuant to section 1125(a)(1) “adequate information” means:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, that would enable a hypothetical reasonable investor typical of holders of claims or interests of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that is sufficiently detailed, so far as “reasonably practicable,” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. *See In re Ryan Operations G.P. v. Santiam-Midwest Lumber Co.*, 81 F.3d 355, 362 (3d Cir. 1996); *In re Autobacs Strauss, Inc.*, 473 B.R. 525, 584 (Bankr. D. Del. 2012); *In re Dakota Rail, Inc.*, 104 B.R. 138, 142 (Bankr. D. Minn. 1989). At a minimum, a disclosure statement “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there

are to getting its distribution.” *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).⁸

32. In examining the adequacy of the information contained in a disclosure statement, the Court has broad discretion. See *Tex. Extrusion Corp. v. Lockheed Corp.* (*In re Tex. Extrusion Corp.*), 844 F.2d 1142, 1157 (5th Cir. 1988); *In re Oxford Homes*, 204 B.R. 264 (Bankr. D. Me. 1997). Congress granted bankruptcy courts discretion in order to facilitate the effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. See H.R. Rep. No. 595, 95th Cong., 1st Sess. 408–09 (1977); see also *In re Copy Crafters Quickprint Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. See *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

33. The Disclosure Statement is the product of the Debtors’ extensive analysis of the circumstances leading to these Chapter 11 Cases and the conduct of these cases, the Stock Purchase Agreement, the Restructuring Implementation Agreement, and the Plan. Specifically, the Debtors’ Disclosure Statement contains the pertinent information necessary for holders of eligible claims to make an informed decision about whether to vote to accept or reject the Plan, including, among other things, information regarding:

⁸ Cf. *Kirk v. Texaco, Inc.*, 82 B.R. 678, 681-82 (S.D.N.Y. 1988) (“whether a disclosure statement required under [section 1125(b)] contains adequate information is *not* governed by *otherwise* applicable nonbankruptcy law, rule, or regulation”) (citing 11 U.S.C. § 1125(d)).

- (a) The history and operation of the Debtors' business and that of relevant non-debtor affiliates;
- (b) The Debtors' corporate structure and that of relevant non-debtor affiliates;
- (c) The Debtors' prepetition capital structure and indebtedness and that of relevant non-debtor affiliates;
- (d) The history of the Debtors, including a description of the events preceding these Chapter 11 Cases and the significant events that have thus far occurred during the Chapter 11 Cases;
- (e) The voting and confirmation procedures;
- (f) The classification and treatment of claims and equity interests;
- (g) The means for implementing the Plan;
- (h) The treatment of executory contracts and unexpired leases;
- (i) The provisions governing distributions under the Plan
- (j) The provisions for the resolution of contingent, unliquidated or disputed claims under the Plan;
- (k) The compromise and settlement of claims, equity interests, and controversies under the Plan;
- (l) The confirmation and effectiveness of the Plan;
- (m) Certain risk factors to consider that may affect the Plan; and
- (n) Certain potential federal income tax law consequences that may be associated with the Plan.

34. Accordingly, given the comprehensive information contained in the Disclosure Statement, the Debtors submit that the Disclosure Statement provides adequate information, as defined in section 1125(a) of the Bankruptcy Code and, thus, should be approved.

III. ESTABLISHMENT OF SOLICITATION, TEMPORARY CLAIM ALLOWANCE AND VOTE TABULATION PROCEDURES

35. In connection with the Disclosure Statement and Plan, the Debtors propose to implement the Solicitation Procedures and Vote Tabulation Procedures described below. Contemporaneously with the filing of this Motion, the Debtors have filed an application requesting authority to retain and employ Prime Clerk as the Debtors' administrative agent under sections 105(a) and 327(a) of the Bankruptcy Code to implement the Solicitation Procedures, the Temporary Allowance Procedures, Vote Tabulation Procedures and the Notice Procedures (in such capacity, the "Voting Agent").

36. Upon approval of the Disclosure Statement, except to the extent the Court orders otherwise, Bankruptcy Rule 3017(d) requires the Debtors to provide all creditors and equity security holders materials and notices including the Plan or a court-approved summary of the Plan, the Disclosure Statement, notice of the time within which acceptances and rejections of the Plan may be filed, notice of the time fixed for filing objections to, and the hearing to consider, the confirmation of the Plan and, to holders of claims or equity interests entitled to vote on the Plan, Ballots substantially conforming to the Official Form. In connection with the Disclosure Statement and the Plan, the Debtors propose to implement the following solicitation and balloting procedures.

A. Parties Entitled to Vote

37. Based upon the Schedules and the provisions of the Plan, the Debtors believe that creditors in the voting classes (*i.e.*, Class 4 – SHI TruPS Claims, Class 5 – SHI General Unsecured Claims, Class 6 – SALIC TruPS Claims, and Class 7 – SALIC General Unsecured Claims) hold claims that are impaired and receiving distributions under the Plan and,

therefore, in accordance with section 1126 of the Bankruptcy Code are the only classes entitled to vote on the Plan. The Debtors propose that, to the extent that the Debtors have objected to a claim in the Voting Classes and such claim has been allowed by the Court prior to the voting deadline, such creditor will be allowed to vote the claim in the amount allowed by court order. In addition, as further discussed below, certain additional claims may be temporarily allowed for purposes of voting on the Plan.

B. Parties Not Entitled to Vote

38. Subject to the opportunity to file a Rule 3018(a) Motion (as defined below), a creditor who holds a claim in a Voting Class is not entitled to vote on the Plan to the extent that:

(a) As of the Voting Record Date, the outstanding amount of the claim is not greater than zero dollars (\$0.00);

(b) as of the Voting Record Date, the claim has been disputed, objected to, disallowed, expunged, disqualified, or suspended and the claimholder did not obtain an order of the Court prior to the Voting Deadline deeming such claim allowed for voting purposes; or

(c) the Debtors either did not schedule such creditor's claim or scheduled such creditor's claim as contingent, unliquidated, or disputed or in a zero or unknown amount and such creditor did not timely file a proof of claim by the applicable Bar Date, and did not receive an order of the Court prior to the Voting Deadline deeming such claim timely or allowed for voting purposes.

39. The Plan provides that Class 1 – Secured Claims, Class 2 – Priority Non-Tax Claims, Class 3 – Intercompany Claims, and Class 9 – SALIC Existing Equity Interests are unimpaired. Further, the Plan provides for no recovery to holders of claims or equity interests in Class 8 – Subordinated Claims and Class 10 – SHI Existing Equity Interests (collectively, together with Classes 1, 2, 3, and 9 the “Non-Voting Classes”). Pursuant to sections 1126(f) and (g) of the Bankruptcy Code, holders of claims or equity interests in the Non-Voting Classes are not entitled to vote to accept or reject the Plan because they are either unimpaired and presumed

to accept the Plan (in the case of Classes 1, 2, 3, and 9) or are impaired and deemed to reject the Plan (in the case of Classes 8 and 10).

C. Temporary Allowance of Claims for Voting Purposes

40. Under section 1126(a) of the Bankruptcy Code, only holders of “allowed” claims may accept or reject a chapter 11 plan. Bankruptcy Rule 3018(a) provides that the court may temporarily allow a claim in an amount that the court deems proper for the purpose of accepting or rejecting the plan.

41. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtors in any other context, each claim within the Voting Classes is temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules or the Debtors’ records, as applicable, except as follows:

(a) As contemplated by the Restructuring Implementation Agreement and RIA Order, for voting purposes, on account of SRGL’s holdings of SHST II TruPS and related claims, SRGL shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$25,736,000,⁹ and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$25,736,000 (such claims, the “SRGL-SHST II TruPS Claims”). The SRGL-SHST II TruPS Claims are allowed to SRGL for voting purposes in lieu of any other claims of any person or entity arising out of or relating to the SHST II TruPS transaction or related CDO transaction, including any claim scheduled for or filed by any Institutional Trustee, any Record Holder (as defined below), any other purported beneficial holder, any CDO Trustee or any CDO note holder.

(b) As contemplated by the Restructuring Implementation Agreement and RIA Order, for voting purposes, on account of SRGL’s holdings of GPIC TruPS and related claims, SRGL shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$12,864,761, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$12,864,761 (such claims, the “SRGL-GPIC TruPS Claims”). The SRGL-GPIC TruPS Claims are allowed to SRGL for

⁹ The current dollar amount of SRGL’s holdings of SHST II and GPIC TruPS includes interest as calculated through the Petition Date. The amounts included in the Restructuring Implementation Agreement were calculated as of December 31, 2017.

voting purposes in lieu of any other claims of any person or entity arising out of or relating to the GPIC TruPS transaction or any related CDO transaction, including any claim scheduled for or filed by any Institutional Trustee, any Record Holder, any other purported beneficial holder, any CDO Trustee or any CDO note holder.

(c) U.S. Bank, as Institutional Trustee for the SHST I TruPS Debentures, for voting purposes, shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$22,601,937, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$22,601,937 (such claims, the “SHST I TruPS Claims”). The SHST I TruPS Claims are allowed for voting purposes to U.S. Bank in its capacity as Institutional Trustee for the SHST I TruPS in lieu of any other claims of any person or entity arising out of or relating to the SHST I TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(d) U.S. Bank, as Institutional Trustee for the SHST III TruPS, for voting purposes, shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$40,941,627, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$40,941,627 (such claims, the “SHST III TruPS Claims”). The SHST III TruPS Claims are allowed for voting purposes to U.S. Bank in its capacity as Institutional Trustee for the SHST III TruPS in lieu of any other claims of any person or entity arising out of or relating to the SHST III TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(e) WTC, as Institutional Trustee for the SFLST I TruPS, for voting purposes, shall have an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$63,014,401 (such claims, the “SFLST I TruPS Claims”). The SFLST I TruPS Claims are allowed for voting purposes to WTC in its capacity as Institutional Trustee for the SFLST I TruPS in lieu of any other claims of any person or entity arising out of or relating to the SFLST I TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(f) if a proof of claim is timely filed in an amount that is liquidated, noncontingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (k) below;

(g) if a claim for which a proof of claim is timely filed is wholly contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (k) below;

(h) if a claim is listed in the Schedules or on a timely filed proof of claim as partially contingent, unliquidated, or disputed, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (k) below;

(i) if a claim is estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, or as otherwise provided in such order;

(j) if a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim is not (i) filed by the applicable Bar Date or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such claim shall be disallowed for voting purposes; and

(k) if the Debtors or a party in interest have filed an objection or request for estimation of a claim on or before **June 14, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Deadline to Object to Claims for Voting Purposes”), such claim is temporarily disallowed except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline; *provided, however,* that if such objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline.

42. Debtors note that as of the filing of this Motion the Bar Date has not yet passed and that certain of the Institutional Trustees and other creditors have not yet filed proofs of claim or, if such proofs of claim have been filed, the Debtors have not yet reconciled such Claims for voting purposes. Debtors reserve in full their rights going forward to adjust the amounts set forth in in Sub-Paragraphs 41(a) through 41(e) above.

43. If any creditor seeks to challenge the allowance or disallowance of its claim for voting purposes, the creditor must file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (each, a “Rule 3018(a) Motion”). Upon the filing of any such motion, the Debtors propose that the creditor’s Ballot shall be counted in accordance with the above-designated

guidelines unless temporarily allowed in a different amount by an order of the Court entered at or prior to the Voting Deadline. The Debtors propose that the Disclosure Statement Order require that all Rule 3018(a) Motions be filed and served no later than **June 18, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).

D. The Voting Record Date

44. Bankruptcy Rule 3017(d) provides that, the record date for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization is the date the order approving the disclosure statement is entered. Bankruptcy Rule 3018(a) provides as follows: “A plan may be accepted or rejected in accordance with § 1126 of the Code within the time fixed by the Court pursuant to Rule 3017.” In accordance with these rules, the Debtors request that this Court establish the date the disclosure statement order is entered, **May 23, 2018**, as the record date (the “Voting Record Date”).

45. The Debtors propose that the record holders of claims and equity interests be determined, as of the Voting Record Date, based upon the records of the Debtors. Additionally, the Debtors propose that any documentation evidencing a transfer of a claim pursuant to Bankruptcy Rule 3001 not received and docketed by the Court prior to the Voting Record Date shall not be recognized for purposes of voting or receipt of the Plan confirmation materials.

E. Content and General Transmittal of Solicitation Procedures

46. In compliance with Bankruptcy Rule 3017(d), the Debtors propose to distribute, within two (2) Business Days of the entry of the Disclosure Statement Order (the “Solicitation Date”), the following materials to each member of the Voting Classes, as described further herein (collectively, the “Voting Solicitation Packages”):

- (a) the notice of the Confirmation Hearing and related deadlines, in substantially the form attached as **Exhibit 2** to the proposed Disclosure Statement Order (the “Confirmation Hearing Notice”);
- (b) the Disclosure Statement, which will include the Plan (attached as Exhibit A to the Disclosure Statement);
- (c) the Disclosure Statement Order (excluding any exhibits thereto);
- (d) an Individual Ballot or Master Ballot, as applicable, conforming to Official Form No. 314, in the form described below, and a postage-prepaid return envelope; and
- (e) such other materials as the Court may direct.

47. In addition, as described herein, the Debtors propose to send to each member of the Non-Voting Classes (a “Non-Voting Package”):

- (a) a notice informing the recipient that its Claim or Interest is in a Non-Voting Class, in substantially the form attached to the Disclosure Statement Order as **Exhibit 3-1** (as to Non-Voting Classes that are unimpaired by the Plan and are deemed to accept it) or **Exhibit 3-2** (as to Non-Voting Classes that receive or retain no property under the Plan and are deemed to reject it) (either, a “Notice of Non-Voting Status” and together, the “Notices of Non-Voting Status”);
- (b) the Confirmation Hearing Notice; and
- (c) such other materials as the Court may direct.

48. The Debtors propose to distribute the following materials (collectively, the “Notice Package,” and together with the Voting Solicitation Package and the Non-Voting Package, the “Solicitation Packages”) to (i) the U.S. Trustee, (ii) counsel to the Committee, (iii) the U.S. Attorney’s Office for the District of Delaware, (iv) the United States Internal Revenue Service (the “IRS”), (v) the United States Securities and Exchange Commission (the “SEC”), (vi) the Delaware DOI, (vii) CIMA, (viii) the Central Bank of Ireland (the “CBI”), and (ix) the Bermuda Monetary Authority (the “BMA”), (x) those parties requesting notice pursuant to Bankruptcy Rule 2002, and (xi) all parties to executory contracts and unexpired leases that have

not been assumed or rejected prior to entry of the Proposed Disclosure Statement Order and who are not already receiving the Voting Solicitation Package:

- (a) the Confirmation Hearing Notice;
- (b) the Disclosure Statement, which will include the Plan (attached as Exhibit A to the Disclosure Statement);
- (c) the Disclosure Statement Order (without exhibits); and
- (d) such other materials as the Court may direct.

