

Enstar Group LTD
Form 8-K
June 30, 2011

**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): June 28, 2011

Enstar Group Limited

(Exact name of registrant as specified in its charter)

Bermuda

001-33289

N/A

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

P.O. Box HM 2267, Windsor Place, 3rd Floor
18 Queen Street, Hamilton HM JX Bermuda

N/A

(Address of principal executive offices)

(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 28, 2011, Enstar Group Limited (the "Company") held its Annual General Meeting of Shareholders (the "Annual Meeting").

(b) At the Annual Meeting, the shareholders voted on the following 13 proposals and cast their votes as described below.

1. Proposal No. 1A: Approval of the issuance of additional securities in the Third Closing of the private placement of securities to affiliates of Goldman, Sachs & Co. (the "Private Placement") described in the Company's Definitive Proxy Statement, filed with the Securities and Exchange Commission on May 24, 2011 (the "Proxy Statement"). This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,131,277	66,185	14,375	1,467,359

2. Proposal No. 1B: Amendment to the Company's bye-laws to reallocate the authorized share capital in connection with the Private Placement. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,139,587	58,672	13,578	1,467,359

3. Proposal No. 1C: Amendment to the Company's bye-laws to create additional series of non-voting common shares in connection with the Private Placement. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,124,845	62,728	24,264	1,467,359

4. Proposal No. 1D: Amendment to the Company's bye-laws relating to the U.S. Shareholder voting power reduction provision in connection with the Private Placement. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,162,358	25,954	23,525	1,467,359

5. Proposal No. 1E: Amendment to the Company's bye-laws relating to the indemnification and exculpation of directors and officers in connection with the Private Placement. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,149,697	37,835	24,305	1,467,359

6. Proposal No. 1F: Amendment to the Company's bye-laws relating to the corporate opportunity provision in connection with the Private Placement. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,162,457	25,811	23,569	1,467,359

7. Proposal No. 2: Election of Class II Directors. The individuals listed below were elected to serve a term expiring at the annual general meeting of shareholders in 2014.

Directors	For	Against	Abstain	Broker Non-Votes
Charles T. Akre, Jr.	8,262,423	1,935,023	14,391	1,467,359
T. Whit Armstrong	10,043,818	159,583	8,436	1,467,359

8. Proposal No. 3: Advisory vote on executive compensation. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	8,481,304	1,523,663	206,870	1,467,359

9. Proposal No. 4: Advisory vote on the frequency of future advisory votes on executive compensation. This proposal received the following votes:

	1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
	9,092,005	2,464	910,603	206,765	1,467,359

10. Proposal No. 5: Amendment to the Company's bye-laws regarding the deemed delivery of electronic records. This proposal was approved.

	For	Against	Abstain	Broker Non-Votes
	10,192,021	3,597	16,219	1,467,359

11. Proposal No. 6: Ratification of the selection of Deloitte & Touche Ltd., Bermuda, to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 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
	11,605,223	59,571	14,402	0

12. Proposal No. 7: Election of subsidiary directors identified in Proposal No. 7 of the Company's Proxy Statement. The individuals listed below for the respective subsidiaries received the following votes. 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.

7-1 AG AUSTRALIA HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
1 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
2 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
3 Steven Given	9,688,112	103,065	420,660	1,467,359
4 Sandra O Sullivan	9,688,112	103,065	420,660	1,467,359
5 Nicholas Hall	9,688,092	103,085	420,660	1,467,359

7-2 AMERICAN CONCEPT INSURANCE COMPANY

Nominees:	For	Against	Abstain	Broker Non-Votes
6 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
7 Robert Carlson	9,688,112	103,065	420,660	1,467,359
8 Joseph Follis	9,688,112	103,065	420,660	1,467,359
9 Donald Woellner	9,688,112	103,065	420,660	1,467,359
10 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-3 BANTRY HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
11 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
12 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
13 David Roche	9,688,092	103,085	420,660	1,467,359

