

Enstar Group LTD
Form F-N
October 10, 2017

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 333-220889
known)

Filed
by Enstar Group Limited

Date
Filed
(if
filed October 10, 2017 (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 Form S-3 filed on October 10, 2017 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 10th day of October, 2017.

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: October 10, 2017
By: /s/ Paul Brockman
Paul Brockman
President and Chief Executive Officer