49. The Debtors request that they be authorized to distribute the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits) to holders of Claims entitled to vote on the Plan in electronic format (flash drive or CD-ROM). The Ballots and the Confirmation Hearing Notice will be provided in paper format. Distribution in this manner will translate into significant monetary savings for the Debtors' estates given the length of the Plan, Disclosure Statement, and Disclosure Statement Order.

50. The Disclosure Statement, Plan, the Disclosure Statement Order and Confirmation Hearing Notice will be available to download at no charge at www.scottishre.com/chapter11info and at <https://cases.primeclerk.com/scottishballots>. Moreover, any creditor in a Voting Class may request a hard copy of the Disclosure Statement, the Plan, the Disclosure Statement Order and the Confirmation Hearing Notice by contacting the Voting Agent by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or by email at scottishballots@primeclerk.com.

51. The Debtors anticipate that the United States Postal Service may return some Disclosure Statement Notices, Confirmation Hearing Notices or Solicitation Packages as undeliverable. The Debtors submit that it is costly and wasteful to mail Solicitation Packages to

the same addresses from which mail was previously returned as undeliverable. Therefore, the Debtors request the Court waive the strict notice rule and excuse the Debtors from mailing Solicitation Packages to addresses from which the Debtors previously received any mailings returned as undeliverable unless the Debtors are provided with a new mailing address before the Solicitation Date; *provided, however*, that the Debtor shall not be required to inquire or research the whereabouts of any such creditor.

52. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages described are in final form, the Debtors nonetheless request authority to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages following entry of the Disclosure Statement Order and prior to mailing.

F. Transmittal Procedures with Respect to Holders of TruPS Claims in Classes 4 and 6 Other than SRGL's TruPS Claims for SRGL Exclusively Held TruPS

53. Bankruptcy Rule 3017(e) provides that “the court shall consider . . . procedures for transmitting the documents and information required by [Rule 3017(d)] to beneficial holders of stock, bonds, debentures, notes and other securities, determine the adequacy of the procedures, and enter any order as the court deems appropriate.”

54. Because of the complexity and difficulty associated with reaching the ultimate economic stakeholders of interest in the TruPS, many of whom hold their interests in the TruPS in brokerage accounts and through several layers of ownership, the Debtors proposes that materials be sent in a manner so as to maximize the likelihood that such parties will receive the

materials in a timely fashion. Thus, except as otherwise provided in paragraph 61 below with respect to SRGL's SHI TruPS Claims (Class 4) and SALIC TruPS Claims (Class 6) relating to the SRGL Exclusively Held TruPS (as defined below), the Debtors propose to transmit the Solicitation Packages to Beneficial Owners in Class 4 (SHI TruPS Claims) and Class 6 (SALIC TruPS Claims) by mailing or causing to be mailed such materials to (a) the Beneficial Owners (as defined below) and (b) the bank, brokerage firm, or the agent as the entity through which the ultimate economic stakeholders hold their respective interests in the TruPS (collectively, the "Master Ballot Agents").

55. To facilitate the mailing of ballots and notices, the Debtors request that the Court order Cede & Co. (as nominee for the Depository Trust Company), Hare & Co. (as nominee for Bank of New York), Embassy & Co. (as nominee for U.S. Bank), Citigroup Global Markets Inc., and any other entities holding records of the identities of the Master Ballot Agents (collectively, the "Record Holders"), to do the following: (a) provide the Voting Agent with electronic files containing the names, addresses, and holdings of the respective ultimate economic stakeholders of interests in the TruPS (the "Beneficial Owners") and/or Master Ballot Agents as of a date not earlier than ten (10) Business Days prior to the Voting Record Date (such files, the "Preliminary Holders Reports"), with such Preliminary Holders Reports to be provided to the Voting Agent by the first (1st) Business Day after the Voting Record Date; and (b) provide the Voting Agent with electronic files containing the names, addresses, and holdings of the respective Beneficial Owners and/or Master Ballot Agents as of the Voting Record Date (such files, the "Final Holders Reports"), within seven (7) Business Days after the Voting Record Date. If the Record Holders are unable to provide an electronic file, the Record Holders shall provide two sets of mailing labels and a list containing the same information. The Debtors shall serve a

copy of the Disclosure Statement Order on each Master Ballot Agent identified for the Debtors and each of the Record Holders, initially on the basis of the information contained in the Preliminary Holders Reports, with such service to be supplemented, as necessary, based on the new or conflicting information contained in the Final Holders Reports.

56. Upon receipt of the identities of the Master Ballot Agents, the Debtor proposes that the Voting Agent will (i) contact each Master Ballot Agent to determine the number of solicitation packages needed by the Master Ballot Agent for distribution to the Beneficial Owners for whom the Master Ballot Agent performs services and (ii) deliver to each Master Ballot Agent a Master Ballot and the requisite number of Solicitation Packages. In order to ensure that Beneficial Owners have an opportunity to vote, the Debtor proposes that the Court order the Master Ballot Agents to distribute Solicitation Packages and notices to the Beneficial Owners for whom they provide services within seven (7) calendar days of receiving the Solicitation Packages.

57. The Debtors request that the Court authorize the Master Ballot Agents to obtain the votes of the Beneficial Owners as follows. First, the Master Ballot Agents shall forward the Solicitation Package to the Beneficial Owners for voting, which Solicitation Package shall include an Individual Ballot substantially in the form of Exhibit 1(c) (for Class 4 – SHI TruPS Claims) or Exhibit 1(d) (for Class 6 – SALIC TruPS Claims) to the proposed Disclosure Statement Order, and a return envelope provided by, and addressed to, the Master Ballot Agent. Upon receipt of the completed Individual Ballots, the Master Ballot Agents shall summarize, on a Master Ballot substantially in in the form of Exhibit 1(e) (for Class 4 – SHI TruPS Claims) or Exhibit 1(f) (for Class 6 – SALIC TruPS Claims) to the Proposed Disclosure Statement Order,

the individual votes of their Beneficial Owners. The Master Ballot Agents shall then date and return the Master Ballot to the Voting Agent prior to the Voting Deadline.

58. Alternatively, the Master Ballot Agents may provide the Voting Agent with an electronic list of the Beneficial Owners for whom they provide services (along with mailing information). Upon receipt of such list(s), the Voting Agent will distribute the applicable Solicitation Packages to the Beneficial Owners directly within seven (7) calendar days of receiving such list(s) from the applicable Master Ballot Agents. In this case, the Beneficial Owners shall be directed to return their Individual Ballot directly to the Voting Agent.

59. The Debtors request that the Court authorize the Debtors to reimburse the Master Ballot Agents for their reasonable, actual, and necessary out-of-pocket expenses incurred in performing the tasks described above upon written request by such entities without further order or notice, with all disputes regarding such requests for reimbursements remaining subject to the Court's jurisdiction. All such requests for reimbursement must be received by the Debtors by the first business day that is thirty (30) business days after the Plan becomes effective.

60. The Debtors submit that these procedures adequately recognize the complex structure of the securities industry, enables the Debtors to transmit materials to the Master Ballot Agents and Beneficial Owners, and affords such persons a fair and reasonable notice and opportunity to vote. *See, e.g., In re PFF Bancorp, Inc.*, Case No. 08-13127 (KJC) (Bankr. D. Del. Mar. 8, 2012) (approving similar procedures in chapter 11 case of bank holding company involving TruPS, Beneficial Owners, master ballot agents, record holder and registered record owners); *In re Mercantile Bancorp, Inc.*, Case No. 13-11634 (KJC) (Bankr. D. Del. May 1, 2014) (same); *In re North Texas Bancshares of Delaware, Inc., et al.*, Case No. 13-12699 (KG) (Bankr. April 29, 2014) (same).

G. Transmittal Procedures with Respect to SRGL's TruPS Claims for SRGL Exclusively Held TruPS

61. The Debtors have confirmed that SRGL is the sole beneficial holder of the SHST II TruPS and the GPIC TruPS (collectively, the "SRGL Exclusively Held TruPS"). Further, as discussed above, pursuant to Section 7.1 of the Restructuring Implementation Agreement and the RIA Order, the Court has declared SRGL the holder of the SRGL Exclusively Held TruPS, as well as of \$13.0 million in original liquidation amount of the SHST III TruPS, and has granted SRGL Allowed Claims arising out of such TruPS holdings. Accordingly, utilizing the above-described Master Ballot procedures with respect to the SRGL Exclusively Held TruPS would be unnecessarily cumbersome. The Debtors, therefore, propose to distribute Voting Solicitation Packages directly to SRGL that include Ballots substantially in the form of Exhibit 1(g) (Class 4 – SHI TruPS Claims) and Exhibit 1(h) (Class 6 – SALIC TruPS Claims) to the proposed Disclosure Statement Order. Upon completion of such Ballots, SRGL shall remit the completed Ballots directly to the Voting Agent.¹⁰

62. The Debtors submit that good cause has been shown for implementing the proposed notice and service procedures as set forth herein and requests that they be approved by this Court.

H. Approval of Ballots

63. As set forth above, Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 314, only to "creditors and equity security holders entitled to vote on the plan." Fed. R. Bankr. P. 3017(d). The Debtors

¹⁰ As noted above, SRGL also hold \$13,000,000 out of \$32,000,000 in original liquidation amount of SHST III TruPS. SRGL's SHI TruPS Claims (Class 4) and SALIC TruPS Claims (Class 6) arising from its holdings of SHST III TruPS will be solicited pursuant to the above-described Master Ballot procedures.

propose to distribute to creditors in the Voting Classes one or more Ballots substantially in the forms annexed to the Proposed Disclosure Statement Order. The forms for the Ballots are based on Official Form No. 314, but have been modified pursuant to Bankruptcy Rule 9009(a) and the national instructions for Official Form No. 314 to address the particular aspects of these Chapter 11 Cases and to include certain additional information that the Debtors believe is relevant and appropriate for the Voting Classes.

64. The Debtors propose that the Ballots will be distributed to holders of claims in the Voting Classes which are entitled to vote to accept or reject the Plan as follows:

- (a) Individual Ballot for holders of SHI General Unsecured Claims in Class 5. [Exhibit 1(a)] to the proposed Disclosure Statement Order]
- (b) Individual Ballot for holders of SALIC General Unsecured Claims in Class 7. [Exhibit 1(b)] to the proposed Disclosure Statement Order]
- (c) Individual Ballot for holders of SHI TruPS Claims in Class 4 (other than SRGL as to its SHI TruPS Claims on account of the SRGL Exclusively Held TruPS). [Exhibit 1(c)] to the proposed Disclosure Statement Order]
- (d) Individual Ballot for holders of SALIC TruPS Claims in Class 6 (other than SRGL as to its SALIC TruPS Claims on account of the SRGL Exclusively Held TruPS). [Exhibit 1(d)] to the proposed Disclosure Statement Order]
- (e) Master Ballot for Master Ballot Agent on behalf of holders of SHI TruPS Claims in Class 4 (other than SRGL as to its SHI TruPS Claims on account of the SRGL Exclusively Held TruPS). [Exhibit 1(e)] to the proposed Disclosure Statement Order]
- (f) Master Ballot for Master Ballot Agent on behalf of holders of SALIC TruPS Claims in Class 6 (other than SRGL as to its SALIC TruPS Claims on account of the SRGL Exclusively Held TruPS). [Exhibit 1(f)] to the proposed Disclosure Statement Order]
- (g) Individual Ballot for SRGL as a Class 4 SHI TruPS Claim holder on account of the SRGL Exclusively Held TruPS. [Exhibit 1(g)] to the proposed Disclosure Statement Order]

- (h) Individual Ballot for SRGL as a Class 6 SALIC TruPS Claim holder on account of the SRGL Exclusively Held TruPS. [Exhibit 1(h) to the proposed Disclosure Statement Order]

I. The Voting Deadline

65. All Ballots distributed to holders of claims in Classes 5 and 7 will be accompanied by pre-addressed, postage prepaid return envelopes addressed to the Voting Agent. Ballots to be distributed by the Master Ballot Agent will be accompanied by pre-addressed, postage prepaid return envelopes addressed to the Master Ballot Agent (unless a Master Ballot Agent provides the Solicitation Agent with a list of its Beneficial Owners to be solicited directly by the Voting Agent).

66. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims may accept or reject a plan. The Debtors anticipate completing all mailing of the Solicitation Packages by the date that is two (2) Business Days following entry of the Disclosure Statement Order (anticipated to be May 25, 2018). Based on that schedule, the Debtors propose that in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed and delivered to the Voting Agent, (a) by first-class mail, (b) by overnight courier, or (c) by hand delivery, so that it is received by the Voting Agent no later than **4:00 p.m. (prevailing Eastern Time) on June 22, 2018**, which date is at least twenty-eight (28) days following the Solicitation Date (the "Voting Deadline"). The Debtors submit that such solicitation period is a sufficient period within which creditors in Classes 4, 5, 6, and 7 can make an informed decision whether to accept or reject the Plan.

67. The Debtors also seek authorization to permit the Voting Agent to accept Ballots via electronic online transmission solely through a customized online balloting portal on

the case website to be established for the Debtors by the Voting Agent. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

J. The Vote Tabulation Procedures

68. The Debtors respectfully request that the Bankruptcy Court approve the Vote Tabulation Procedures described herein in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

69. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow [a] claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

70. In tabulating the Ballots, the Debtors request that the following procedures be utilized:

(a) The following Ballots shall not be counted:

(1) Any Ballot that is received after the Voting Deadline (unless the Debtors grant an extension of the Voting Deadline with respect to the holder who casts the Ballot or agree to waive the timeliness requirement);

- (2) any Ballot that is illegible or contains insufficient information to permit the identification of the holder who cast the Ballot;
- (3) any Ballot cast by an entity that does not hold a Claim in the Voting Classes;
- (4) any unsigned Ballot or any Ballot lacking an original signature; *provided, however*, that any Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature;
- (5) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan;
- (6) any form of Ballot other than the form sent by the Voting Agent or a copy thereof; and
- (7) any Ballot submitted by any entity not entitled to vote pursuant to the procedures described herein.

(b) If multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot.

(c) Holders must vote all of their claims either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted.

(d) Unless the Debtors consent in writing to such manner of delivery, delivery of a Ballot to the Voting Agent by facsimile, e-mail, or any other electronic means will not be valid; *provided, however*, that use of the online balloting portal is an acceptable method for transmitting a vote; and provided further, that Master Ballot Agents are permitted to submit Master Ballots by e-mail to scottishballots@primeclerk.com.