7-4 B.H. ACQUISITION LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
14 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
15 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
16 David Roche	9,688,112	103,065	420,660	1,467,359
17 Adrian C. Kimberley	9,688,092	103,085	420,660	1,467,359

7-5 BLACKROCK HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
18 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
19 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
20 David Roche	9,688,092	103,085	420,660	1,467,359

7-6 BOSWORTH RUN-OFF LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
21 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
22 Alan Turner	9,688,112	103,065	420,660	1,467,359
23 Albert Maass	9,688,112	103,065	420,660	1,467,359
24 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
25 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359

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26 Brian Walker	9,688,092	103,085	420,660	1,467,359
7-7 BRAMPTON INSURANCE COMPANY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
27 Max Lewis	9,688,112	103,065	420,660	1,467,359
28 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
29 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
30 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
31 Alan Turner	9,688,092	103,085	420,660	1,467,359
32 Steven Western	9,688,092	103,085	420,660	1,467,359
7-8 BRITTANY INSURANCE COMPANY LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
33 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
34 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
35 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
36 David Rocke	9,688,112	103,065	420,660	1,467,359
37 Duncan M. Scott	9,688,092	103,085	420,660	1,467,359

7-9 CAPITAL ASSURANCE COMPANY INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
38 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
39 Robert Carlson	9,688,112	103,065	420,660	1,467,359
40 Andrea Giannetta	9,688,112	103,065	420,660	1,467,359
41 James Grajewski	9,688,112	103,065	420,660	1,467,359
42 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-10 CAPITAL ASSURANCE SERVICES INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
43 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
44 Robert Carlson	9,688,112	103,065	420,660	1,467,359
45 Andrea Giannetta	9,688,112	103,065	420,660	1,467,359
46 James Grajewski	9,688,112	103,065	420,660	1,467,359
47 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-11 CASTLEWOOD LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
48 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
49 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
50 Elizabeth DaSilva	9,688,092	103,085	420,660	1,467,359

7-12 CAVELL HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
51 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
52 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
53 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-13 CAVELL INSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
54 Ian Miller	9,688,112	103,065	420,660	1,467,359
55 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
56 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
57 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
58 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-14 CHATSWORTH LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
59 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
60 David Roche	9,688,112	103,065	420,660	1,467,359
61 Elizabeth DaSilva	9,688,112	103,065	420,660	1,467,359
62 Orla Gregory	9,688,112	103,065	420,660	1,467,359

7-15 CHURCH BAY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
63 Gary Potts	9,688,112	103,065	420,660	1,467,359
64 Jann Skinner	9,688,112	103,065	420,660	1,467,359
65 Bruce Bollom	9,688,112	103,065	420,660	1,467,359
66 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
67 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359
7-16 CLAREMONT LIABILITY INSURANCE COMPANY				

Nominees:	For	Against	Abstain	Broker Non-Votes
68 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
69 Robert Carlson	9,688,112	103,065	420,660	1,467,359
70 Joseph Follis	9,688,112	103,065	420,660	1,467,359
71 Andrea Giannetta	9,688,112	103,065	420,660	1,467,359
72 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-17 CLARENDON HOLDINGS. INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
73 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
74 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
75 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
76 Robert Carlson	9,688,092	103,085	420,660	1,467,359
7-18 CLIC HOLDINS, INC.				

Nominees:	For	Against	Abstain	Broker Non-Votes
77 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
78 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
79 Robert Carlson	9,688,112	103,065	420,660	1,467,359
80 Cheryl D. Davis	9,688,092	103,085	420,660	1,467,359
7-19 COMOX HOLDINGS LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
81 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
82 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
83 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
84 David Rocke	9,688,092	103,085	420,660	1,467,359
7-20 CAMPAGNIE EUROPEENNE D ASSURANCES INDUSTRIELLES S.A.				

