

Enstar Group LTD  
Form 8-K  
May 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 8, 2013**

**Enstar Group Limited**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction

of incorporation)

**001-33289**  
(Commission

File Number)

**N/A**  
(IRS Employer

Identification No.)

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**P.O. Box HM 2267, Windsor Place, 3<sup>rd</sup> Floor**

**22 Queen Street, Hamilton HM JX Bermuda**  
(Address of principal executive offices)

**N/A**  
(Zip Code)

**Registrant's telephone number, including area code: (441) 292-3645**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On May 8, 2013, the Company held its 2013 Annual General Meeting (the Annual Meeting ).

(b) At the Annual Meeting, the shareholders voted on the following four proposals and cast their votes as described below.

1. Proposal No. 1: Election of Class I Directors. The individuals listed below were elected to serve terms expiring at the annual general meeting of shareholders in 2016.

| Director           | For        | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| Robert J. Campbell | 11,308,532 | 299,797   | 3,606   | 1,394,591        |
| Paul J. O Shea     | 11,565,748 | 42,621    | 3,566   | 1,394,591        |
| Sumit Rajpal       | 10,488,816 | 1,109,521 | 13,598  | 1,394,591        |

2. Proposal No. 2: Advisory vote to approve executive compensation. This proposal was approved.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 10,268,133 | 1,301,566 | 42,236  | 1,394,591        |

3. Proposal No. 3: Ratification of the selection of KPMG Audit Limited to act as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2013 and authorization of the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm. This proposal was approved.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 12,952,117 | 41,278  | 13,131  | 0                |

4. Proposal No. 4: Election of subsidiary directors identified in Proposal No. 4 of the Company s Proxy Statement. All of the individual subsidiary director nominees listed below received the same total number of votes; these vote totals are provided in the table that follows. The Company s Board of Directors will cause its corporate representative or proxy to vote the shares it holds in its subsidiaries in the same proportion as the votes received at this Annual Meeting.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 11,139,795 | 58,771  | 413,369 | 1,394,591        |

**Subsidiary Director Nominees:**

|                                      |  |  |
|--------------------------------------|--|--|
| <u>AG Australia Holdings Limited</u> | <u>Brittany Insurance Company Ltd.</u> | <u>Claremont Liability Insurance Company</u> |
| Richard J. Harris                    | Paul J. O Shea                         | Karl J. Wall                                 |
| Nicholas A. Packer                   | Richard J. Harris                      | Joseph Follis                                |
| Steven Given                         | Adrian C. Kimberley                    | Andrea Giannetta                             |
| Sandra O Sullivan                    | David Roche                            | Steven Given                                 |
| Nicholas Hall                        | Duncan M. Scott                        | Donald Woellner                              |
|                                      |  | James Grajewski                              |
|                                      |  | Thomas Nichols                               |
| <u>Bantry Holdings Ltd.</u>          | <u>Capital Assurance Company Inc.</u>  |  |
| Adrian C. Kimberley                  | Karl J. Wall                           |  |
| Duncan M. Scott                      | Andrea Giannetta                       | <u>Clarendon America Insurance Company</u>   |
| David Roche                          | James Grajewski                        | Karl J. Wall                                 |
|                                      | Steven Given                           | Joseph Follis                                |
|                                      | Thomas Nichols                         | Steven Given                                 |
| <u>B.H. Acquisition Limited</u>      |  | Thomas Nichols                               |
| Richard J. Harris                    |  | Robert Redpath                               |
| Paul J. O Shea                       | <u>Capital Assurance Services Inc.</u> | Michael Sheehan                              |
| David Roche                          | Karl J. Wall                           | Kathleen Barker                              |
| Adrian C. Kimberley                  | Andrea Giannetta                       |  |
|                                      | James Grajewski                        |  |
|                                      | Steven Given                           | <u>Clarendon Holdings, Inc.</u>              |
| <u>Blackrock Holdings Ltd.</u>       | Thomas Nichols                         | Karl J. Wall                                 |
| Adrian C. Kimberley                  |  | Cheryl D. Davis                              |
| Duncan M. Scott                      |  | Steven Given                                 |
| David Roche                          | <u>Castlewood Limited</u>              | Thomas Nichols                               |
|                                      | Adrian C. Kimberley                    |  |
|                                      | Duncan M. Scott                        |  |
| <u>Bosworth Run-off Limited</u>      |  | <u>Clarendon National Insurance Company</u>  |
| Alan Turner                          | Elizabeth DaSilva                      |  |