(e) If a Ballot is signed by a trustee, an executor, an administrator, a guardian, an attorney-in-fact, an officer of a corporation, or other person acting in a fiduciary or representative capacity when signing, and unless otherwise determined by the Debtors, such a person must submit proper evidence of his/her authority to act in such representative capacity.

71. The Debtors also request approval of the following additional procedures

for tabulating votes cast by Beneficial Owners:

(a) The Debtors propose that Master Ballot Agent be required to retain for one year following the Effective Date, for inspection by the Court, any Individual Ballots cast by Beneficial Owners and submitted to the Master Ballot Agent. Further, the Debtors propose that the Voting Agent be required to retain for one year following the Effective Date, for inspection by the Court, the Master Ballots returned by the Master Ballot Agent and any Individual Ballots.

(b) To avoid double counting, the Debtors propose that (i) votes cast by Beneficial Owners through the Master Ballot Agent and transmitted by means of a Master Ballot be included in the positions held by such Master Ballot Agent with respect to such TruPS; and (ii) votes submitted by the Master Ballot Agent on a Master Ballot shall not be counted to the extent that they are in excess of the position maintained by the Master Ballot Agent of the TruPS on the Voting Record Date.

(c) To the extent that conflicting votes or overvotes are submitted on a timely received Master Ballot, the Debtors propose that the Voting Agent, attempt to resolve the conflict or overvote prior to the preparation of the vote certification in order to ensure that as many votes from holders of TruPS Claims as possible are accurately tabulated.

(d) To the extent that overvotes on a timely received Master Ballot are not reconcilable prior to the preparation of the vote certification, the Debtors, propose that the Voting Agent, give priority to the Individual Ballots returned by any Record Holders and count votes in respect of such Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Master Ballot Agent's position in the TruPS on the Voting Record Date.

(e) The Master Ballot Agent may complete multiple Master Ballots if necessary to allow sufficient space to reflect the votes and positions of the Beneficial Owners,¹¹ and the votes reflected by such multiple Master Ballots shall be counted except to the extent that the votes are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot, subject to the Debtors' right to object to the validity of the subsequent Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a), and, if such objection is sustained, as directed by an order of the Court.

¹¹ These procedures are designed to enable the Voting Agent to tabulate such votes and to enable the Court to verify the results of that vote by requiring the collection and retention of data and documents regarding the vote.

72. Finally, to avoid inconsistent treatment, and to guide the Debtors and the Voting Agent, the Court should order that the Master Ballot Agent or the Record Holder, as applicable, will be deemed to have voted the full principal and accrued interest amount of the TruPS Claims held by such Record Holder or represented by the Master Ballot Agent, notwithstanding anything to the contrary on the Ballot.

IV. THE CONFIRMATION HEARING

73. As described above, the Debtors propose to distribute the Confirmation Hearing Notice as part of the Solicitation Packages. Bankruptcy Rule 3017(c) provides that “on or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and equity interests may accept or reject the plan and may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c). Further, section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.” 11 U.S.C. § 1128(a).

74. Pursuant to Bankruptcy Rule 3017(c), the Debtors respectfully request that the Court set the Confirmation Hearing for **June 28, 2018 at 10:00 a.m. (prevailing Eastern Time)**, or a date as soon thereafter as counsel may be heard. The Debtors further request the ability to continue the Confirmation Hearing from time to time without further notice, other than adjournments announced in open court.

75. Bankruptcy Rule 2002(d) provides that the Court shall hold a hearing on not less than twenty-eight (28) days’ notice by mail to creditors, equity security holders and other parties in interest of the time fixed for filing objections to and the hearing to consider the confirmation of a chapter 11 plan. Bankruptcy Rule 3020(b)(1) additionally provides that objections to confirmation of a plan must be filed and served “within a time fixed by the court.”

Fed. R. Bankr. P. 3020(b)(1). If the Debtors serve notice of the Confirmation Hearing on or before May 25, 2018, creditors, equity security holders and other parties in interest will have at least the 28 days' notice of the Confirmation Hearing as contemplated under the Bankruptcy Rules.

76. The Debtors submit that it is in the best interests of their estates, creditors, and parties in interest to hold the Confirmation Hearing as soon as practicable, consistent with the timing requirements of Bankruptcy Rule 3017. To avoid frustrating the purposes of the Plan and to preserve the recoveries in these Chapter 11 Cases, it is imperative that the time spent by the Debtors in these Chapter 11 Cases be kept to a minimum. The proposed schedule affords all creditors, interest holders, and other parties in interest ample notice of the Confirmation Hearing, an opportunity to obtain a copy of the Plan and Disclosure Statement, and adequate time to evaluate such documents prior to the date of the Confirmation Hearing.

A. The Confirmation Hearing Notice

77. As described herein, the Debtors will cause the Voting Solicitation Package to be transmitted to holders as of the Voting Record Date of claims in Classes 4, 5, 6, and 7, which are the only Classes entitled to vote under the Plan. As further described herein, the Debtors expect to use the same methods to transmit such documents upon the Voting Classes as they will use to transmit the Confirmation Hearing Notice. Accordingly, the Debtors respectfully submit that the procedures for transmitting such notice to the holders of the impaired claims in Classes 4, 5, 6, and 7 are adequate under the circumstances and should be approved.

78. In accordance with Bankruptcy Rules 2002 and 3017(a), the Debtors will include in the Confirmation Hearing Notice, among other things, (a) a brief summary of the Plan; (b) the date and time of the Confirmation Hearing; and (c) the Confirmation Objection Deadline

and the procedures for obtaining a copy of the Disclosure Statement, the Solicitation Procedures, and the Plan, including the date and time within which acceptances and rejections of the Plan may be filed.

79. The Debtors believe the foregoing procedures will provide parties in interest with at least 28 days' notice of the Confirmation Objection Deadline and the Confirmation Hearing, and accordingly, should be approved.

B. Objection Procedures

80. Pursuant to Bankruptcy Rule 3020, the Debtors propose that the Court set a date that is six (6) days prior to the date set for the commencement of the Confirmation Hearing, i.e. **no later than 4:00 p.m. (prevailing Eastern time) on June 22, 2018** (the "Confirmation Objection Deadline"), as the last date for filing and serving objections (the "Confirmation Objections") to confirmation of the Plan. In addition, the Debtors propose that the Court set 11:00 a.m. prevailing Eastern time on the date set for filing the agenda for the Confirmation Hearing, i.e., **no later than 11:00 a.m. (prevailing Eastern time) on June 26, 2018**, as the last date to file a reply to any Confirmation Objections received by the Confirmation Objection Deadline (the "Confirmation Reply Deadline").

81. The Debtors further propose that the Court direct that any Confirmation Objections must: (a) be made in writing; (b) state the name and address of the objecting party and the nature and amount of the claim against or interest in the Debtors asserted by such party; (c) state with particularity the legal and factual basis for such Confirmation Objection; (d) be filed with the Court no later than 4:00 p.m. (prevailing Eastern Time) on the Confirmation Objection Deadline and served so as to be received no later than the Confirmation Objection Deadline by the following parties at the following addresses: (i) co-counsel to the Debtors, (a)

Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801 (Attn: Eric D. Schwartz, Gregory G. Werkheiser, and Matthew B. Harvey), and (b) Hogan Lovells LLP, 875 Third Avenue, New York, New York 10022 (Attn: Peter Ivanick); (ii) counsel to the Official Committee of Unsecured Creditors, (a) Pepper Hamilton LLP, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David M. Fournier and John H. Schanne, II), and (b) Pepper Hamilton LLP, The New York Times Building, 37th Floor, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: H. Peter Haveles, Jr.); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Timothy J. Fox, Jr., Esq.); and (e) conform to the Bankruptcy Rules and the Local Rules.

82. The Debtors believe that the proposed timing for filing and service of the Confirmation Objections and proposed modifications, if any, will afford the Court, the Debtors and any other parties in interest sufficient time to consider the Confirmation Objections and proposed modifications prior to the Confirmation Hearing.

C. Non-Transmission of Solicitation Packages to Non-Voting Classes

83. For the reasons set forth herein, the Debtors request a waiver of the Bankruptcy Rule requirement that the Debtors mail a copy of the Solicitation Packages to holders of claims and equity interests that are not entitled to vote on the Plan. *See* Fed. R. Bankr. P. 3017. The Debtors submit that because they are soliciting acceptances and rejections of the Plan, it would be an unnecessary administrative burden on the Debtors to transmit the Solicitation Packages to holders of claims and equity interests already deemed to have accepted or rejected the Plan. Accordingly, the Debtors submit that it is not appropriate to require the

Debtors to transmit a copy of the Solicitation Packages to the holders of claims or equity interests other than those holders of claims entitled to vote to accept or reject the Plan.

84. Instead, the Debtors propose to mail or cause to be mailed by first-class mail to each member of a non-voting class, a Non-Voting Solicitation Package. The Debtors believe that service of a Non-Voting Solicitation Package will provide all parties in interest in these Chapter 11 Cases ample and sufficient notice of the Confirmation Hearing and the procedures for objecting to confirmation of the Plan. Accordingly, the Debtors request that any provision of Bankruptcy Rule 3017(d) requiring the Debtors to distribute the Solicitation Packages to unimpaired or impaired creditors deemed not entitled to vote on the Plan or other parties in interest, other than as described herein, be waived.

NOTICE

85. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel for the Committee; (c) the IRS; (d) the SEC; (e) the Delaware DOI; (f) CIMA; (g) the BMA; (h) the CBI; (i) counsel for the Joint Liquidators; (j) counsel for the Plan Sponsor; (k) any holders of claims against or equity interest in the Debtors that have filed a notice of appearance in these Chapter 11 Cases; and (l) those parties who have formally filed requests for notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

WHEREFORE, the Debtors respectfully request that the Court enter the proposed Disclosure Statement Order, substantially in the form attached as **Exhibit A** hereto, granting the relief requested herein and granting the Debtors such other and further relief as is just and proper.

Dated: May 4, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Gregory W. Werkheiser

Eric D. Schwartz (No. 3134)
Gregory W. Werkheiser (No. 3553)
Matthew B. Harvey (No. 5186)
Paige N. Topper (No. 6470)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
eschwartz@mnat.com
gwerkheiser@mnat.com
mharvey@mnat.com
ptopper@mnat.com

- and -

Peter Ivanick
Lynn W. Holbert
John D. Beck
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
peter.ivanick@hoganlovells.com
lynn.holbert@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtors and Debtors in Possession

11844627.7

EXHIBIT A

**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. 214 & _____

**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
FORMS OF BALLOTS; (V) APPROVING FORM, MANNER AND
SUFFICIENCY OF NOTICE OF CONFIRMATION HEARING AND RELATED
DEADLINES; AND (VI) GRANTING RELATED RELIEF**

Upon the motion, dated May 4, 2018 (the "Motion"),² of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., debtors and debtors-in-possession (together, the "Debtors"), for (i) approval of the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.*, filed on April 18, 2018 [D.I. 214] (as may be amended, modified or supplemented from time to time and together with all exhibits and schedules thereto, the "Disclosure Statement"), (ii) the scheduling of a hearing (the "Confirmation Hearing") for confirmation of the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.*, filed on April 18, 2018 [D.I. 213] (as may be amended, modified or supplemented from time to time and together with all exhibits,

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.

schedules and supplements thereto, the “Plan”) and related deadlines; (iii) the establishment of procedures for (a) the solicitation of votes on the Plan (the “Solicitation Procedures”), (b) the temporary allowance of claims for voting purposes (the “Temporary Allowance Procedures”) and (c) the tabulation of votes (the “Vote Tabulation Procedures”), (iv) approval of the forms of ballots (the “Ballots”), (v) approval of the form, manner and sufficiency of notice (the “Notice Procedures”) of the Confirmation Hearing and all related deadlines, and (vi) granting related relief; and the statutory predicates for the relief requested in the Motion including sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), as supplemented by Rules 2002, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2002-1, 3017-1, and 9006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion; and all objections to the Motion having been withdrawn, resolved or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and

upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS FOUND AND DETERMINED THAT:

A. *Notice of the Disclosure Statement Hearing and Disclosure Statement Objection Deadline.* The procedures proposed in the Motion providing notice to all parties of the time, date, and place of the hearing to consider approval of the Disclosure Statement and the deadline for filing objections to the Disclosure Statement, provide due, proper, and adequate notice, comport with due process and comply with Bankruptcy Rules 2002 and 3017 and Local Rules 2002-1, 3017-1, and 9006-1. No further notice is required.

B. *The Disclosure Statement.* The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. No further information is necessary.

C. *Solicitation Procedures, Temporary Allowance Procedures and Vote Tabulation Procedures.* The Solicitation Procedures, the Temporary Allowance Procedures and the Vote Tabulation Procedures as set forth in the Motion and this Order provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

D. *Ballots.* The ballots, substantially in the forms attached hereto as **Exhibits 1(a)** through **1(h)** (collectively, the "**Ballots**"), including all voting instructions provided therein, are consistent with Official Bankruptcy Form No. B 314, address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

E. *Parties Entitled to Vote.* Pursuant to the Plan, holders of Claims in Class 4 (SHI TruPS Claims), Class 5 (SHI General Unsecured Claims), Class 6 (SALIC TruPS Claims)

and Class 7 (SALIC General Unsecured Claims) are impaired and are entitled to receive distributions under the Plan. Accordingly, holders of Allowed Claims in such class are entitled to vote on account of such Claims.

F. *Parties Not Entitled to Vote.* Pursuant to the Plan, holders of Claims in Class 1 (Secured Claims), Class 2 (Priority Non-Tax Claims), and Class 9 (SALIC Existing Equity Interests) are unimpaired and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, are conclusively presumed to accept the Plan and are not entitled to vote on account of such Claims. Holders of Claims in Class 3 (Intercompany Claims) and Class 8 (Subordinated Claims) are not entitled to receive a distribution under the Plan on account of their Claims and, therefore, are deemed to reject pursuant to section 1126(g) of the Bankruptcy Code and are not entitled to vote on account of such Claims. In addition, holders of Interests in Class 10 (SHI Existing Equity Interests) are deemed to reject and are not entitled to vote on account of such Interests.

G. *Notices of Non-Voting Status.* The Notices of Non-Voting Status, substantially in the forms attached hereto as Exhibit 3-1 and Exhibit 3-2, comply with the Bankruptcy Code, applicable Bankruptcy Rules, and applicable Local Rules and, together with the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 2, provides adequate notice to Non-Voting Creditors and Interest Holders of their non-voting status. No further notice is necessary.

H. *Solicitation.* The proposed distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and Local Rule 9006-1 and constitute sufficient notice to all interested parties of the Voting Record Date, Voting Deadline, Confirmation Objection Deadline, Confirmation Hearing, and other related matters.

