

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re SCOTTISH RE GROUP
SECURITIES LITIGATION

X
: Master File No. 06-cv-5853 (SAS)
:
X

PROOF OF CLAIM AND RELEASE

POSTMARK DEADLINE FOR SUBMISSION: JANUARY 24, 2009

GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of (1) Pendency and Proposed Settlement of Class Action and (2) Hearing on Proposed Settlement (the "Notice") that accompanies this Proof of Claim and Release form ("Proof of Claim and Release" or "Claim Form") and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation describe the proposed Settlement that will resolve this Action, how the Class Members are affected by the Settlement, and the manner in which the Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting the Proof of Claim and Release, you will be certifying that you have read and that you understand the Notice.

2. TO PARTICIPATE IN THE SETTLEMENT, YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM, BY FIRST-CLASS MAIL (OR ITS EQUIVALENT OUTSIDE OF THE U.S.) POSTAGE PREPAID, POSTMARKED ON OR BEFORE **JANUARY 24, 2009**, ADDRESSED TO:

**IN RE SCOTTISH RE GROUP SECURITIES LITIGATION
CLAIMS ADMINISTRATOR
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8042**

3. This Claim Form is directed to all persons and entities who purchased or otherwise acquired Scottish Re Ordinary Shares ("Ordinary Shares"), Non-Cumulative Perpetual Preferred Shares ("Preferred Shares"), and/or Convertible Preferred Shares of Hybrid Capital Units ("HyCU Shares") in offerings pursuant to registration statements in July 2005 and/or December 2005, or on the open market, between February 17, 2005 and February 20, 2007, inclusive (the "Class Period"), and who, upon disclosure of certain facts alleged in the Amended Complaint, were injured thereby. Excluded from the Class are: (i) Defendants; (ii) Immediate Family Members of the Individual Defendants; (iii) the majority-owned subsidiaries and affiliates of Defendants; (iv) any person or entity who is or during the Class Period was a partner, executive officer, director, or controlling person of Scottish Re (including any of its subsidiaries or affiliates) or any other Defendant; (v) any entity in which any Defendant has a Controlling Interest, provided that any Investment Vehicle shall not be deemed an excluded person or entity by definition; and (vi) the legal representatives, heirs, successors and assigns of any such excluded party. Also excluded from the Class are any persons or entities who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in the Notice.

4. "Class Member" means any person who is included in the definition of the Class and who did not timely submit a proper request for exclusion in accordance with the requirements set forth in the Notice.

5. "Authorized Claimant" means a Class Member who timely submits to the Claims Administrator a valid Claim Form that is approved pursuant to the terms of the Stipulation.

6. "Releasee," which is fully defined in the Stipulation, includes, among other persons and entities, Scottish Re, the Underwriter Defendants, and E&Y and their respective past and present directors, executive committee members, officers, employees, members, partners, principals, agents and insurers, and the Individual Defendants and their respective Immediate Family Members.

7. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

8. To recover as a Class Member, you must complete and sign this Claim Form and mail it to the Claims Administrator postmarked on or before January 24, 2009. If you fail to file a timely, properly addressed, and completed Claim Form, your claim may be rejected, and you may be precluded from receiving any distribution from the Net Settlement Fund.

9. Submission of this Claim Form does not ensure that you will share in the Net Settlement Fund. Distributions from the Net Settlement Fund are governed by the Plan of Allocation approved by the Court. The proposed Plan of Allocation, which is subject to the Court's approval, is included in the Notice.

10. If you have questions concerning the Claim Form or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, A.B. Data Ltd., at the above address or by toll-free phone at 1 (866) 561-6086, or outside of the United States or Canada at, 1 (414) 963-6483, or you may download the documents from Lead Counsel's website, www.blbglaw.com or the website maintained by the Claims Administrator for this Settlement, www.ScottishReGroupSecuritiesLitigationSettlement.com.