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|   |   |                            |
|---|---|----------------------------|
| Ludovic de Belleval                       |   | Karl J. Wall               |
| C. Paul Thomas                            | <u>Cavell Holdings Limited</u>          | Joseph Follis              |
| Brian J. Walker                           | C. Paul Thomas                          | Steven Given               |
| Theo Wilkes                               | Alan Turner                             | Thomas Nichols             |
|   | Theo Wilkes                             | Robert Redpath             |
| <u>Brampton Insurance Company Limited</u> |   | Michael Sheehan            |
| Max Lewis                                 | <u>Cavell Insurance Company Limited</u> | Kathleen Barker            |
| C. Paul Thomas                            | Steven Western                          |                            |
| Alan Turner                               | C. Paul Thomas                          | <u>CLIC Holdings, Inc.</u> |
| Steven Western                            | Alan Turner                             | Karl J. Wall               |
| Theo Wilkes                               | Theo Wilkes                             | Cheryl D. Davis            |
|   |   | Steven Given               |
|   | <u>Chatsworth Limited</u>               | Thomas Nichols             |
|   | Richard Harris                          |                            |
|   | Adrian C. Kimberley                     |                            |
|   | David Roche                             |                            |
|   | Elizabeth DaSilva                       |                            |
|   | Orla Gregory                            |                            |

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| <u>Comox Holdings Ltd.</u>                                  | <u>Cranmore Australia Pty Limited</u> | <u>Enstar (EU) Limited</u>                   |
|---|---------------------------------------|--|
| Ludovic de Belleval   | Sandra O Sullivan                     | David Atkins                                 |
| Richard J. Harris   | Nicholas Hall                         | David Grisley                                |
| Adrian C. Kimberley   | Steven Norrington                     | David Hackett                                |
| David Roche   |                                       | Michael Lynagh                               |
| Yoshinori Yokoo   | <u>Cranmore (Asia) Limited</u>        | Derek Reid                                   |
|   | David Roche                           | C. Paul Thomas                               |
| <u>Compagnie Europeenne d Assurances Industrielles S.A.</u> | Adrian C. Kimberley                   | Alan Turner                                  |
| Nicholas A. Packer  | Duncan M. Scott                       | Shaun Holden                                 |
| C. Paul Thomas  | Elizabeth DaSilva                     |  |
| Alan Turner   |                                       | <u>Enstar Acquisition Ltd.</u>               |
|   | <u>Cranmore Asia (Pte) Limited</u>    | C. Paul Thomas                               |
|   | Ian Belcher                           | Alan Turner                                  |
| <u>Constellation Reinsurance Company</u>                    | Goh Mei Xuan Michelle                 |  |
| Karl J. Wall  | Steven Norrington                     | <u>Enstar Australia Holdings Pty Limited</u> |
| Thomas J. Balkan  | Sandra O Sullivan                     | Gary Potts                                   |
| Joseph Follis   |                                       | Jann Skinner                                 |
| Andrea Giannetta  |                                       | Bruce Bollom                                 |
| Mark A. Kern  | <u>Cranmore (Bermuda) Limited</u>     | Richard J. Harris                            |
| Raymond Rizzi   | Adrian C. Kimberley                   | Nicholas A. Packer                           |
| Teresa Reali  | Duncan M. Scott                       |  |
| James Grajewski   | David Roche                           |  |
| Jay Banskota  | Elizabeth DaSilva                     | <u>Enstar Australia Limited</u>              |
| Richard C. Ryan   |                                       | Nicholas A. Packer                           |
| Thomas Nichols  | <u>Cranmore (US) Inc.</u>             | Nicholas Hall                                |
| Steven Given  | Karl J. Wall                          | Sandra O Sullivan                            |
| Kathleen Barker   | Cheryl D. Davis                       |  |
|   | Steven Given                          | <u>Enstar Brokers Limited</u>                |