I. The period proposed by the Debtors in the Motion during which the Debtors may solicit votes to accept or reject the Plan is a reasonable and sufficient period of time for the Voting Classes to make informed decisions regarding whether to accept or reject the Plan and timely return Ballots evidencing such decision.

J. *Notice of Confirmation Hearing and Confirmation Objection Deadline.* The procedures set forth in the Motion regarding notice to all parties of the time, date, and place of the hearing to consider confirmation of the Proposed Plan (the “Confirmation Hearing”) and for filing objections or responses to the Plan, provide due, proper, and adequate notice, comport with due process, and comply with Bankruptcy Rules 2002 and 3017 and Local Rule 9006-1. No further notice is required.

K. All other notices to be provided pursuant to the procedures set forth in the Motion are good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing. No further notice is required.

L. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. *Disclosure Statement.* The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is APPROVED.
3. All objections, if any, to the Disclosure Statement that have not been withdrawn or resolved are overruled.
4. *Temporary Allowance for Voting Purposes.* Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account

of, a Claim, and without prejudice to the rights of the Debtors in any other context, each Claim within the Voting Classes is temporarily Allowed in an amount equal to the amount of such Claim as set forth in the Schedules or the Debtors' records, as applicable, *except as follows*:

(a) As contemplated by the Restructuring Implementation Agreement and RIA Order, for voting purposes, on account of SRGL's holdings of SHST II TruPS and related claims, SRGL shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$25,736,000, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$25,736,000 (such claims, the "SRGL-SHST II TruPS Claims"). The SRGL-SHST II TruPS Claims are allowed to SRGL for voting purposes in lieu of any other claims of any person or entity arising out of or relating to the SHST II TruPS transaction or related CDO transaction, including any claim scheduled for or filed by any Institutional Trustee, any Record Holder (as defined below), any other purported beneficial holder, any CDO Trustee or any CDO note holder.

(b) As contemplated by the Restructuring Implementation Agreement and RIA Order, for voting purposes, on account of SRGL's holdings of GPIC TruPS and related claims, SRGL shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$12,864,761, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$12,864,761 (such claims, the "SRGL-GPIC TruPS Claims"). The SRGL-GPIC TruPS Claims are allowed to SRGL for voting purposes in lieu of any other claims of any person or entity arising out of or relating to the GPIC TruPS transaction or any related CDO transaction, including any claim scheduled for or filed by any Institutional Trustee, any Record Holder, any other purported beneficial holder, any CDO Trustee or any CDO note holder.

(c) U.S. Bank, as Institutional Trustee for the SHST I TruPS Debentures, for voting purposes, shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$22,601,937, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$22,601,937 (such claims, the "SHST I TruPS Claims"). The SHST I TruPS Claims are allowed for voting purposes to U.S. Bank in its capacity as Institutional Trustee for the SHST I TruPS in lieu of any other claims of any person or entity arising out of or relating to the SHST I TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(d) U.S. Bank, as Institutional Trustee for the SHST III TruPS, for voting purposes, shall have (i) an allowed Class 4 claim (SHI TruPS Claims) in the amount of \$40,941,627, and (ii) an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$40,941,627 (such claims, the "SHST III TruPS Claims"). The SHST III TruPS Claims are allowed for voting purposes to U.S. Bank in its capacity as Institutional Trustee for the SHST III TruPS in lieu of any other claims of any person or entity arising out of or relating to the SHST III TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(e) Wilmington Trust Corporation (“WTC”), as Institutional Trustee for the SFLST I TruPS, for voting purposes, shall have an allowed Class 6 claim (SALIC TruPS Claims) in the amount of \$63,014,401 (such claims, the “SFLST I TruPS Claims”). The SFLST I TruPS Claims are allowed for voting purposes to WTC in its capacity as Institutional Trustee for the SFLST I TruPS in lieu of any other claims of any person or entity arising out of or relating to the SFLST I TruPS transactions, including any claim scheduled for or filed by any Record Holder, any purported beneficial holder, any CDO Trustee or any CDO note holder.

(f) if a proof of claim is timely filed in an amount that is liquidated, noncontingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (k) below;

(g) if a claim for which a proof of claim is timely filed is wholly contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (k) below;

(h) if a claim is listed in the Schedules or on a timely filed proof of claim as partially contingent, unliquidated, or disputed, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (k) below;

(i) if a claim is estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, or as otherwise provided in such order;

(j) if a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim is not (i) filed by the applicable Bar Date or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such claim shall be disallowed for voting purposes; and

(k) if the Debtors or a party in interest have filed an objection or request for estimation of a claim on or before **June 14, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Deadline to Object to Claims for Voting Purposes”), such claim is temporarily disallowed except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline; *provided, however*, that if such objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline.

5. *Rule 3018(a) Motions and Deadline for Filing.* If any creditor seeks to challenge the allowance or disallowance of its claim for voting purposes, the creditor must file

with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (each, a “Rule 3018(a) Motion”). Upon the filing of any such motion, the creditor’s Ballot shall be counted in accordance with the above-designated guidelines unless temporarily allowed in a different amount by an order of the Court entered at or prior to the Voting Deadline. All Rule 3018(a) Motions must be filed with the Court and served so as to be actually received by the Notice Parties by no later than **June 18, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Rule 3018(a) Motion Deadline”).

6. Nothing in this Order shall affect or limit any party’s rights to object to any Proof of Claim or Rule 3018 Motion.

7. Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its Claim therefor

8. *The Voting Record Date.* The Voting Record Date shall be set as **May 23, 2018**. Only holders of Claims as of the Voting Record Date shall be entitled to vote to accept or reject the Plan.

9. The record holders of Claims and Interests shall be determined, as of the Voting Record Date, based upon the records of the Debtors and the Clerk of the Bankruptcy Court. Any documentation evidencing a transfer of a claim pursuant to Bankruptcy Rule 3001 not received and docketed by the Court prior to the Voting Record Date shall not be recognized for purposes of voting or receipt of the Plan confirmation materials.

10. With respect to transfers of Claims filed pursuant to Bankruptcy Rule 3001(e), the transferee shall be entitled to receive a Solicitation Package and, if the holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if: (a) all actions necessary to transfer such Claim are completed by the Voting Record Date

or (b) the transferee files by the Voting Record Date (i) all documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the holder of such Claim as of the Voting Record Date.

11. *Solicitation Packages.* The Solicitation Packages are APPROVED.

12. The Solicitation Package shall be distributed by first-class mail directly to each member of the Voting Classes (or their authorized agent(s) as more fully described herein), shall be mailed no later than two (2) Business Days following entry of the Disclosure Statement Order (the "Solicitation Date").

13. The Debtors shall not be required to send Solicitation Packages to creditors that have Claims that have already been paid in full; *provided, however*, that if any such creditor would be entitled to receive a Solicitation Package for any other reason, then the Debtors shall send such creditor a Solicitation Package in accordance with the procedures set forth herein.

14. Any creditor may request an additional copy of the Disclosure Statement (and attachments) by telephone or by written request. Upon receipt of a telephonic or written request, the Debtors will provide such creditor with a paper copy of the Plan and the Disclosure Statement at no cost to the creditor within five (5) days thereafter.

15. *Confirmation Hearing Notice.* The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 2, is approved.

16. *Notice of Non-Voting Status.* The Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 3, is approved.

17. *Voting Solicitation Packages.* The Voting Solicitation Packages are approved and shall contain the following materials:

- (a) the Confirmation Hearing Notice;
- (b) the Disclosure Statement, which will include the Plan (attached as Exhibit A to the Disclosure Statement);
- (c) this Disclosure Statement Order (excluding any exhibits thereto); and
- (d) an Individual Ballot or Master Ballot, as applicable, conforming to Official Form No. 314, in the applicable form attached hereto as Exhibit 1(a) through 1(h), and a postage- prepaid return envelope.

18. *Non-Voting Packages.* The Non-Voting Packages are approved, shall be distributed to each member of the Non-Voting Classes and shall contain the following materials:

- (a) a Notice of Non-Voting Status, in substantially the form as attached hereto as Exhibit 3; and
- (b) the Confirmation Hearing Notice.

19. *Notice Packages.* The Notice Packages are approved.

20. The Debtors shall distribute the Notice Packages to: (i) the U.S. Trustee, (ii) counsel to the Committee; (iii) the U.S. Attorney's Office for the District of Delaware, (iv) the IRS, (v) the SEC, (vi) the Delaware DOI, (vii) the CIMA, (viii) the CBI, and (ix) the BMA, (x) those parties requesting notice pursuant to Bankruptcy Rule 2002, and (xi) all parties to executory contracts and unexpired leases that have not been assumed or rejected prior to entry of the Proposed Disclosure Statement Order and who are not already receiving the Solicitation Packages.

21. The Notice Package shall contain the following materials:

- (a) the Confirmation Hearing Notice; and
- (b) the Disclosure Statement, which will include the Plan (attached as Exhibit A to the Disclosure Statement); and

(c) the Disclosure Statement Order (excluding any exhibits thereto).

22. Debtors are authorized to distribute the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits) to holders of Claims entitled to vote on the Plan in electronic format (flash drive or CD-ROM). The Ballots and the Confirmation Hearing Notice will be provided in paper format.

23. *Special Transmittal Procedures with Respect to Holders of TruPS Claims in Classes 4 (SHI TruPS Claims) and 6 (SALIC TruPS Claims).* The transmittal procedures set forth in Paragraphs 23 through 30 of this Order apply to holders of TruPS Claims in Class 4 (SHI TruPS Claims) and Class 6 (SALIC TruPS Claims) other than SRGL with respect to its SHI TruPS Claims and SALIC TruPS Claims on account of its holdings of SHST II TruPS and GPIC TruPS (together, the “SRGL Exclusively Held TruPS”). Transmittal procedures for SRGL’s Class 4 (SHI TruPS Claims) and Class 6 (SALIC TruPS Claims) on account of its holdings of the SRGL Exclusively Held TruPS are addressed in Paragraph 31 of this Order.

24. Solicitation Packages shall be transmitted to Beneficial Owners (as defined below) with respect to voting in Classes 4 (SHI TruPS Claims) and 6 (SALIC TruPS Claims) by mailing or causing to be mailed such materials by the Solicitation Date to (a) the respective ultimate economic stakeholders of interests in the TruPS (the “Beneficial Owners”) and (b) the Master Ballot Agents. For the avoidance of doubt, the Solicitation Packages shall not be transmitted to the TruPS Indenture Trustees.

25. To facilitate the mailing of Ballots and notices, (a) Cede & Co. (as nominee for the Depository Trust Company), (b) Hare & Co. (as nominee for Bank of New York), (c) Embassy & Co. (as nominee for U.S. Bank), (d) Citigroup Global Markets Inc., and (e) any other entities holding records of the identities of the Master Ballot Agents (collectively, the “Record Holders”) shall do the following: (y) provide the Voting Agent (as defined below)

with electronic files containing the names, addresses, and holdings of the respective ultimate economic stakeholders of interests in the TruPS (the “Beneficial Owners”) and/or Master Ballot Agents as of a date not earlier than ten (10) Business Days prior to the Voting Record Date (such files, the “Preliminary Holders Reports”), with such Preliminary Holders Reports to be provided to the Voting Agent by the first (1st) Business Day after the Voting Record Date; and (z) provide the Voting Agent with electronic files containing the names, addresses, and holdings of the respective Beneficial Owners and/or Master Ballot Agents as of the Voting Record Date (such files, the “Final Holders Reports”), within seven (7) Business Days after the Voting Record Date. If the Record Holders are unable to provide an electronic file, the Record Holders shall provide two sets of mailing labels and a list containing the same information. The Debtors shall serve a copy of the Disclosure Statement Order on each Master Ballot Agent identified for the Debtors and each of the Record Holders, initially on the basis of the information contained in the Preliminary Holders Reports, with such service to be supplemented, as necessary, based on the new or conflicting information contained in the Final Holders Reports.

26. Upon receipt of the identities of the Master Ballot Agents from the Record Holders, the Voting Agent will (i) contact each Master Ballot Agent to determine the number of Voting Solicitation Packages needed by the Master Ballot Agent for distribution to the Beneficial Owners for whom the Master Ballot Agent acts as agent and (ii) deliver to each Master Ballot Agent a Master Ballot and the requisite number of Voting Solicitation Packages.

27. The Master Ballot Agents shall distribute Voting Solicitation Packages and notices to the Beneficial Owners for whom they act as agent within seven (7) calendar days of receiving the Voting Solicitation Packages.

28. The Master Ballot Agents are authorized to obtain the votes of the

Beneficial Owners as follows: First, the Master Ballot Agents shall forward the Voting Solicitation Packages to the Beneficial Owners for voting, which Voting Solicitation Package shall include an Individual Ballot, substantially in the form attached hereto as Exhibit 1(c) or Exhibit 1(d), as applicable, and a return envelope provided by, and addressed to, the Master Ballot Agent. Upon receipt of the completed Individual Ballots, the Master Ballot Agents shall summarize, on a Master Ballot, in substantially the form attached hereto as Exhibit 1(e) or Exhibit 1(f), as applicable, the individual votes of the Beneficial Owners for whom each acts as agent. The Master Ballot Agents shall then date and return the Master Ballots to the Voting Agent prior to the Voting Deadline.

29. Alternatively, the Master Ballot Agents may provide the Voting Agent with an electronic list of the Beneficial Owners for whom they provide services (along with mailing information). Upon receipt of such list(s), the Voting Agent will distribute the applicable Solicitation Packages to the Beneficial Owners directly within seven (7) calendar days of receiving such list(s) from the applicable Master Ballot Agents. In this case, the Beneficial Owners shall be directed to return their Individual Ballot directly to the Voting Agent.

30. The Debtors shall reimburse the Master Ballot Agents for their reasonable, actual, and necessary out-of-pocket expenses incurred in performing the tasks described above upon written request by such entities without further order or notice, with all disputes regarding such requests for reimbursements remaining subject to the Court's jurisdiction. All such requests for reimbursement must be received by the Debtors by the first business day that is thirty (30) business days after the Confirmation Hearing.

31. The Debtor shall serve a copy of the Disclosure Statement Order on the TruPS Indenture Trustees, the CDO Trustees, each Master Ballot Agent identified by the Debtors

and the Record Holders, in accordance with the procedures set forth in this Order.

32. *Special Transmittal Procedures with Respect to SRGL's Class 4 Claims (SHI TruPS Claims) and Class 6 Claims (SALIC TruPS Claims) on account of SRGL's holdings of SRGL Exclusively Held TruPS.* The Debtors shall distribute Voting Solicitation Packages by first-class mail directly to SRGL via the Joint Liquidators, which shall be mailed by the Solicitation Date. Voting Solicitation Package shall include Ballots, substantially in the form attached hereto as Exhibit 1(g) and Exhibit 1(h), accompanied by pre-addressed, postage prepaid return envelopes addressed to the Voting Agent.