11. If you are a Class Member and you do not, or someone acting on your behalf does not, submit a timely request for exclusion from the Class, and if the Court approves the Settlement, you will be bound by the terms of any orders and judgments that the Court enters. You will be bound by such orders and judgments whether or not you submit a Claim Form. The judgment enjoins the filing or continued prosecution of Plaintiffs' Released Claims, and also releases the Plaintiffs' Released Claims against the Releasees, including those that are subject to pending lawsuits or arbitrations.
12. You are required to submit genuine and sufficient documentation for all your transactions in Scottish Re Securities (i.e., Scottish Re Ordinary Shares, Preferred Shares, and/or HyCU Shares) during the Class Period of February 17, 2005 through and including February 20, 2007 (or May 21, 2007 as indicated). Documentation may be photocopies of stockbrokers' confirmation slips or stockbrokers' monthly statements reflecting your opening and closing balances for the months specified on the actual Claim Form and in which transactions during the Class Period (and 90-day lookback period as indicated) occurred. If you purchased Scottish Re Ordinary Shares in the December 2005 Offering, you must submit documentation that will establish that you purchased those shares in the Offering as opposed to on the open market, in order to be eligible to share in the Section 11 Fund in addition to the Section 10(b) Fund, with respect to those shares. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL STOCK CERTIFICATES.
13. The date of covering a "short sale" is deemed to be the date of purchase of the Scottish Re Securities. The date of a "short sale" is deemed to be the date of sale of the Scottish Re Securities. However, please note that "short sales" are not covered by the Plan of Allocation.
14. All joint beneficial owners must each sign this Proof of Claim and Release.
15. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim and Release on behalf of persons represented by them, and they must:
 - (i) expressly state the capacity in which they are acting;
 - (ii) identify the name, account number, Social Security number (or taxpayer identification number), address and telephone number of the beneficial owner(s) of (or other person or entity on whose behalf they are acting with respect to) the Scottish Re Securities; and
 - (iii) furnish herewith evidence of their authority to bind to the Proof of Claim and Release the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim and Release cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)
16. By submitting a signed Proof of Claim and Release, you will be swearing that you:
 - (i) own(ed) the Scottish Re Securities you have listed in the Proof of Claim and Release; or
 - (ii) are expressly authorized to act on behalf of the beneficial owner(s) thereof.
17. By submitting a signed Proof of Claim and Release, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

**Must Be Postmarked
No Later Than
January 24, 2009**

***In re Scottish Re Group Securities Litigation*
Master File No. 06-cv-5853 (SAS)
Please Type or Print**



For Official Use Only

PART I: CLAIMANT IDENTIFICATION

LAST NAME (FILING PARTY) _____ FIRST NAME (FILING PARTY) _____

Last Name (Beneficial Owner if Different From Filing Party) _____ First Name (Beneficial Owner) _____

Last Name (Joint Beneficial Owner) _____ First Name (Joint Beneficial Owner) _____

Company/Other Entity (If Filing Party Is Not an Individual) _____

Trustee/Nominee/Other _____

Account Number (If Filing Party Is Not an Individual) _____ Trust/Other Date (If Applicable) _____

Address Line 1 _____

Address Line 2 (If Applicable) _____

City _____ State _____ Zip Code _____

Foreign Province _____ Foreign Zip Code _____ Foreign Country _____

Telephone Number (Day) _____ Telephone Number (Night) _____
() - () -

Beneficial Owner's EIN or SSN (Write "FOREIGN" if Beneficial Owner is not a U.S. Resident) _____

Email Address _____

IDENTITY OF BENEFICIAL OWNER

- Individual/Sole Proprietor
- Joint Owners
- Estate
- Corporation
- Trust
- Partnership
- Legal Representative
- Pension Plan
- Other (specify, describe on separate sheet)
- IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian)

**LEGAL REPRESENTATIVES OF CLAIMANTS MUST ATTACH POWER OF ATTORNEY OR OTHER INSTRUMENT
SHOWING AUTHORITY TO ACT AS A LEGAL REPRESENTATIVE**

NOTE: Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners; an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Claim Form submitted on behalf of one legal entity should include all transactions made by that entity, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in Scottish Re Securities during the Class Period on one Claim Form, no matter how many accounts the transactions were made in). If you require additional room to list your transactions, please be sure to include your full name and the last four digits of your SSN or EIN on each additional sheet.

Check here if additional transactions are included on additional schedules.

B. Purchases:

IF NONE, CHECK HERE

List all purchases of Scottish Re Preferred Shares made during the period **February 17, 2005** through and including **May 21, 2007**. (NOTE: If you acquired your Scottish Re Preferred Shares during this period other than by an open-market purchase, please provide a complete description of the terms of the acquisition on a separate page.)

Trade date(s) List chronologically			Number of shares purchased	Purchase price per share (excluding commissions, taxes, & fees)	Proof of purchase enclosed
MM	DD	YYYY			
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N

C. Sales:

IF NONE, CHECK HERE

List all sales of Scottish Re Preferred Shares made during the period **February 17, 2005** through and including **May 21, 2007**, inclusive.

Trade date(s) List chronologically			Number of shares sold	Sale price per share (excluding commissions, taxes, & fees)	Proof of sale enclosed
MM	DD	YYYY			
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N

D. Positions As Of Close Of Trading On February 20, 2007 and May 21, 2007:

Proof enclosed?