Nominees:	For	Against	Abstain	Broker Non-Votes
85 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
86 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
87 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-21 CONSTELLATION REINSURANCE COMPANY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
88 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
89 Robert Carlson	9,688,112	103,065	420,660	1,467,359
90 Thomas J. Balkan	9,688,112	103,065	420,660	1,467,359
91 Joseph Follis	9,688,112	103,065	420,660	1,467,359
92 Andrea Giannetta	9,688,112	103,065	420,660	1,467,359
93 Mark A. Kern	9,688,112	103,065	420,660	1,467,359
94 Raymond Rizzi	9,688,112	103,065	420,660	1,467,359
95 Teresa Reali	9,688,092	103,085	420,660	1,467,359
96 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359
97 James Grajewski	9,688,092	103,085	420,660	1,467,359
98 Jay Banskota	9,688,092	103,085	420,660	1,467,359
99 Richard C. Ryan	9,688,092	103,085	420,660	1,467,359
100 Rudy A. Dimmiing	9,688,092	103,085	420,660	1,467,359
7-22 THE COPENHAGEN REINSURANCE COMPANY				

Nominees:	For	Against	Abstain	Broker Non-Votes
101 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
102 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
103 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-23 THE COPENHAGEN REINSURANCE COMPANY (UK) LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
104 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
105 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
106 Alan Turner	9,688,112	103,065	420,660	1,467,359
107 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
108 Steven Western	9,688,092	103,085	420,660	1,467,359
7-24 COPENHAGEN REINSURANCE SERVICES LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
109 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
110 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
111 Alan Turner	9,688,112	103,065	420,660	1,467,359
112 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359

7-25 COURTENAY HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
113 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
114 David Roche	9,688,112	103,065	420,660	1,467,359
115 Adrian C. Kimberley	9,688,092	103,085	420,660	1,467,359
7-26 CRANMORE ADJUSTERS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
116 Phillip Cooper	9,688,112	103,065	420,660	1,467,359
117 David Ellis	9,688,112	103,065	420,660	1,467,359
118 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
119 Steven Norrington	9,688,112	103,065	420,660	1,467,359
120 Alan Turner	9,688,092	103,085	420,660	1,467,359
121 Mark Wood	9,688,092	103,085	420,660	1,467,359
7-27 CRANMORE ADJUSTERS (AUSTRALIA) PTY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
122 Steven Given	9,688,112	103,065	420,660	1,467,359
123 Sandra O Sullivan	9,688,112	103,065	420,660	1,467,359
124 Nicholas Hall	9,688,112	103,065	420,660	1,467,359
125 Steven Norrington	9,688,092	103,085	420,660	1,467,359
7-28 CRANMORE (ASIA) LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
126 David Roche	9,688,112	103,065	420,660	1,467,359
127 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
128 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
129 Adrian C. Kimberley	9,688,092	103,085	420,660	1,467,359
130 Duncan M. Scott	9,688,092	103,085	420,660	1,467,359
7-29 CRANMORE ASIA (PTE) LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
131 Ian Belcher	9,688,112	103,065	420,660	1,467,359
132 Goh Mei Xuan Michelle	9,688,112	103,065	420,660	1,467,359
7-30 CRANMORE (BERMUDA) LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
133 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
134 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
135 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
136 David Roche	9,688,092	103,085	420,660	1,467,359
7-31 CRANMORE (US) INC.				

Nominees:	For	Against	Abstain	Broker Non-Votes
137 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
138 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
139 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
140 Robert Carlson	9,688,092	103,085	420,660	1,467,359
7-32 CUMBERLAND HOLDINGS LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
141 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
142 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
143 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
144 David Rocke	9,688,092	103,085	420,660	1,467,359
7-33 DENMAN HOLDINGS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
145 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
146 Cameron Leamy	9,688,112	103,065	420,660	1,467,359
147 Kenneth Thompson	9,688,092	103,085	420,660	1,467,359

7-34 ELECTRICITY PRODUCERS INSURANCE COMPANY (BDA) LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
148 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
149 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
150 David Roche	9,688,112	103,065	420,660	1,467,359
151 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
152 Orla Gregory	9,688,092	103,085	420,660	1,467,359
153 Duncan M. Scott	9,688,092	103,085	420,660	1,467,359