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|  |  |                                       |
|--|--|---------------------------------------|
| <u>The Copenhagen Reinsurance Company</u>              | Thomas Nichols   | Richard J. Harris                     |
| C. Paul Thomas   | Steven Norrington  | Elizabeth DaSilva                     |
| Alan Turner  |  | Adrian C. Kimberley                   |
| Theo Wilkes  | <u>Cumberland Holdings Ltd.</u>                              | David Roche                           |
|  | Adrian C. Kimberley  | Paul J. O Shea                        |
| <u>The Copenhagen Reinsurance Company (UK) Limited</u> | Richard J. Harris  |                                       |
|  | Paul J. O Shea   | <u>Enstar Financial Services Inc.</u> |
| Alan Turner  | David Roche  | Cheryl D. Davis                       |
| C. Paul Thomas   |  | Thomas Nichols                        |
| Steven Western   |  |                                       |
| Theo Wilkes  | <u>Electricity Producers Insurance Company (Bda) Limited</u> | <u>Enstar Financing Limited</u>       |
|  | Paul J. O Shea   | Elizabeth DaSilva                     |
| <u>Courtenay Holdings Ltd.</u>                         | Adrian C. Kimberley  | Adrian C. Kimberley                   |
| Richard J. Harris                                      | David Roche  | Richard J. Harris                     |
| David Roche  | Richard J. Harris  | Duncan M. Scott                       |
| Adrian C. Kimberley                                    | Orla Gregory   |                                       |
|  | Duncan M. Scott  | <u>Enstar Group Operations Inc.</u>   |
| <u>Cranmore (UK) Limited</u>                           |  | Cheryl D. Davis                       |
| Phillip Cooper   | <u>Enstar (EU) Finance Limited</u>                           | Thomas Nichols                        |
| David Ellis  | C. Paul Thomas   |                                       |
| Shaun Holden   | Alan Turner  |                                       |
| C. Paul Thomas   | Theo Wilkes  | <u>Enstar Holdings (US) Inc.</u>      |
| Steven Norrington                                      | Shaun Holden   | Karl J. Wall                          |
| Alan Turner  |  | Cheryl D. Davis                       |
| Mark Wood  | <u>Enstar (EU) Holdings Limited</u>                          | Steven Given                          |
|  | David Hackett  | Robert V. Deutsch                     |
|  | C. Paul Thomas   | Thomas Nichols                        |
|  | Alan Turner  |                                       |

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Shaun Holden

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Enstar Insurance Management Services Ireland Limited

Nicholas A. Packer  
 Orla Gregory  
 Richard J. Harris  
 Kieran Hayes

Flatts Limited

C. Paul Thomas  
 Alan Turner  
 Theo Wilkes

Harper Insurance Limited

Michael H.P. Handler  
 Stefan Wehrenberg  
 Dr. Florian von Meiss  
 Richard J. Harris

Forsakringsaktiebolaget Assuransinvest MF

Mats Höglund  
 Alan Turner

Andreas K. Iselin  
 Nicholas A. Packer

Enstar Investment Management Ltd.

Richard J. Harris  
 Adrian C. Kimberley  
 Roger Thompson  
 Lothar Crofton

Nicholas A. Packer

Harrington Sound Limited

Richard J. Harris

Gordian Runoff Limited

Gary Potts  
 Jann Skinner

Nicholas A. Packer

Nicholas Hall

Sandra O Sullivan

Enstar Investments Inc.