33. *Ballots.* The Ballots in substantially the forms attached hereto as Exhibits 1(a) through 1(h) are APPROVED.

34. The Voting Deadline is set as **June 22, 2018 at 4:00 p.m. (prevailing Eastern Time)**.

35. All Ballots must be properly executed, completed, and delivered to the Voting Agent by (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that they are *actually received* by the Voting Agent no later than the Voting Deadline (unless a Master Ballot Agent provides the Solicitation Agent with a list of its Beneficial Owners to be solicited directly by the Voting Agent).

36. As part of the Voting Solicitation Packages:

- (a) The Debtors shall send a Ballot, substantially in the form attached hereto as Exhibit 1(a), to holders of SHI General Unsecured Claims in Class 5.
- (b) The Debtors shall send a Ballot, substantially in the form attached hereto Exhibit 1(b), to holders of SALIC General Unsecured Claims in Class 7.
- (c) The Debtors shall send a Ballot, substantially in the form attached hereto Exhibit 1(c), to holders of SHI TruPS Claims in Class 4 (or

their authorized agents in accordance with the procedures set forth in this Order).

- (d) The Debtors shall send a Ballot, substantially in the form attached hereto Exhibit 1(d), to holders of SALIC TruPS Claims in Class 6 (or their authorized agents in accordance with the procedures set forth in this Order).
- (e) The Debtors shall send a Ballot, substantially in the form attached hereto as Exhibit 1(e), to the Master Ballot Agent for the holders of SHI TruPS Claims in Class 4.
- (f) The Debtors shall send a Ballot, substantially in the form attached hereto as Exhibit 1(f), to the Master Ballot Agent for the holders of SALIC TruPS Claims in Class 6.
- (g) The Debtors shall send a Ballot, substantially in the form attached hereto as Exhibit 1(g), to SRGL as the holder of SHI TruPS Claims in Class 4 on account of the SRGL Exclusively Held TruPS.
- (h) The Debtors shall send a Ballot, substantially in the form attached hereto as Exhibit 1(h), to SRGL as the holder of SALIC TruPS Claims in Class 6 on account of the SRGL Exclusively Held TruPS.

37. All Ballots distributed to holders of claims in Classes 5 and 7 shall be accompanied by pre-addressed, postage prepaid return envelopes addressed to the Solicitation Agent. Individual Ballots to be distributed by Master Ballot Agents shall be accompanied by pre-addressed, postage prepaid return envelopes addressed to the Master Ballot Agent.

38. *Tabulation Procedures.* The Vote Tabulation Procedures set forth herein and in the Motion are APPROVED.

39. The following Vote Tabulation Procedures shall apply:

- (a) The following Ballots shall not be counted:
 - (i) Any Ballot that is received after the Voting Deadline (unless the Debtors grant an extension of the Voting Deadline with respect to the holder who casts the Ballot or agree to waive the timeliness requirement);

- (ii) Any Ballot that is illegible or contains insufficient information to permit the identification of the holder who cast the Ballot;
 - (iii) Any Ballot cast by an entity that does not hold a Claim in the Voting Classes;
 - (iv) Any unsigned Ballot or any Ballot lacking an original signature; *provided, however*, that any Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature;
 - (v) Any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan;
 - (vi) Any form of Ballot other than the form sent by the Voting Agent or a copy thereof; and
 - (vii) Any Ballot submitted by any entity not entitled to vote pursuant to the procedures described herein.
- (b) If multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot.
 - (c) Holders must vote all of their claims either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted.
 - (d) Unless the Debtors consent in writing to such manner of delivery, delivery of a Ballot to the Solicitation Agent by facsimile, e-mail, or any other electronic means will not be valid; *provided, however*, that use of the online balloting portal is an acceptable method for transmitting a vote; and provided further, that Master Ballot Agents are permitted to submit Master Ballots by e-mail to scottishballots@primeclerk.com.
 - (e) If a Ballot is signed by a trustee, an executor, an administrator, a guardian, an attorney-in-fact, an officer of a corporation, or other person acting in a fiduciary or representative capacity when signing, and unless otherwise determined by the Debtors such a person must submit proper evidence of his/her authority to act in such representative capacity.

40. The following additional Vote Tabulation Procedures shall apply to tabulating votes cast by the Beneficial Owners:

- (a) The Master Ballot Agent shall retain for one year following the Effective Date, for inspection by the Court, any Individual Ballots cast by Beneficial Owners and submitted to the Master Ballot Agent. The Voting Agent shall be required to retain for one year following the Effective Date, for inspection by the Court, the Master Ballots returned by the Master Ballot Agent and any Individual Ballots.
- (b) To avoid double counting, the (i) votes cast by Beneficial Owners through the Master Ballot Agent and transmitted by means of a Master Ballot be included in the positions held by such Master Ballot Agent with respect to such TruPS; and (ii) votes submitted by the Master Ballot Agent on a Master Ballot shall not be counted to the extent that they are in excess of the position maintained by the Master Ballot Agent of the TruPS on the Voting Record Date.
- (c) To the extent that conflicting votes or overvotes are submitted on a timely received Master Ballot, the Voting Agent shall attempt to resolve the conflict or overvote prior to the preparation of the vote certification in order to ensure that as many votes from holders of TruPS Claims as possible are accurately tabulated.
- (d) To the extent that overvotes on a timely received Master Ballot are not reconcilable prior to the preparation of the vote certification, the Voting Agent shall give priority to the individual Ballots returned by any Record Holders and count votes in respect of such Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Master Ballot Agent's position in the TruPS on the Voting Record Date.
- (e) The Master Ballot Agent may complete multiple Master Ballots if necessary to allow sufficient space to reflect the votes and positions of the TruPS Holders, and the votes reflected by such multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot, subject to the Debtors' right to object to the validity of the second Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a), and, if such objection is sustained, as directed by an order of this Court.
- (f) Each Record Holder and/or Master Ballot Agent shall be deemed to have voted the full principal and accrued interest amount of the TruPS Claims held by such Record Holder or represented by such

Master Ballot Agent, notwithstanding anything to the contrary on any Ballot.

41. The Debtors are authorized to permit the Voting Agent to accept Ballots via electronic online transmission solely through a customized online balloting portal on the case website to be established for the Debtors by the Voting Agent. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

42. *The Confirmation Hearing.* The Confirmation Hearing shall be held on **June 28, 2018 at 10:00 a.m. (prevailing Eastern Time)**; *provided, however,* that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

43. *Objection Procedures.* The deadline to object or respond to confirmation of the Plan shall be set as **June 22, 2018, at 4:00 p.m. (prevailing Eastern Time)** ("Confirmation Objection Deadline").

44. Objections and responses, if any, to confirmation of the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) state the name and address of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) state with particularity the legal and factual bases for the objection.

45. Any objection or response must be filed with the Court, together with a proof of service, and served upon and received by the following parties by no later than the

Confirmation Objection Deadline: (i) co-counsel to the Debtors, (a) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801 (Attn: Eric D. Schwartz, Gregory G. Werkheiser, and Matthew B. Harvey), and (b) Hogan Lovells LLP, 875 Third Avenue, New York, New York 10022 (Attn: Peter Ivanick); (ii) counsel to the Official Committee of Unsecured Creditors, (a) Pepper Hamilton LLP, 1313 N. Market Street, Wilmington, Delaware 19801 (Attn: David M. Fournier and John H. Schanne, II), and (b) Pepper Hamilton LLP, The New York Times Building, 37th Floor, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: H. Peter Haveles, Jr.); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Timothy J. Fox, Jr., Esq.) (collectively, the “Notice Parties”).

46. The Debtors are authorized to file and serve replies or an omnibus reply to any objections or responses to confirmation of the Plan by **June 26, 2018, at 11:00 a.m. (prevailing Eastern Time)**.

47. Objections or responses to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above may not be considered and may be deemed overruled.

48. *Voting Agent Designation.* Prime Clerk LLC is designated as the Debtors’ administrative agent to implement the Solicitation Procedures, Temporary Allowance Procedures, Vote Tabulation Procedures and Notice Procedures (in such capacity, the “Voting Agent”),

49. *Key Dates.* The deadlines and dates below are hereby approved.

<u>Plan Timetable</u>	
Voting Record Date	May 23, 2018

Solicitation of the Plan and Mailing of Confirmation Hearing Notice	Two Business Days after entry of Disclosure Statement Order (anticipated to be May 25, 2018)
Deadline to Object to Claims for Voting Purposes	June 14, 2018, at 4:00 p.m. (prevailing Eastern Time)
Rule 3018(a) Motion Deadline	June 18, 2018, at 4:00 p.m. (prevailing Eastern Time)
Voting Deadline	June 22, 2018, at 4:00 p.m. (prevailing Eastern Time)
Confirmation Objection Deadline	June 22, 2018, at 4:00 p.m. (prevailing Eastern Time)
Brief in support of confirmation (including reply to any objections)	June 26, 2018, at 11:00 a.m. (prevailing Eastern Time)
Confirmation Hearing	June 28, 2018, at 10:00 a.m. (prevailing Eastern Time)

50. *Miscellaneous.* The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Ballots, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

51. The Debtors are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

52. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

53. This Order is effective immediately upon entry.

_____, 2018
Wilmington, Delaware

THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

11849756.5

EXHIBIT 1(a)

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

BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH ANNUITY &
LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 5 – SHI GENERAL UNSECURED CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

THIS BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN ENVELOPE
THAT IS ADDRESSED TO PRIME CLERK, LLC (“VOTING AGENT”). THIS
BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE JUNE 22, 2018 AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).

IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE
DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE
BINDING ON YOU WHETHER OR NOT YOU VOTE.

If no holder of a Claim eligible to vote in Class 5 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 5 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

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.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 5 – SHI General Unsecured Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 5 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive your Ballot on or before the Voting

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

Deadline, which is **June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned is the holder of Class 5 Claims in the following aggregate unpaid amount (insert amount in box below):

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of Class 5 Claims set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of Class 5 Claims must vote all of its Class 5 Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 5 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 5.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests: set forth in Article X, Section 10.3 of the Plan.

Check the box: <input type="checkbox"/> I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 5 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 5 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 5 Claims;
4. that no other Ballots with respect to the amount of the Class 5 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned's Class 5 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____

(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE OR VIA AN APPROVED METHOD OF RETURN INDICATED BELOW. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

Via first-class mail, overnight courier, or hand-delivery to:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

OR

Via the Voting Agent's online balloting portal:

Visit <https://cases.primeclerk.com/scottishballots>, click on "Submit E-Ballot" and follow the instructions indicated.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Voting Agent's online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who submit an electronic Ballot using the Voting Agent's online balloting portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot (i) using the enclosed pre-addressed envelope, (ii) via first class mail overnight courier, or hand delivery to: Scottish Holdings Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or (iii) via the Voting Agent's online balloting portal. If the Voting Agent does not actually receive your Ballot on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed Ballot; *provided, however*, that a Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight delivery service, hand delivery service, or the online voting portal. In all cases, holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or

instruments surrendered together with a Ballot.

8. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE RETURN YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

EXHIBIT 1(b)

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

BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH ANNUITY &
LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 7 – SALIC GENERAL UNSECURED CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

THIS BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN ENVELOPE
THAT IS ADDRESSED TO PRIME CLERK, LLC (THE “VOTING AGENT”). THIS
BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE JUNE 22, 2018 AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).

IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE
DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE
BINDING ON YOU WHETHER OR NOT YOU VOTE.

If no holder of a Claim eligible to vote in Class 7 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 7 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

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.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 7 – SALIC General Unsecured Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 7 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive your Ballot on or before the Voting

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

Deadline, which is **June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned is the holder of Class 7 Claims in the following aggregate unpaid amount (insert amount in box below):

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of Class 7 Claims set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of Class 7 Claims must vote all of its Class 7 Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 7 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 7.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Check the box: <input type="checkbox"/> I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 7 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 7 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 7 Claims;
4. that no other Ballots with respect to the amount of the Class 7 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned's Class 7 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE OR VIA AN APPROVED METHOD OF RETURN INDICATED BELOW. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

Via first-class mail, overnight courier, or hand-delivery to:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

OR

Via the Voting Agent's online balloting portal:

Visit <https://cases.primeclerk.com/scottishballots>, click on "Submit E-Ballot" and follow the instructions indicated.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Voting Agent's online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who submit an electronic Ballot using the Voting Agent's online balloting portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot (i) using the enclosed pre-addressed envelope, (ii) via first class mail overnight courier, or hand delivery to: Scottish Holdings Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or (iii) via the Voting Agent's online balloting portal. If the Voting Agent does not actually receive your Ballot on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed Ballot; *provided, however*, that a Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight delivery service, hand delivery service, or the online voting portal. In all cases, holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or

instruments surrendered together with a Ballot.

8. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE RETURN YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

EXHIBIT 1(c)

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

INDIVIDUAL BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11
PLAN OF REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH
ANNUITY & LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 4 – SHI TruPS CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

*IF YOU RECEIVED AN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR
FINANCIAL INSTITUTION THAT HOLDS YOUR CLAIMS IN “STREET NAME” (YOUR
“NOMINEE”), YOU MUST SUBMIT YOUR BALLOT TO YOUR NOMINEE IN
ACCORDANCE WITH YOUR NOMINEE’S INSTRUCTIONS WITH SUFFICIENT
TIME TO ALLOW YOUR NOMINEE TO INCORPORATE YOUR VOTE ON A
MASTER BALLOT AND SUBMIT THE MASTER BALLOT TO PRIME CLERK LLC
(THE “VOTING AGENT”) SO THAT THE MASTER BALLOT IS ACTUALLY
RECEIVED BY THE VOTING AGENT ON OR BEFORE JUNE 22, 2018 AT 4:00 P.M.
(ET) (THE “VOTING DEADLINE”).*

*IF YOU RECEIVED AN ENVELOPE ADDRESSED TO THE VOTING AGENT, YOU
MUST RETURN YOUR INDIVIDUAL BALLOT DIRECTLY TO THE VOTING
AGENT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE THE VOTING DEADLINE.*

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS WHOSE CLAIMS
AGAINST THE DEBTORS AROSE FROM OWNERSHIP OF THE TRUST
PREFERRED SECURITIES OF SCOTTISH HOLDERS, INC. STATUTORY TRUST I,**

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.

SCOTTISH HOLDINGS, INC. STATUTORY TRUST II, GPIC HOLDINGS INC. STATUTORY TRUST, SCOTTISH HOLDINGS, INC. STATUTORY TRUST III, AND SFL STATUTORY TRUST I (THE “TruPS CLAIMS”).