State the number of shares of Scottish Re Preferred Shares owned at the close of business on February 20, 2007.

Y N

State the number of shares of Scottish Re Preferred Shares owned at the close of business on May 21, 2007.

Y N

If none, write "0." If other than zero, be sure to attach the required documentation.

PART IV: SCOTTISH RE CONVERTIBLE PREFERRED SHARES OF HYBRID CAPITAL UNITS ("HyCU Shares")

A. Opening Position As Of Close Of Trading On February 16, 2005:

Proof enclosed?

State the number of shares of Scottish Re HyCU Shares owned at the close of business on February 16, 2005. If none, write "0." If other than zero, be sure to attach the required documentation.

Y N

B. Purchases:

IF NONE, CHECK HERE

List all purchases and acquisitions of Scottish Re HyCU Shares made during the period **February 17, 2005** through and including **May 21, 2007**. (NOTE: If you acquired your Scottish Re HyCU Shares during this period other than by an open-market purchase, please provide a complete description of the terms of the acquisition on a separate page.)

Trade date(s) List chronologically			Number of shares purchased	Purchase price per share (excluding commissions, taxes, & fees)	Proof of purchase enclosed
MM	DD	YYYY			
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N

C. Sales:

IF NONE, CHECK HERE

List all sales of Scottish Re HyCU Shares during the period **February 17, 2005** through and including **May 21, 2007**.

Trade date(s) List chronologically			Number of shares sold	Sale price per share (excluding commissions, taxes, & fees)	Proof of sale enclosed
MM	DD	YYYY			
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N
				\$	<input type="radio"/> Y <input type="radio"/> N

D. Positions As Of Close Of Trading On February 20, 2007 and May 21, 2007:

Proof enclosed?

State the number of shares of Scottish Re HyCU Shares owned at the close of business on February 20, 2007.

Y N

State the number of shares of Scottish Re HyCU Shares owned at the close of business on May 21, 2007.

Y N

If none, write "0." If other than zero, be sure to attach the required documentation.

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

YOU MUST READ THE FOLLOWING RELEASE AND SIGN ON PAGE 7.

RELEASE OF CLAIMS

DEFINITIONS

For the purpose of the Claim Form, defined terms not already defined herein have the following meanings. Other defined terms have the meanings given to them in the Stipulation and Agreement of Settlement dated August 21, 2008 (the "Stipulation").

"Final Judgment and Order of Dismissal" means the judgment entered by the Court upon approval of the Settlement, as contemplated by the Stipulation, dismissing the Action with prejudice and without costs (except to the extent awarded by the Court) to any Releasee, releasing all Plaintiffs' Released Claims as against the Releasees, and enjoining Class Members from instituting, continuing, or prosecuting any action asserting any Plaintiffs' Released Claims against any Releasee.

"Plaintiffs' Released Claims" means each and every Claim or Unknown Claim that Lead Plaintiff, or any other Class Member (i) asserted against any of the Releasees in the Action (including all Claims asserted in the First Complaint or the Amended Complaint) and (ii) could have asserted or could assert against any of the Releasees, whether arising under any federal, state, or foreign statutory or common-law rule, in any court, tribunal, agency, or other forum, that arises out of or relates to the conduct alleged in the First Complaint or the Amended Complaint and to the purchase, sale, other disposition of, or decision to hold or any other Investment Decision concerning, any securities of Scottish Re during the Class Period by any person or entity during the Class Period.

"Releasees" means (a) as to Scottish Re, the Underwriter Defendants and E&Y, the Scottish Re Releasees, the Underwriter Defendants' Releasees, and the E&Y Releasees and their respective past and present directors, executive committee members, officers, employees, members, partners, principals, agents, attorneys (including their General Counsel and other inside or outside attorneys employed by any of these Defendants), advisors, trustees, administrators, fiduciaries, consultants, representatives, accountants, accounting advisors, auditors, and insurance carriers for any actual or alleged conduct, act, or omission occurring or engaged in on behalf of their respective insureds at any time; and (b) the Individual Defendants and their respective Immediate Family Members.

The Scottish Re Releasees, the Underwriter Defendants' Releasees and the E&Y Releasees means Scottish Re, the Underwriter Defendants and E&Y and any and all of their respective parents, predecessors, successors, affiliates (as defined in 17 C.F.R. Part 210.1-02.b), divisions, business units, subsidiaries, and entities in which Scottish Re, the Underwriter Defendants and E&Y respectively has a Controlling Interest or that have a Controlling Interest in any of them.