Karl J. Wall  
 Cheryl D. Davis  
 Steven Given  
 Thomas Nichols

Bruce Bollom

Richard J. Harris

Hillcot Holdings Ltd.

Nicholas A. Packer

Paul J. O Shea

Adrian C. Kimberley

Goshawk Dedicated Ltd.

C. Paul Thomas

Richard J. Harris

Enstar Limited

Paul J. O Shea  
 Richard J. Harris  
 Adrian C. Kimberley  
 David Rocke  
 Elizabeth DaSilva

Alan Turner

Hillcot Re Limited

Steven Western

Goshawk Holdings (Bermuda) Limited

Adrian C. Kimberley  
 Orla Gregory  
 David Rocke

C. Paul Thomas

Alan Turner

Theo Wilkes

Enstar New York, Inc.

Karl J. Wall

Richard J. Harris

Hillcot Underwriting Management Limited

C. Paul Thomas

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|  |  |   |
|--|--|---|
| Cheryl D. Davis                            | <u>Goshawk Insurance Holdings Limited</u>  | Alan Turner                               |
| Steven Given                               | C. Paul Thomas                             | Theo Wilkes                               |
| Thomas Nichols                             | Alan Turner                                |   |
|  |  | <u>Hove Holdings Limited</u>              |
| <u>Enstar (US) Inc.</u>                    | <u>Guildhall Insurance Company Limited</u> | Richard J. Harris                         |
| Karl J. Wall                               | C. Paul Thomas                             | Adrian C. Kimberley                       |
| Cheryl D. Davis                            | Alan Turner                                | David Rocke                               |
| Steven Given                               | Theo Wilkes                                | Elizabeth DaSilva                         |
| Thomas Nichols                             | Paul Carruthers                            |   |
|  |  | <u>Hudson Reinsurance Company Limited</u> |
| <u>Enstar USA Inc.</u>                     | <u>Harbor Specialty Insurance Company</u>  | Paul J. O Shea                            |
| Thomas Nichols                             | Karl J. Wall                               | Richard J. Harris                         |
| Cheryl D. Davis                            | Joseph Follis                              | Adrian C. Kimberley                       |
| Karl J. Wall                               | Steven Given                               | David Rocke                               |
|  | Thomas Nichols                             | Duncan M. Scott                           |
|  | Robert Redpath                             |   |
| <u>Fieldmill Insurance Company Limited</u> |  |   |
| Steven Western                             | Michael Sheehan                            | <u>Inter-Ocean Holdings Ltd.</u>          |
| C. Paul Thomas                             | Kathleen Barker                            | Adrian C. Kimberley                       |
| Alan Turner                                |  | Duncan M. Scott                           |
| Theo Wilkes                                | <u>Harper Holdings SARL</u>                | Richard J. Harris                         |
|  | Nicholas A. Packer                         | Orla Gregory                              |
|  | John Cassin                                |   |
| <u>Fitzwilliam Insurance Limited</u>       |  |   |
| Paul J. O Shea                             |  |   |
| Richard J. Harris                          |  |   |
| Adrian C. Kimberley                        |  |   |
| David Rocke                                |  |   |
| Nicholas A. Packer                         |  |   |



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Inter-Ocean Reinsurance Company Ltd.

Adrian C. Kimberley  
Duncan M. Scott  
Richard J. Harris  
Paul J. O Shea  
Orla Gregory

Longmynd Insurance Company Limited

Steven Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

Paladin Managed Care Services, Inc.

Karl J. Wall  
Thomas Nichols  
Steven Given  
Steven Norrington  
Teresa Reali

Marlon Insurance Company Limited

Inter-Ocean Reinsurance (Ireland) Ltd.

Richard J. Harris  
Orla Gregory  
Kevin O Connor

C. Paul Thomas  
Alan Turner  
Steven Western  
Theo Wilkes

PointSure Insurance Services, Inc.

Karl J. Wall  
Thomas Nichols  
Steven Given  
Steven Norrington

Kenmare Holdings Ltd.