IF YOUR BALLOT OR THE MASTER BALLOT REFLECTING YOUR VOTE (AS APPLICABLE) IS NOT RECEIVED BY THE VOTING DEADLINE, THE DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

If no holder of a TruPs Claim eligible to vote in Class 4 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 4 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 4 – SHI TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots*; (V) *Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines*; And (VI) *Granting Related Relief* [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive this ballot or master ballot including your vote (as applicable) on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of TruPS Claim.

The undersigned, a holder of TruPS Claims, is the direct beneficial owner of TruPS Claims from which the undersigned received this Ballot in the aggregate unpaid principal amount of:

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of Class 4 Claims set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of TruPS Claims must vote all of its TruPS Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 4 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 4.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Check the box: I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 4 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 4 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 4 Claims;
4. that no other Ballots with respect to the amount of the Class 4 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned’s Class 4 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make

conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE SUCH THAT IT IS RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.; PROVIDED, HOWEVER, IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR BALLOT, COMPILE YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT SUCH THAT IT IS RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot in the enclosed return envelope provided. If you received a return envelope addressed to your Nominee (or otherwise received instructions to vote from your Nominee), please allow sufficient time for your Nominee to incorporate your vote on a master ballot to be returned to the Voting Agent. If the Voting Agent does not actually receive your Ballot or the master ballot reflecting your vote (as applicable) by the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a vote is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court.
6. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service (or otherwise follow the instructions of your Nominee). In all cases, holders should allow sufficient time to assure timely delivery.
7. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
8. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of TruPS Claims should not surrender certificates or instruments representing or evidencing their TruPS Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

10. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
13. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
14. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE MAIL YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

Exhibit A

If you received a return envelope addressed to your Nominee, your Nominee may have checked a box below to indicate the Plan Class and CUSIP to which this Individual Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Individual Ballot:

Class []		
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]

EXHIBIT 1(d)

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

INDIVIDUAL BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11
PLAN OF REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH
ANNUITY & LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 6 – SALIC TruPS CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

*IF YOU RECEIVED AN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR
FINANCIAL INSTITUTION THAT HOLDS YOUR CLAIMS IN “STREET NAME” (YOUR
“NOMINEE”), YOU MUST SUBMIT YOUR BALLOT TO YOUR NOMINEE IN
ACCORDANCE WITH YOUR NOMINEE’S INSTRUCTIONS WITH SUFFICIENT
TIME TO ALLOW YOUR NOMINEE TO INCORPORATE YOUR VOTE ON A
MASTER BALLOT AND SUBMIT THE MASTER BALLOT TO PRIME CLERK LLC
(THE “VOTING AGENT”) SO THAT THE MASTER BALLOT IS ACTUALLY
RECEIVED BY THE VOTING AGENT ON OR BEFORE JUNE 22, 2018 AT 4:00 P.M.
(ET) (THE “VOTING DEADLINE”).*

*IF YOU RECEIVED AN ENVELOPE ADDRESSED TO THE VOTING AGENT, YOU
MUST RETURN YOUR INDIVIDUAL BALLOT DIRECTLY TO THE VOTING
AGENT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE THE VOTING DEADLINE.*

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS WHOSE CLAIMS
AGAINST THE DEBTORS AROSE FROM OWNERSHIP OF THE TRUST
PREFERRED SECURITIES OF SCOTTISH HOLDERS, INC. STATUTORY TRUST I,**

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.

SCOTTISH HOLDINGS, INC. STATUTORY TRUST II, GPIC HOLDINGS INC. STATUTORY TRUST, SCOTTISH HOLDINGS, INC. STATUTORY TRUST III, AND SFL STATUTORY TRUST I (THE “TruPS CLAIMS”).

IF YOUR BALLOT OR THE MASTER BALLOT REFLECTING YOUR VOTE (AS APPLICABLE) IS NOT RECEIVED BY THE VOTING DEADLINE, THE DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

If no holder of a TruPs Claim eligible to vote in Class 6 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 6 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 6 – SALIC TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots*; (V) *Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines*; And (VI) *Granting Related Relief* [D.I. ___] (the “Disclosure Statement Order”), as the case may be.

may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 6 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive a this ballot or master ballot including your vote (as applicable) on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of TruPS Claim.

The undersigned, a holder of TruPS Claims, is the direct beneficial owner of TruPS Claims from which the undersigned received this Ballot in the aggregate unpaid principal amount of:

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of Class 6 Claims set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of TruPS Claims must vote all of its TruPS Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 6 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 6.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Check the box: I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 6 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 6 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 6 Claims;
4. that no other Ballots with respect to the amount of the Class 6 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned’s Class 6 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit

acceptances or rejections of the Plan in the event of such conforming changes.

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE SUCH THAT IT IS RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.; PROVIDED, HOWEVER, IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR BALLOT, COMPILE YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT SUCH THAT IT IS RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot in the enclosed return envelope provided. If you received a return envelope addressed to your Nominee (or otherwise received instructions to vote from your Nominee), please allow sufficient time for your Nominee to incorporate your vote on a master ballot to be returned to the Voting Agent. If the Voting Agent does not actually receive your Ballot or the master ballot reflecting your vote (as applicable) by the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a vote is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court.
6. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service (or otherwise follow the instructions of your Nominee). In all cases, holders should allow sufficient time to assure timely delivery.
7. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
8. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of TruPS Claims should not surrender certificates or instruments representing or evidencing their TruPS Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

10. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
13. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
14. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE RETURN YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

Exhibit A

If you received a return envelope addressed to your Nominee, your Nominee may have checked a box below to indicate the Plan Class and CUSIP to which this Individual Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Individual Ballot:

Class []		
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]

EXHIBIT 1(e)

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

MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN
OF REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH
ANNUITY & LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 4 – SHI TruPS CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

THIS MASTER BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN
ENVELOPE THAT IS ADDRESSED TO PRIME CLERK, LLC (THE “VOTING
AGENT”). YOU MAY RETURN THIS MASTER BALLOT BY ONE OF THE
FOLLOWING RETURN METHODS: (I) IN THE ENCLOSED ENVELOPE, (II) FIRST
CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO SCOTTISH
HOLDINGS BALLOT PROCESSING C/O PRIME CLERK, LLC 830 3RD AVENUE,
3RD FLOOR NEW YORK, NY 10022, OR (III) VIA EMAIL TO
SCOTTISHBALLOTS@PRIMECLERK.COM. THIS MASTER BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING AGENT ON OR BEFORE JUNE 22, 2018
AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).

THIS MASTER BALLOT IS TO BE USED BY THE RESPECTIVE RECORD
HOLDERS (THE “MASTER BALLOT AGENT”) TO VOTE AS AGENT OR NOMINEE
FOR THE BENEFICIAL HOLDERS OF INTERESTS IN CLAIMS (THE “TruPS
HOLDERS”) AGAINST THE DEBTORS WHOSE CLAIMS AROSE FROM
OWNERSHIP OF THE TRUST PREFERRED SECURITIES OF SCOTTISH HOLDERS,
INC. STATUTORY TRUST I, SCOTTISH HOLDINGS, INC. STATUTORY TRUST II,

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.

GPIC HOLDINGS INC. STATUTORY TRUST, SCOTTISH HOLDINGS, INC. STATUTORY TRUST III, AND SFL STATUTORY TRUST I (THE “TruPS CLAIMS”) AND/OR ANY BANK, BROKER, DEALER, OTHER FINANCIAL INSTITUTION OR OTHER ENTITY THROUGH WHICH THE TruPS HOLDERS HOLD THE TruPS.

PLEASE RETURN THIS MASTER BALLOT TO THE VOTING AGENT IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE. DO NOT RETURN THIS MASTER BALLOT TO THE INDENTURE TRUSTEE OR INSTITUTIONAL TRUSTEE OF ANY OF THE TRUSTS.

IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Master Ballot to you because their records indicate that you are a collateral manager for holders of a Class 4 – SHI TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote as agent or nominee for the TruPS Holders to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

The TruPS Holders’ rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Master Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ___] (the “Disclosure Statement Order”), as the case may be.

<http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Master Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Master Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Master Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of Class 4 Claims.

If the Voting Agent does not actually receive your Master Ballot on or before the Voting Deadline, which is [____], 2018 at 4:00 p.m. (ET) and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF THE DEBTORS OR THE VOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE TruPS HOLDERS WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HEREWITH.

Item 1. Certification of Authority to Vote.

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

- is a Nominee for the beneficial holders in the principal amount of Class 4 – SHI TruPS Claims listed in Item 2 below and is the registered holder of such Class 4 – SHI TruPS Claims;
- is acting under a power of attorney and/or agency (a copy of which must be provided upon request) granted by a Nominee that is the registered holder of Class 4 – SHI TruPS Claims in the principal amount listed in Item 2 below; or
- has been granted a proxy (an original of which is annexed hereto) from a Nominee or a beneficial holder that is the registered holder of the principal amount of Class 4 – SHI TruPS Claims listed in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial holders of the Class 4 – SHI TruPS Claims listed in Item 2 below.

Item 2. Votes on the Plan and Beneficial Owner Information.

The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of TruPS Claims, as identified by their respective account numbers, that have delivered duly completed Individual Ballots (or otherwise submitted its vote in accordance with the Nominee’s instructions) to the undersigned voting to accept or reject the Plan.

(Please complete the information requested below. Attach additional sheets if necessary.)

Customer Account Number (for <u>each holder</u> of TruPS Claims)	Item 2 of Individual Ballot. Vote on Plan (indicate Principal Amount of TruPS Claims Voted below):		Item 3 of Individual Ballot. Place a check below if holder checked the box in Item 3 of the Individual Ballot to not grant the Releases.
	To Accept the Plan	To Reject the Plan	
1.			<input type="checkbox"/>
2.			<input type="checkbox"/>
3.			<input type="checkbox"/>
4.			<input type="checkbox"/>
5.			<input type="checkbox"/>
6.			<input type="checkbox"/>
7.			<input type="checkbox"/>
8.			<input type="checkbox"/>
9.			<input type="checkbox"/>
TOTALS:			

To be counted, a holder of TruPS Claims (or authorized signatory for a TruPS Holder) must vote all of its TruPS Claims either to accept or reject the Plan. No split votes will be permitted.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that the undersigned is an authorized signatory for the TruPS Holders of the Class 4 Claim(s) being voted;
2. that each beneficial owner whose votes are being transmitted by this Master

Ballot has received a copy of the Disclosure Statement, the Plan and the Solicitation Package, as well as notice of the hearing to consider confirmation of the Plan; and

3. that the Individual Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Voting Deadline.

Item 4. Registered Owner.

The undersigned certifies that it is the registered owner in its own name or through a position held at a securities depository of the TruPS Claims identified in Item 2 above.

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____

(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT PROMPTLY BY ONE OF THE FOLLOWING RETURN METHODS: (I) IN THE ENCLOSED ENVELOPE, (II) FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO SCOTTISH HOLDINGS BALLOT PROCESSING C/O PRIME CLERK, LLC 830 3RD AVENUE, 3RD FLOOR NEW YORK, NY 10022, OR (III) VIA EMAIL TO SCOTTISHBALLOTS@PRIMECLERK.COM. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot in the enclosed return envelope or by mail, overnight courier, personal delivery or e-mail to the Voting Agent at the following addresses:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

scottishballots@primeclerk.com

Master Ballots must be actually received by the Voting Agent by June 22, 2018 at 4:00 p.m. (EDT) (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. Master Ballots should **not** be mailed to the Indenture Trustee or the Institutional Trustee.

2. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Proposed Plan. Holders of TruPS Claims should not surrender certificates representing their TruPS Claims at this time, and neither the Debtor nor the Voting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.
3. With respect to any Individual Ballots returned to you by a beneficial owner, you must complete a Master Ballot, return it to the Voting Agent and retain such Individual Ballots for inspection for a period of one year following the Voting Deadline.
4. If, in addition to acting as broker, bank, dealer or agent or other nominee, you also are a beneficial owner of TruPS Claims and you wish to vote such TruPS Claims beneficially held by you, you may add your vote to the attached Master Ballot.
5. Multiple Master Ballots may be completed and delivered to the Voting Agent to the extent there is insufficient space on the Master Ballot to record the voting instructions given by those TruPS Holders, and the votes reflected by such multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot actually received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Additional Vote” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
6. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for

each individual beneficial owner of TruPS Claims on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different beneficial owner.

7. Please note that each beneficial owner must vote the entire amount of its TruPS Claims either to accept or reject the Plan. A beneficial owner may not split its vote and, accordingly, an Individual Ballot received from a beneficial owner that attempts to partially reject and partially accept the Plan will not be counted. Further, for purposes of computing the Master Ballot vote, each voting beneficial owner should be deemed to have voted the full amount of its TruPS Claims according to your records or such lesser amount identified by the beneficial holder on its Individual Ballot. Any executed Individual Ballot that does not indicate an acceptance or rejection of the Plan should not be counted on the Master Ballot as having been cast
8. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for reasonable customary mailing and handling expenses incurred by you in forwarding Individual Ballots and accompanying solicitation packages to your client.
9. This Master Ballot does not constitute and shall not be deemed a proof of Claim or equity interest or an assertion of a Claim or equity interest.
10. If you believe you have received the wrong Master Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE SUBMIT YOUR MASTER BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

Exhibit A

Please check one (1) box below to indicate the Plan Class and CUSIP to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

Class []		
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]

EXHIBIT 1(f)

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

MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN
OF REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH
ANNUITY & LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 6 – SALIC TruPS CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

THIS MASTER BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN
ENVELOPE THAT IS ADDRESSED TO PRIME CLERK, LLC (THE “VOTING
AGENT”). YOU MAY RETURN THIS MASTER BALLOT BY ONE OF THE
FOLLOWING RETURN METHODS: (I) IN THE ENCLOSED ENVELOPE, (II) FIRST
CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO SCOTTISH
HOLDINGS BALLOT PROCESSING C/O PRIME CLERK, LLC 830 3RD AVENUE,
3RD FLOOR NEW YORK, NY 10022, OR (III) VIA EMAIL TO
SCOTTISHBALLOTS@PRIMECLERK.COM. THIS MASTER BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING AGENT ON OR BEFORE JUNE 22, 2018
AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).

THIS MASTER BALLOT IS TO BE USED BY THE RESPECTIVE RECORD
HOLDERS (THE “MASTER BALLOT AGENT”) TO VOTE AS AGENT OR NOMINEE
FOR THE BENEFICIAL HOLDERS OF INTERESTS IN CLAIMS (THE “TruPS
HOLDERS”) AGAINST THE DEBTORS WHOSE CLAIMS AROSE FROM
OWNERSHIP OF THE TRUST PREFERRED SECURITIES OF SCOTTISH HOLDERS,
INC. STATUTORY TRUST I, SCOTTISH HOLDINGS, INC. STATUTORY TRUST II,

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.