7-35 ENSTAR (EU) HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
154 David Hackett	9,688,112	103,065	420,660	1,467,359
155 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
156 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-36 ENSTAR (EU) LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
157 David Atkins	9,688,112	103,065	420,660	1,467,359
158 David Grisley	9,688,112	103,065	420,660	1,467,359
159 David Hackett	9,688,112	103,065	420,660	1,467,359
160 Duncan McLaughlin	9,688,112	103,065	420,660	1,467,359
161 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
162 Gareth Nokes	9,688,092	103,085	420,660	1,467,359
163 Derek Reid	9,688,092	103,085	420,660	1,467,359
164 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359
165 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-37 ENSTAR ACQUISITION LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
Gareth Nokes	9,688,112	103,065	420,660	1,467,359
166 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
167 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-38 ENSTAR AUSTRALIA HOLDINGS PTY LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
168 Gary Potts	9,688,112	103,065	420,660	1,467,359
169 Jann Skinner	9,688,112	103,065	420,660	1,467,359
170 Bruce Bollom	9,688,112	103,065	420,660	1,467,359
171 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
172 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359

7-39 ENSTAR AUSTRALIA LIMITED

Nominees:	For	Against	Abstain
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				Broker Non-Votes
173 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
174 Nicholas Hall	9,688,112	103,065	420,660	1,467,359
175 Steven Given	9,688,112	103,065	420,660	1,467,359
176 Sandra O Sullivan	9,688,092	103,085	420,660	1,467,359
7-40 ENSTAR BROKERS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
177 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
178 Elizabeth DaSilva	9,688,112	103,065	420,660	1,467,359
179 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
180 David Rocke	9,688,092	103,085	420,660	1,467,359
7-41 ENSTAR FINANCIAL SERVICES INC.				

Nominees:	For	Against	Abstain	Broker Non-Votes
181 Robert Carlson	9,688,112	103,065	420,660	1,467,359
182 Cheryl D. Davis	9,688,092	103,085	420,660	1,467,359

7-42 ENSTAR GROUP OPERATIONS INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
183 Robert Carlson	9,688,112	103,065	420,660	1,467,359
184 Cheryl D. Davis	9,688,092	103,085	420,660	1,467,359

7-43 ENSTAR HOLDINGS (US) INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
185 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
186 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
187 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
188 Robert Carlson	9,688,092	103,085	420,660	1,467,359

7-44 ENSTAR INSURANCE MANAGEMENT SERVICES IRELAND LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
189 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
190 Orla Gregory	9,688,112	103,065	420,660	1,467,359
191 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
192 Kieran Hayes	9,688,092	103,085	420,660	1,467,359

7-45 ENSTAR INVESTMENTS INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
193 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
194 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
195 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
196 Robert Carlson	9,688,092	103,085	420,660	1,467,359

7-46 ENSTAR LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
197 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
198 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
199 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
200 David Rocke	9,688,112	103,065	420,660	1,467,359
201 Elizabeth DaSilva	9,688,092	103,085	420,660	1,467,359

7-47 ENSTAR NEW YORK, INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
202 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
203 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
204 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
205 Robert Carlson	9,688,092	103,085	420,660	1,467,359

7-48 ENSTAR (US) INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
206 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
207 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
208 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
209 Robert Carlson	9,688,092	103,085	420,660	1,467,359
7-49 ENSTAR USA INC.				

Nominees:	For	Against	Abstain	Broker Non-Votes
210 Robert Carlson	9,688,112	103,065	420,660	1,467,359
211 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
212 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
7-50 FIELDMILL INSURANCE COMPANY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
213 Ian Miller	9,688,112	103,065	420,660	1,467,359
214 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
215 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
216 C.Paul Thomas	9,688,092	103,085	420,660	1,467,359
217 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-51 FITZWILLIAM INSURANCE LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
218 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
219 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
220 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
221 David Roche	9,688,092	103,085	420,660	1,467,359
222 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359

7-52 FLATTS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
223 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
224 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
225 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-53 FORSAKRINGSAKTIEBOLAGET ASSURANSINVEST MF