Richard J. Harris  
Paul J. O Shea  
Adrian C. Kimberley  
Dominic F. Silvester  
David Rocke  
Nicholas A. Packer

Mercantile Indemnity Company Limited

C. Paul Thomas  
Alan Turner  
Brian J. Walker  
Theo Wilkes

Paget Holdings GmbH Limited

David Rocke  
Elizabeth DaSilva  
Duncan Scott  
Adrian C. Kimberley

Nordic Run-Off Limited

C. Paul Thomas  
Alan Turner  
Theo Wilkes

Providence Washington Insurance Company

Karl J. Wall  
Joseph Follis  
Donald Woellner

Kinsale Brokers Limited

Philip Hernon  
C. Paul Thomas  
Alan Turner  
Shaun Holden

New Castle Reinsurance Company Ltd.

Richard J. Harris  
Adrian C. Kimberley

Steven Given  
Thomas Nichols  
Robert Redpath

Knapton Holdings Limited

Paul J. O Shea

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|                                  |   |   |
|----------------------------------|---|---|
| C. Paul Thomas                   | David Roche                                     | <u>Providence Washington Insurance Solutions, LLC</u> |
| Alan Turner                      |   | Karl J. Wall  |
| Theo Wilkes                      | <u>Northshore Holdings Limited</u>              | Cheryl D. Davis                                       |
|                                  | Elizabeth DaSilva                               | Steven Given  |
| <u>Knapton Insurance Limited</u> | Richard J. Harris                               | Thomas Nichols  |
| Jeremy Riley                     | Adrian C. Kimberley                             |   |
| C. Paul Thomas                   |   | <u>PWAC Holdings, Inc.</u>                            |
| Alan Turner                      | <u>Oceania Holdings Ltd.</u>                    | Karl J. Wall  |
| Brian J. Walker                  | Richard J. Harris                               | Cheryl D. Davis                                       |
| Theo Wilkes                      | Adrian C. Kimberley                             | Steven Given  |
|                                  | David Roche                                     | Thomas Nichols  |
| <u>Laguna Life Holdings Ltd.</u> |   |   |
| Richard J. Harris                | <u>Overseas Reinsurance Corporation Limited</u> | <u>PW Acquisition Co.</u>                             |
| Adrian C. Kimberley              | Adrian C. Kimberley                             | Karl J. Wall  |
| Paul J. O Shea                   | Paul J. O Shea                                  | Donald Woellner                                       |
| David Roche                      | Richard J. Harris                               | Steven Given  |
|                                  | David Roche                                     | Thomas Nichols  |
| <u>Laguna Life Holdings SARL</u> |   |   |
| Nicholas A. Packer               | <u>Pavonia Holdings (US), Inc.</u>              | <u>Regis Agencies Limited</u>                         |
|                                  | Karl J. Wall                                    | C. Paul Thomas  |
| <u>Laguna Life Limited</u>       | Thomas Nichols                                  | Alan Turner   |
| Orla Gregory                     | Steven Given                                    | Theo Wilkes   |
| Nicholas A. Packer               | Kieran Hayes                                    |   |
| Kieran Hayes                     |   | <u>Revir Limited</u>                                  |
| David Allen                      |   | Richard J. Harris                                     |
| Alastair Nicoll                  |   | Elizabeth DaSilva                                     |
|                                  |   | Adrian C. Kimberley                                   |



