

Enstar Group LTD
Form F-N
December 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-N

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
BY FOREIGN BANKS AND FOREIGN INSURANCE
COMPANIES AND CERTAIN OF THEIR HOLDING COMPANIES
AND FINANCE SUBSIDIARIES MAKING PUBLIC OFFERINGS
OF SECURITIES IN THE UNITED STATES

Name
of
issuer
A. or Enstar Group Limited
person
filing
("Filer"):

B. This is (select one):

☒ an original filing for the Filer

☐ an amended filing for the Filer

C. Identify the filing in conjunction with which this Form is
being filed:

Name
of Enstar Group Limited
registrant

Form
S-3
type

File
Number
(if 333-215144
known)

Filed
by Enstar Group Limited

Date
Filed
(if
filed December 16, 2016 (concurrently with Form S-3 filing)
concurrently,
so
indicate)

The Filer is incorporated or organized under the laws of
(Name of the jurisdiction under whose laws the filer is
organized or incorporated) Bermuda and has its principal
place of business at (Address in full and telephone number)

D.
Windsor Place, 3rd Floor
22 Queen Street
Hamilton HM JX, Bermuda
(441) 292-3645

E. The Filer
designates and
appoints
(Name of
United States
person serving
as agent)
Enstar (US)
Inc. ("Agent")
located at
(Address in full
in the United
States and
telephone
number)

411 Fifth
Avenue, Floor
5
New York, NY
10016
(212) 790-9700

as the agent of
the Filer upon
whom may be
served any
process,
pleadings,
subpoenas, or
other papers in:

(a) any
investigation or
administrative
proceeding
conducted by
the
Commission,
and

(b) any civil
suit or action
brought against
the Filer or to
which the Filer
has been joined
as defendant or
respondent, in
any appropriate

court in any place subject to the jurisdiction of any state or of the United States or any of its territories or possessions or of the District of Columbia, arising out of or based on any offering made or purported to be made in connection with the securities registered by the Filer on Form (Name of Form) S-3 filed on (Date) December 16, 2016 or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon, such agent for service of process, and that the service as aforesaid

shall be taken
and held in all
courts and
administrative
tribunals to be
valid and
binding as if
personal
service thereof
had been made.

- F. Each person
filing this Form
stipulates and
agrees to
appoint a
successor agent
for service of
process and file
an amended
Form F-N if
the Filer
discharges the
Agent or the
Agent is
unwilling or
unable to
accept service
on behalf of the
Filer at any
time until six
years have
elapsed from
the date of the
Filer's last
registration
statement or
report, or
amendment to
any such
registration
statement or
report, filed
with the
Commission
under the
Securities Act
of 1933 or
Securities
Exchange Act
of 1934. Filer

further
undertakes to
advise the
Commission
promptly of
any change to
the Agent's
name or
address during
the applicable
period by
amendment of
this Form
referencing the
file number of
the relevant
registration
form in
conjunction
with which the
amendment is
being filed.

Each person
filing this form
undertakes to
make available,
in person or by
telephone,
representatives
to respond to
inquiries made
by the
Commission
staff, and to
furnish

G. promptly, when
requested to do
so by the
Commission
staff,
information
relating to the
securities
registered
pursuant to the
form
referenced in
paragraph E or
transactions in
said securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hamilton, Bermuda on this 16th day of December, 2016.

ENSTAR GROUP LIMITED

By: /s/ Mark W. Smith
Mark W. Smith
Chief Financial Officer

This statement has been signed by the following persons in the capacities and on the dates indicated.

ENSTAR (US) INC.

Date: December 16, 2016
By: /s/ Paul Brockman
Paul Brockman
President and Chief Executive Officer