GPIC HOLDINGS INC. STATUTORY TRUST, SCOTTISH HOLDINGS, INC. STATUTORY TRUST III, AND SFL STATUTORY TRUST I (THE “TruPS CLAIMS”) AND/OR ANY BANK, BROKER, DEALER, OTHER FINANCIAL INSTITUTION OR OTHER ENTITY THROUGH WHICH THE TruPS HOLDERS HOLD THE TruPS.

PLEASE RETURN THIS MASTER BALLOT TO THE VOTING AGENT IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE. DO NOT RETURN THIS MASTER BALLOT TO THE INDENTURE TRUSTEE OR INSTITUTIONAL TRUSTEE OF ANY OF THE TRUSTS.

IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE BINDING ON YOU WHETHER OR NOT YOU VOTE.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Master Ballot to you because their records indicate that you are a collateral manager for holders of a Class 6 – SALIC TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote as agent or nominee for the TruPS Holders to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

The TruPS Holders’ rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Master Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

<http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Master Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Master Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Master Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of Class 6 Claims.

If the Voting Agent does not actually receive your Master Ballot on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF THE DEBTORS OR THE VOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE TruPS HOLDERS WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HEREWITH.

Item 1. Certification of Authority to Vote.

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

- is a Nominee for the beneficial holders in the principal amount of Class 6 – SALIC TruPS Claims listed in Item 2 below and is the registered holder of such Class 6 – SALIC TruPS Claims;
- is acting under a power of attorney and/or agency (a copy of which must be provided upon request) granted by a Nominee that is the registered holder of Class 6 – SALIC TruPS Claims in the principal amount listed in Item 2 below; or
- has been granted a proxy (an original of which is annexed hereto) from a Nominee or a beneficial holder that is the registered holder of the principal amount of Class 6 – SALIC TruPS Claims listed in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial holders of the Class 6 – SALIC TruPS Claims listed in Item 2 below.

Item 2. Votes on the Plan and Beneficial Owner Information.

The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of TruPS Claims, as identified by their respective account numbers, that have delivered duly completed Individual Ballots (or otherwise submitted its vote in accordance with the Nominee’s instructions) to the undersigned voting to accept or reject the Plan.

(Please complete the information requested below. Attach additional sheets if necessary.)

Customer Account Number (for <u>each holder</u> of TruPS Claims)	Item 2 of Individual Ballot. Vote on Plan (indicate Principal Amount of TruPS Claims Voted below):		Item 3 of Individual Ballot. Place a check below if holder checked the box in Item 3 of the Individual Ballot to not grant the Releases.
	To Accept the Plan	To Reject the Plan	
1.			<input type="checkbox"/>
2.			<input type="checkbox"/>
3.			<input type="checkbox"/>
4.			<input type="checkbox"/>
5.			<input type="checkbox"/>
6.			<input type="checkbox"/>
7.			<input type="checkbox"/>
8.			<input type="checkbox"/>
9.			<input type="checkbox"/>
TOTALS:			

To be counted, a holder of TruPS Claims (or authorized signatory for a TruPS Holder) must vote all of its TruPS Claims either to accept or reject the Plan. No split votes will be permitted.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. That the undersigned is an authorized signatory for the TruPS Holders of the Class 6 Claim(s) being voted;
2. that each beneficial owner whose votes are being transmitted by this Master Ballot has received a copy of the Disclosure Statement, the Plan and the

Solicitation Package, as well as notice of the hearing to consider confirmation of the Plan; and

3. that the Individual Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Voting Deadline.

Item 4. Registered Owner.

The undersigned certifies that it is the registered owner in its own name or through a position held at a securities depository of the TruPS Claims identified in Item 2 above.

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____

(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE MASTER BALLOT AND RETURN IT PROMPTLY BY ONE OF THE FOLLOWING RETURN METHODS: (I) IN THE ENCLOSED ENVELOPE, (II) FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO SCOTTISH HOLDINGS BALLOT PROCESSING C/O PRIME CLERK, LLC 830 3RD AVENUE, 3RD FLOOR NEW YORK, NY 10022, OR (III) VIA EMAIL TO SCOTTISHBALLOTS@PRIMECLERK.COM. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot in the enclosed return envelope or by mail, overnight courier, personal delivery or e-mail to the Voting Agent at the following addresses:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

scottishballots@primeclerk.com

- Master Ballots must be actually received by the Voting Agent by June 22, 2018 at 4:00 p.m. (EDT) (the “Voting Deadline”).** If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. Master Ballots should **not** be mailed to the Indenture Trustee or the Institutional Trustee.
2. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Proposed Plan. Holders of TruPS Claims should not surrender certificates representing their TruPS Claims at this time, and neither the Debtor nor the Voting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.
 3. With respect to any Individual Ballots returned to you by a beneficial owner, you must complete a Master Ballot, return it to the Voting Agent and retain such Individual Ballots for inspection for a period of one year following the Voting Deadline.
 4. If, in addition to acting as broker, bank, dealer or agent or other nominee, you also are a beneficial owner of TruPS Claims and you wish to vote such TruPS Claims beneficially held by you, you may add your vote to the attached Master Ballot.
 5. Multiple Master Ballots may be completed and delivered to the Voting Agent to the extent there is insufficient space on the Master Ballot to record the voting instructions given by those TruPS Holders, and the votes reflected by such multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot actually received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Additional Vote” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
 6. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for

each individual beneficial owner of TruPS Claims on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different beneficial owner.

7. Please note that each beneficial owner must vote the entire amount of its TruPS Claims either to accept or reject the Plan. A beneficial owner may not split its vote and, accordingly, an Individual Ballot received from a beneficial owner that attempts to partially reject and partially accept the Plan will not be counted. Further, for purposes of computing the Master Ballot vote, each voting beneficial owner should be deemed to have voted the full amount of its TruPS Claims according to your records or such lesser amount identified by the beneficial holder on its Individual Ballot. Any executed Individual Ballot that does not indicate an acceptance or rejection of the Plan should not be counted on the Master Ballot as having been cast
8. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for reasonable customary mailing and handling expenses incurred by you in forwarding Individual Ballots and accompanying solicitation packages to your client.
9. This Master Ballot does not constitute and shall not be deemed a proof of Claim or equity interest or an assertion of a Claim or equity interest.
10. If you believe you have received the wrong Master Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE SUBMIT YOUR MASTER BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE
VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE
AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT
SCOTTISHBALLOTS@PRIMECLERK.COM.

Exhibit A

Please check one (1) box below to indicate the Plan Class and CUSIP to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

Class []		
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]
<input type="checkbox"/>	[SECURITY DESCRIPTION]	[CUSIP]

EXHIBIT 1(g)

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

BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH ANNUITY &
LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]

CLASS 4 – SHI TruPS CLAIMS *held by Scottish Re Group Limited*

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.

THIS BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN ENVELOPE
THAT IS ADDRESSED TO PRIME CLERK, LLC (THE “VOTING AGENT”). THIS
BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE JUNE 22, 2018 AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).

IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE
DEBTORS MAY REJECT YOUR BALLOT AS INVALID.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE
BINDING ON YOU WHETHER OR NOT YOU VOTE.

If no holder of a Claim eligible to vote in Class 4 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 4 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

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.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 4 – SHI TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots>; or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive your Ballot on or before the Voting

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

Deadline, which is **June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned is the holder of a Class 4 Claim in the following aggregate unpaid amount (insert amount in box below):

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of the Class 4 Claim set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of Class 4 Claims must vote all of its Class 4 Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 4 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 4.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Check the box: <input type="checkbox"/> I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 4 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 4 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 4 Claims;
4. that no other Ballots with respect to the amount of the Class 4 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned's Class 4 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE OR VIA AN APPROVED METHOD OF RETURN INDICATED BELOW. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS JUNE 22, 2018 AT 4:00 P.M. ET.

Via first-class mail, overnight courier, or hand-delivery to:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

OR

Via the Voting Agent's online balloting portal:

Visit <https://cases.primeclerk.com/scottishballots>, click on "Submit E-Ballot" and follow the instructions indicated.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Voting Agent's online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who submit an electronic Ballot using the Voting Agent's online balloting portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot (i) using the enclosed pre-addressed envelope, (ii) via first class mail overnight courier, or hand delivery to: Scottish Holdings Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or (iii) via the Voting Agent's online balloting portal. If the Voting Agent does not actually receive your Ballot on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed Ballot; *provided, however*, that a Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight delivery service, hand delivery service, or the online voting portal. In all cases, holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or

instruments surrendered together with a Ballot.

8. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE RETURN YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347) 897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT SCOTTISHBALLOTS@PRIMECLERK.COM.

EXHIBIT 1(h)

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

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF SCOTTISH HOLDINGS, INC., AND SCOTTISH ANNUITY &
LIFE INSURANCE COMPANY (CAYMAN) LTD. [D.I. 213]**

CLASS 6 – SALIC TruPS CLAIMS *held by Scottish Re Group Limited*

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT.**

**THIS BALLOT IS ACCOMPANIED BY A POSTAGE PRE-PAID RETURN ENVELOPE
THAT IS ADDRESSED TO PRIME CLERK, LLC (THE “VOTING AGENT”). THIS
BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT ON OR
BEFORE JUNE 22, 2018 AT 4:00 P.M. (ET) (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED BY THE VOTING DEADLINE, THE
DEBTORS MAY REJECT YOUR BALLOT AS INVALID.**

**IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT, IT WILL BE
BINDING ON YOU WHETHER OR NOT YOU VOTE.**

If no holder of a Claim eligible to vote in Class 6 timely votes to accept or reject the Plan, then the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class. If you do not wish such a presumption with respect to Class 6 to become effective, you should timely submit the ballot accepting or rejecting the Plan for such Class.

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.

Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd., as debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases have sent this Ballot to you because their records indicate that you are a holder of a Class 6 – SALIC TruPS Claim as of the Voting Record Date (May 23, 2018) and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* [D.I. 213] (as may be amended, modified or supplemented from time to time and including all exhibits thereto, the “Plan”).²

Your rights are described in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* and all exhibits related thereto [D.I. 214] (as may be amended, modified or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may obtain such materials free of charge Clerk by (a) accessing the Debtor’s restructuring website at www.scottishre.com/chapter11info or <https://cases.primeclerk.com/scottishballots> or (b) contacting the Voting Agent via telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com. You may also obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at <http://www.deb.uscourts.gov/>. The Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or an assertion or admission of a Claim. If you believe you have received this Ballot in error, please contact the Voting Agent at the address or telephone number set forth above.

You should carefully and thoroughly review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 6 under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Voting Agent does not actually receive your Ballot on or before the Voting

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the 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 Forms Of Ballots; (V) Approving Form, Manner And Sufficiency Of Notice Of Confirmation Hearing And Related Deadlines; And (VI) Granting Related Relief [D.I. ____] (the “Disclosure Statement Order”), as the case may be.

Deadline, which is **June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned is the holder of a Class 6 Claim in the following aggregate unpaid amount (insert amount in box below):

Amount of Claim: \$ _____

Item 2. Vote on Plan.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

The holder of the Class 6 Claim set forth in Item 1 votes to (please check one):

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
---	---

To be counted, a holder of Class 6 Claims must vote all of its Class 6 Claims either to accept or reject the Plan. No split votes will be permitted.

If no holder of Class 6 Claims eligible to vote to accept or reject the Plan votes on the Plan, the Debtors intend to seek a determination at the Confirmation Hearing that the Plan is deemed accepted by Class 6.

Item 3. Releases.

If you do not check the box below, you are consenting to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Check the box: <input type="checkbox"/> I do not wish to grant the “Releases by Holders of Claims and Interests” set forth in Article X, Section 10.3 of the Plan.

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the undersigned is the holder of the Class 6 Claim(s) being voted; or (b) the undersigned is an authorized signatory for an entity that is holder of the Class 6 Claim(s) being voted;
2. that the undersigned has received a copy of the Disclosure Statement, the Plan and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the undersigned has cast the same vote with respect to all Class 6 Claims;
4. that no other Ballots with respect to the amount of the Class 6 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the undersigned acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such undersigned's Class 6 Claim(s);
6. that the undersigned understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the undersigned acknowledges and understands that (a) if no holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Debtors will seek a determination at the Confirmation Hearing that the Plan is deemed accepted by such Class; and (b) any Class of Claims that does not have a holder of an Allowed Claim or a Claim provisionally allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to sections 1129(a)(8) and 1129(a)(10) of the Bankruptcy Code; and
8. that the undersigned acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

(Please print or type)

Social Security Number or
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than holder)³

Title: _____

Address: _____

Email Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE OR VIA AN APPROVED METHOD OR RETURN INDICATED BELOW. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS June 22, 2018 AT 4:00 P.M. ET.

Via first-class mail, overnight courier, or hand-delivery to:

**Scottish Holdings Ballot Processing
c/o Prime Clerk, LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

OR

Via the Voting Agent's online balloting portal:

Visit <https://cases.primeclerk.com/scottishballots>, click on "Submit E-Ballot" and follow the instructions indicated.

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Voting Agent's online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who submit an electronic Ballot using the Voting Agent's online balloting portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot (i) using the enclosed pre-addressed envelope, (ii) via first class mail overnight courier, or hand delivery to: Scottish Holdings Ballot Processing, c/o Prime Clerk, LLC, 830 3rd Avenue, 3rd Floor, New York, NY 10022, or (iii) via the Voting Agent's online balloting portal. If the Voting Agent does not actually receive your Ballot on or before the Voting Deadline, **which is June 22, 2018 at 4:00 p.m. (ET)** and if the Voting Deadline is not extended, your vote will not count. Your completed Ballot must be received by the Voting Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. A Ballot that partially rejects and partially accepts the Plan will be not counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as otherwise ordered by the Court. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the originally executed Ballot; *provided, however*, that a Ballot submitted via the Voting Agent's online balloting portal shall be deemed to contain an original signature. Instead of effecting delivery by mail, it is recommended, though not required, that holders use an overnight delivery service, hand delivery service, or the online voting portal. In all cases, holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Voting Agent by facsimile, e-mail or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent) or the Debtors' legal advisors and if so sent will not be counted.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received will supersede and revoke any earlier received Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims and neither the Debtors nor the Voting Agent will accept delivery of any such certificates or

instruments surrendered together with a Ballot.

8. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting Agent, the Debtors or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot cast by an undersigned that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Voting Agent immediately by telephone at (347) 897-3820 or (877) 851-3566 (toll-free) or email at scottishballots@primeclerk.com.