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| <u>River Thames Insurance Company Limited</u> | <u>SeaBright Insurance Company</u>           | <u>Sun Gulf Holdings, Inc.</u>                  |
|---|--|---|
| Max Lewis                                     | Karl J. Wall                                 | Karl J. Wall                                    |
| Steven Western                                | Steven Given                                 | Cheryl D. Davis                                 |
| C. Paul Thomas                                | Thomas Nichols                               | Steven Given                                    |
| Alan Turner                                   | Michael Sheehan                              | Thomas Nichols                                  |
| Theo Wilkes                                   | Robert Redpath                               |   |
|   | David Calandro                               | <u>Sundown Holdings Limited</u>                 |
| <u>Rombalds Limited</u>                       | John A. Dore                                 | Adrian C. Kimberley                             |
| C. Paul Thomas                                | Nicholas Godellas                            | David Rocke                                     |
| Alan Turner                                   | Richard Seelinger                            | Richard J. Harris                               |
| Theo Wilkes                                   |  |   |
|   | <u>SeaBright Holdings, Inc.</u>              | <u>Unionamerica Acquisition Company Limited</u> |
| <u>Rosemont Reinsurance Ltd.</u>              | Karl J. Wall                                 | C. Paul Thomas                                  |
| Paul J. O Shea                                | Steven Given                                 | Alan Turner                                     |
| Orla Gregory                                  | Thomas Nichols                               | Theo Wilkes                                     |
| Richard J. Harris                             | Robert Redpath                               |   |
| Adrian C. Kimberley                           |  |   |
| David Rocke                                   | <u>Shelbourne Group Limited</u>              | <u>Unionamerica Holdings Limited</u>            |
|   | Richard J. Harris                            | C. Paul Thomas                                  |
| <u>Royston Holdings Ltd.</u>                  | Philip Martin                                | Alan Turner                                     |
| Adrian C. Kimberley                           | Paul J. O Shea                               | Theo Wilkes                                     |
| Richard J. Harris                             | Nicholas A. Packer                           |   |
| David Rocke                                   | Gareth Nokes                                 | <u>Unionamerica Insurance Company Limited</u>   |
| Duncan M. Scott                               |  | Jeremy Riley                                    |
|   | <u>Shelbourne Syndicate Services Limited</u> | C. Paul Thomas                                  |
| <u>Royston Run-off Ltd.</u>                   | Norman Bernard                               | Alan Turner                                     |
| C. Paul Thomas                                | Paul Carruthers                              | Paul Carruthers                                 |

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|                                 |                                    |   |
|---------------------------------|------------------------------------|---|
| Alan Turner                     | Andrew Elliot                      | Theo Wilkes   |
| Theo Wilkes                     | Ewen Gilmour                       |   |
|                                 | Richard J. Harris                  | <u>Unione Italiana (UK) Reinsurance Company Limited</u> |
| <u>Seaton Insurance Company</u> | Philip Martin                      | Steven Western  |
| Karl J. Wall                    | Paul J. O Shea                     | C. Paul Thomas  |
| Thomas Nichols                  | Nicholas A. Packer                 | Alan Turner   |
| Joseph Follis                   | Darren S. Truman                   | Theo Wilkes   |
| Andrea Giannetta                | Gareth Nokes                       |   |
| Teresa Reali                    |                                    | <u>Virginia Holdings Ltd.</u>                           |
| Steven Given                    | <u>Shelly Bay Holdings Limited</u> | Richard J. Harris                                       |
|                                 | Nicholas A. Packer                 | Adrian C. Kimberley                                     |
| <u>SGL No. 1 Ltd.</u>           | Richard J. Harris                  | David Roche   |
| Richard J. Harris               | Sandra O Sullivan                  |   |
| Paul Carruthers                 | Nicholas Hall                      | <u>York Insurance Company</u>                           |
| Gareth Nokes                    |                                    | Karl J. Wall  |
|                                 | <u>Simcoe Holdings Ltd.</u>        | Joseph Follis   |
| <u>SGL No. 2 Ltd.</u>           | Richard J. Harris                  | Donald Woellner   |
| Paul Carruthers                 | Adrian C. Kimberley                | Steven Given  |
|                                 | David Roche                        | Thomas Nichols  |
| <u>SGL No. 3 Ltd.</u>           | Elizabeth DaSilva                  | Robert Redpath  |
| Richard J. Harris               |                                    |   |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENSTAR GROUP LIMITED

Date: May 8, 2013

By: /s/ Richard J. Harris  
Richard J. Harris  
Chief Financial Officer