"Unknown Claims" means any and all Plaintiffs' Released Claims that Lead Plaintiff, or any other Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Releasees, and any Defendants' Released Claims that the Releasees do not know or suspect to exist in their favor, which, if known by Lead Plaintiff, any other Class Member, or the Releasees, might have affected his, her, its, or their decision(s) with respect to the Settlement. As to any and all Plaintiffs' Released Claims and Defendants' Released Claims, the Settling Parties stipulate and agree that, upon entry of the Final Judgment, Lead Plaintiff, and Defendants shall expressly waive, and each other Class Member shall be deemed to have waived, and by operation of the Final Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or of any other country, or any principle of common law, that is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff, and Defendants acknowledge, and the other Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Plaintiffs' Released Claims and Defendants' Released Claims was separately bargained for and was a key element of the Settlement.

THE RELEASE

I (We) understand and acknowledge that, without further action by anyone, on and after entry of the Final Judgment and Order of Dismissal, each Class Member, including Class Members who have pending or later initiate any other actions, arbitrations, or other proceedings against any of Scottish Re, the Individual Defendants, the Underwriter Defendants, or E&Y relating to Plaintiffs' Released Claims that are pending when the Final Judgment and Order of Dismissal is entered, on behalf of themselves, their heirs, executors, administrators, successors, assigns, and any person they represent, for good and sufficient consideration, the receipt and adequacy of which are hereby acknowledged, shall be deemed to have, and by operation of law and of the Final Judgment and Order of Dismissal shall have fully, finally, and forever released, relinquished, settled, and discharged all Plaintiffs' Released Claims against each and every one of the Releasees, including such Plaintiffs' Released Claims as already may have been asserted in any pending actions, arbitrations, or other proceedings, whether or not a Proof of Claim and Release is executed and delivered by, or on behalf of, such Class Member.

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Proof of Claim and Release, the Claimant or the person who represents the Claimant certifies as follows:

1. that the Claimant is a Class Member, as defined in the Notice;
2. that I (we) have read and understand the contents of the Notice and the Proof of Claim and Release;
3. that I (we) are not acting for any of the Defendants, nor am I (are we) such a Defendant(s) or otherwise excluded from the Class;
4. that I (we) have not filed a request for exclusion from the Class and that I (we) do not know of any request for exclusion from the Class filed on my (our) behalf with respect to my (our) transactions in Scottish Re Securities;
5. that I (we) own(ed) the Scottish Re Securities identified in the Claim Form, or that, in signing and submitting this Proof of Claim and Release, I (we) have the authority to act on behalf of the beneficial owner(s) thereof;
6. that Claimant may be entitled to receive a distribution from the Net Settlement Fund;
7. that Claimant desires to participate in the Settlement described in the Notice and agrees to the terms and conditions thereof;
8. that I (we) submit to the jurisdiction of the United States District Court for the Southern District of New York for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Claim Form;
9. that I (we) agree to furnish such additional information with respect to this Claim Form as the parties or the Court may require;
10. that I (we) waive trial by jury, to the extent it exists, and agree to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form; and
11. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Claim Form are true and correct and that the documents submitted herewith are true and genuine.

_____ Signature of Claimant _____ Print Name _____ Date

_____ Signature of Joint Claimant, if any _____ Print Name _____ Date

IF CLAIMANT IS OTHER THAN AN INDIVIDUAL, OR IS NOT THE PERSON COMPLETING THIS FORM, THE FOLLOWING ALSO MUST BE PROVIDED:

_____ Signature of Person Completing Form _____ Date

_____ Print Name of Person Completing Form

_____ (Capacity of Person[s] Signing, e.g., beneficial owner, president, executor, administrator, etc.)

REMINDER CHECKLIST

1. Please sign the Claim Form on Page 7.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Please remember to attach supporting documents. These must include documentation of: (a) all opening and closing balances, as set forth in the specific sections of the Claim Form; and (b) all purchases and sales of Scottish Re Securities during the Class Period of February 17, 2005 through and including February 20, 2007 (or May 21, 2007), as set forth in the specific sections of the Claim Form.
4. If you move, please send your new address to: **Scottish Re Group Securities Litigation, Claims Administrator, c/o A.B. Data, Ltd., Post Office Box 170500, Milwaukee, WI 53217-8042.**
5. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
6. Keep a copy of your Claim Form and all documentation submitted for your records.
7. The Claims Administrator will acknowledge receipt of your Claim Form by mail within 60 days. Your Claim Form is not deemed fully filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 1 (866) 561-6086, or outside of the U.S. or Canada call 1 (414) 963-6483.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.