PLEASE RETURN YOUR BALLOT PROMPTLY

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY TELEPHONE AT: (347)
897-3820 OR (877) 851-3566 (toll-free) OR EMAIL AT
SCOTTISHBALLOTS@PRIMECLERK.COM

EXHIBIT 2

**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

Hearing Date: June 28, 2018 at 10:00 a.m.
Objections Due: June 22, 2018 at 4:00 p.m.

**NOTICE OF (I) DEADLINE FOR CASTING VOTES TO ACCEPT OR
REJECT THE DEBTORS' JOINT CHAPTER 11 PLAN, (II) HEARING
TO CONSIDER CONFIRMATION OF THE DEBTORS' JOINT
CHAPTER 11 PLAN OF REORGANIZATION OF SCOTTISH
HOLDINGS, INC., AND SCOTTISH ANNUITY & LIFE INSURANCE
COMPANY (CAYMAN) LTD. AND (III) CERTAIN RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 18, 2018, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)² filed the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* (D.I. 213) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Plan”), and a related disclosure statement (D.I. 214) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Disclosure Statement”) under section 1125 of the Bankruptcy Code.
2. Pursuant to an Order dated _____, 2018 (D.I. ___) (the “Disclosure Statement Order”), the Bankruptcy Court approved the Disclosure Statement as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code.
3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, United States Bankruptcy Court, District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, on **June 28, 2018 at 10:00 a.m. (ET)**.

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 shall have the meaning ascribed to them in the Plan.

4. Objections to confirmation of the Plan, if any, must: (i) be in writing; (ii) state the name and address of the objecting party and the nature of the Claim or Equity Interest of such party; (iii) state with particularity the basis and nature of any objections to confirmation of the Plan; and (iv) be filed with the Court and served on: (i) the Debtors, 14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277 (Attn: Gregg Klingenberg) (ii) co-counsel to the Debtors, (a) Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022 (Attn: Peter Ivanick) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Eric D. Schwartz, Gregory W. Werkheiser, and Matthew B. Harvey); (iii) counsel to the Committee, (a) Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 Market Street, P.O. Box 1709, Wilmington, DE 19899-1709 (Attn: David M. Fournier and John H. Schanne II), and (b) Pepper Hamilton LLP, The New York Times Building, 37th Floor, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: H. Peter Haveles, Jr.); and (iv) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Timothy J. Fox, Jr.), so that they are received no later than **4:00 p.m. (ET), on June 22, 2018**. The Debtors reserve the right to file a consolidated reply to any such objection no later than June 26, 2018 at 11:00 a.m. (ET).

5. Pursuant to the Disclosure Statement Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Plan and certain procedures for the tabulation of votes to accept or reject the Plan. If you are a holder of a Claim against any of the Debtors as of May 23, 2018 (the "Record Date"), in the Voting Class, you have received a ballot form (a "Ballot") and instructions for completing the Ballot with this Notice.

6. For a vote to accept or reject the Plan to be counted, a Record Holder of an Allowed Claim in the Voting Class or the Master Ballot Agent of a Voting Class must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to Prime Clerk, LLC (the "Voting Agent") at the address indicated on the Ballot so that it is received by **June 22, 2018, at 4:00 p.m.** (the "Voting Deadline"). Any failure to follow the instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify such Ballot and vote on the Plan. The rules and procedures for the Tabulation of the votes are outlined in the Disclosure Statement Order.

7. If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Rules (as defined in the Disclosure Statement Order), such entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the undersigned counsel to the Debtors so that it is received no later than **4:00 p.m. (ET), on June 18, 2018**. The Debtors shall have until June 26, 2018 at 11:00 a.m. (ET) to file and serve any responses to such motions. Unless the Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Rules.

8. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought and may enter an order confirming the Plan.

9. Copies of the Plan and the Disclosure Statement are available for review without charge on a web page maintained by the Debtors for restructuring information at <http://www.scottishre.com/chapter11info>.

Dated: May __, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/

Eric D. Schwartz (No. 3134)
Gregory W. Werkheiser (No. 3553)
Matthew B. Harvey (No. 5186)
Paige N. Topper (No. 6470)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
eschwartz@mnat.com
gwerkheiser@mnat.com
mharvey@mnat.com
ptopper@mnat.com

- and -

Peter Ivanick
Lynn W. Holbert
John D. Beck
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
peter.ivanick@hoganlovells.com
lynn.holbert@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtors and Debtors in Possession

Exhibit 3-1

**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

Hearing Date:

June 28, 2018 at 10:00 a.m. (ET)

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED
CLASSES DEEMED TO ACCEPT THE DEBTORS' JOINT PLAN**

PLEASE TAKE NOTICE THAT on April 18, 2018, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)² filed the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* (D.I. 213) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Plan”), and the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* (D.I. 214) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). By order entered on _____, 2018 (the “Disclosure Statement Order”), the Bankruptcy Court approved the adequacy of the information contained in the Disclosure Statement, along with certain procedures to be used in connection with solicitation of votes on the Plan.

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED, THEREFORE, PURSUANT TO BANKRUPTCY CODE SECTION 1126(f), YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held at **10:00 a.m. (prevailing Eastern time) on June 28, 2018**, before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801-4908. The Confirmation Hearing may be adjourned from time to time

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 shall have the meaning ascribed to them in the Plan.

without further notice except for the announcement of the adjournment date made at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties. **ANY PARTY IN INTEREST OBJECTING TO THE PLAN MUST SERVE AND FILE A WRITTEN OBJECTION (A “CONFIRMATION OBJECTION”) TO CONFIRMATION OF THE PLAN NO LATER THAN 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2018 (THE “OBJECTION DEADLINE”).** Confirmation Objections must be written, filed and served in accordance with the instructions contained in the Disclosure Statement Order. Confirmation Objections must be served on (i) the Debtors, 14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277 (Attn: Gregg Klingenberg) (ii) co-counsel to the Debtors, (a) Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022 (Attn: Peter Ivanick) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Eric D. Schwartz, Gregory W. Werkheiser, and Matthew B. Harvey); (iii) counsel to the Committee, (a) Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 Market Street, P.O. Box 1709, Wilmington, DE 19899-1709 (Attn: David M. Fournier and John H. Schanne II), and (b) Pepper Hamilton LLP, The New York Times Building, 37th Floor, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: H. Peter Haveles, Jr.); and (iv) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Timothy J. Fox, Jr.). The Debtors reserve the right to file a consolidated reply to any such objection no later than June 26, 2018 at 11:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that if you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a “Rule 3018 Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018 Motions must be filed on or before June 18, 2018, at 4:00 p.m. (prevailing Eastern time) (the “Rule 3018 Motion Deadline”). Rule 3018 Motions must (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (iii) set forth the name of the party asserting the Rule 3018 Motion, (iv) state with particularity the legal and factual bases for the Rule 3018 Motion, and (v) be filed with the Bankruptcy Court and served on the Debtors no later than the Rule 3018 Motion Deadline. Any issues raised by a Rule 3018 Motion that are not resolved between the Debtors and the claim holder will be considered at the Confirmation Hearing. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court, or as otherwise agreed to by the Debtors and the claim holder, for voting purposes. Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

Any party in interest wishing to view the Plan, Disclosure Statement, or the Disclosure Statement Approval Order may view such documents at a web page maintained by the Debtors for restructuring information at <http://www.scottishre.com/chapter11info>.

Dated: May __, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/

Eric D. Schwartz (No. 3134)
Gregory W. Werkheiser (No. 3553)
Matthew B. Harvey (No. 5186)
Paige N. Topper (No. 6470)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
eschwartz@mnat.com
gwerkheiser@mnat.com
mharvey@mnat.com
ptopper@mnat.com

- and -

Peter Ivanick
Lynn W. Holbert
John D. Beck
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
peter.ivanick@hoganlovells.com
lynn.holbert@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtors and Debtors in Possession

Exhibit 3-2

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

Hearing Date:

June 28, 2018 at 10:00 a.m. (ET)

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO IMPAIRED
CLASSES DEEMED TO REJECT THE DEBTORS' JOINT PLAN**

PLEASE TAKE NOTICE THAT on April 18, 2018, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)² filed the *Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* (D.I. 213) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Plan”), and the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Scottish Holdings, Inc., and Scottish Annuity & Life Insurance Company (Cayman) Ltd.* (D.I. 214) (as it may be amended, modified or supplemented from time to time and together with all exhibits, schedules and supplements thereto, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). By order entered on _____, 2018 (the “Disclosure Statement Order”), the Bankruptcy Court approved the adequacy of the information contained in the Disclosure Statement, along with certain procedures to be used in connection with solicitation of votes on the Plan.

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE IMPAIRED, THEREFORE, PURSUANT TO BANKRUPTCY CODE SECTION 1126(g), YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held at **10:00 a.m. (prevailing Eastern time) on June 28, 2018**, before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801-4908. The Confirmation Hearing may be adjourned from time to time

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 shall have the meaning ascribed to them in the Plan.

without further notice except for the announcement of the adjournment date made at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties. **ANY PARTY IN INTEREST OBJECTING TO THE PLAN MUST SERVE AND FILE A WRITTEN OBJECTION (A “CONFIRMATION OBJECTION”) TO CONFIRMATION OF THE PLAN NO LATER THAN 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2018 (THE “OBJECTION DEADLINE”).** Confirmation Objections must be written, filed and served in accordance with the instructions contained in the Disclosure Statement Order. Confirmation Objections must be served on (i) the Debtors, 14120 Ballantyne Corporate Place, Suite 300, Charlotte, NC 28277 (Attn: Gregg Klingenberg) (ii) co-counsel to the Debtors, (a) Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022 (Attn: Peter Ivanick) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Eric D. Schwartz, Gregory W. Werkheiser, and Matthew B. Harvey); (iii) counsel to the Committee, (a) Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 Market Street, P.O. Box 1709, Wilmington, DE 19899-1709 (Attn: David M. Fournier and John H. Schanne II), and (b) Pepper Hamilton LLP, The New York Times Building, 37th Floor, 620 Eighth Avenue, New York, New York 10018-1405 (Attn: H. Peter Haveles, Jr.); and (iv) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Timothy J. Fox, Jr.). The Debtors reserve the right to file a consolidated reply to any such objection no later than June 26, 2018 at 11:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that if you disagree with the Debtors’ classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a “Rule 3018 Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018 Motions must be filed on or before June 18, 2018, at 4:00 p.m. (prevailing Eastern time) (the “Rule 3018 Motion Deadline”). Rule 3018 Motions must (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (iii) set forth the name of the party asserting the Rule 3018 Motion, (iv) state with particularity the legal and factual bases for the Rule 3018 Motion, and (v) be filed with the Bankruptcy Court and served on the Debtors no later than the Rule 3018 Motion Deadline. Any issues raised by a Rule 3018 Motion that are not resolved between the Debtors and the claim holder will be considered at the Confirmation Hearing. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Bankruptcy Court, or as otherwise agreed to by the Debtors and the claim holder, for voting purposes. Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

Any party in interest wishing to view the Plan, Disclosure Statement, or the Disclosure Statement Approval Order may view such documents at a web page maintained by the Debtors for restructuring information at <http://www.scottishhre.com/chapter11info>.

Dated: May __, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/

Eric D. Schwartz (No. 3134)
Gregory W. Werkheiser (No. 3553)
Matthew B. Harvey (No. 5186)
Paige N. Topper (No. 6470)
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
eschwartz@mnat.com
gwerkheiser@mnat.com
mharvey@mnat.com
ptopper@mnat.com

- and -

Peter Ivanick
Lynn W. Holbert
John D. Beck
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
peter.ivanick@hoganlovells.com
lynn.holbert@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtors and Debtors in Possession

File a Motion:18-10160-LSS Scottish Holdings, Inc.

Type: bk	Chapter: 11 v	Office: 1 (Delaware)
Assets: y	Judge: LSS	Case Flag: LEAD, MEGA, SealedDoc(s)

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Gregory W. Werkheiser entered on 5/4/2018 at 7:30 PM EDT and filed on 5/4/2018

Case Name: Scottish Holdings, Inc.**Case Number:** 18-10160-LSS**Document Number:** 242**Docket Text:**

Motion to Approve *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* (related document(s)[213], [214]) Filed by Scottish Holdings, Inc.. Hearing scheduled for 5/23/2018 at 10:00 AM at US Bankruptcy Court, 824 Market St., 6th Fl., Courtroom #2, Wilmington, Delaware. Objections due by 5/16/2018. (Attachments: # (1) Notice # (2) Exhibit A (Proposed Order with attached Exhibits)) (Werkheiser, Gregory)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**X:\50414-0002 Scottish\050418 Solicitation Motion.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=5/4/2018] [FileNumber=15152844-0]
[1616f8279f059b116546346d266cb096a8eba5c0fb0a5a8ef498ce9beaa4c459c079
0e91ac0700afac448fb9333be1f28aef5cbb1724e50260b4d57e01b0384a]]

Document description:Notice**Original filename:**X:\50414-0002 Scottish\050418 Solicitation Motion NOTICE.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=5/4/2018] [FileNumber=15152844-1]
[62cd6ed80cd182f9f50f0fd1614777b77bfcbbcbfc521b016d50fd3c1f14024f675c6
02443952c2495f11c99f6604774ddf67027b8f36b7a01bb3e6ddaec15035]]

Document description:Exhibit A (Proposed Order with attached Exhibits)**Original filename:**X:\50414-0002 Scottish\050418 Solicitation Motion EXH-A (Prop Order with attached Exhibit).pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=5/4/2018] [FileNumber=15152844-2]
[18af2791630fb69e6f8b9d91fe54067db5d88ef873b562f5870865a6cd31f6b47d34
45fe45684580bdea9dee231267f2ec4ff0a4acb5711f447ec3248b5cbc98]]

18-10160-LSS Notice will be electronically mailed to:

Colin M. Bernardino on behalf of Interested Party Wilmington Trust Company
cbernardino@kilpatricktownsend.com,
mwilliams@kilpatricktownsend.com;sagreen@kilpatricktownsend.com;gfinizio@kilpatricktownsend.com

Kimberly S Cohen on behalf of Creditor U.S. Bank National Association, as Trustee
kcohen@goodwin.com

David M. Fournier on behalf of Creditor Committee OFFICIAL COMMITTEE OF UNSECURED CREDITORS
fournierd@pepperlaw.com,
wlbank@pepperlaw.com,fournierd@ecf.inforuptcy.com,wlbank@ecf.inforuptcy.com,smithda@pepperlaw.com,moliform@pepperlaw.com

Timothy Jay Fox, Jr. on behalf of U.S. Trustee U.S. Trustee
timothy.fox@usdoj.gov

Matthew B. Harvey on behalf of Debtor Scottish Holdings, Inc.
mharvey@mnat.com,aconway@mnat.com;rfusco@mnat.com;mdecarli@mnat.com