Nominees:	For	Against	Abstain	Broker Non-Votes
226 Mats Hoglund	9,688,112	103,065	420,660	1,467,359
227 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
228 Alan Turner	9,688,112	103,065	420,660	1,467,359
229 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359

7-54 GORDIAN RUNOFF LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
230 Gary Potts	9,688,112	103,065	420,660	1,467,359
231 Jann Skinner	9,688,112	103,065	420,660	1,467,359
232 Bruce Bollom	9,688,112	103,065	420,660	1,467,359
233 Paul J. O Shea	9,688,092	103,085	420,660	1,467,359
234 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359

7-55 GOSHAWK DEDICATED LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
235 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
236 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
237 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-56 GOSHAWK HOLDINGS (BERMUDA) LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
238 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
239 Orla Gregory	9,688,112	103,065	420,660	1,467,359
240 David Roche	9,688,092	103,085	420,660	1,467,359
241 Richard J. Harris	9,688,092	103,085	420,660	1,467,359

7-57 GOSHAWK INSURANCE HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
242 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
243 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
244 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-58 GUILDHALL INSURANCE COMPANY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
245 Kathleen Barker	9,688,112	103,065	420,660	1,467,359
246 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
247 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
248 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359
249 Alan Turner	9,688,092	103,085	420,660	1,467,359

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7-59 HARPER HOLDINGS SARL

Nominees:	For	Against	Abstain	Broker Non-Votes
250 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
251 John Cassin	9,688,112	103,065	420,660	1,467,359
7-60 HARPER INSURANCE LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
252 Michael H.P. Handler	9,688,112	103,065	420,660	1,467,359
253 Stefan Wehrenberg	9,688,112	103,065	420,660	1,467,359
254 Dr. Florian von Meiss	9,688,112	103,065	420,660	1,467,359
255 Richard J. Harris	9,688,092	103,085	420,660	1,467,359
256 Andreas K. Iselin	9,688,092	103,085	420,660	1,467,359
7-61 HARRINGTON SOUND LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
257 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
258 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
259 Steven Given	9,688,112	103,065	420,660	1,467,359
260 Nicholas Hall	9,688,092	103,085	420,660	1,467,359
261 Sandra O Sullivan	9,688,092	103,085	420,660	1,467,359
7-62 HILLCOT HOLDINGS LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
262 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
263 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
264 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
7-63. HILLCOT RE LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
265 Ian Millar	9,688,112	103,065	420,660	1,467,359
266 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
267 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
268 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359
269 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-64. HILLCOT UNDERWRITING MANAGEMENT LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
270 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
271 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
272 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-65. HOVE HOLDINGS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
273 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
274 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
275 David Roche	9,688,112	103,065	420,660	1,467,359
276 Elizabeth DaSilva	9,688,092	103,085	420,660	1,467,359
7-66. HUDSON REINSURANCE COMPANY LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
277 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
278 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
279 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
280 David Roche	9,688,092	103,085	420,660	1,467,359
281 Duncan M. Scott	9,688,092	103,085	420,660	1,467,359

7-67. INTER-OCEAN HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
282 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
283 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
284 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
285 Orla Gregory	9,688,092	103,085	420,660	1,467,359
7-68. INTER-OCEAN REINSURANCE COMPANY LTD				

Nominees:	For	Against	Abstain	Broker Non-Votes
286 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
287 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
288 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
289 Paul J. O Shea	9,688,092	103,085	420,660	1,467,359
290 Orla Gregory	9,688,092	103,085	420,660	1,467,359
7-69. INTER-OCEAN REINSURANCE (IRELAND) LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
291 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
292 Orla Gregory	9,688,112	103,065	420,660	1,467,359
293 Kevin O Connor	9,688,112	103,065	420,660	1,467,359
7-70. KENMARE HOLDINGS LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
294 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
295 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
296 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
297 Dominic F. Silvester	9,688,112	103,065	420,660	1,467,359
298 David Roche	9,688,092	103,085	420,660	1,467,359
299 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359
7-71. KINSALE BROKERS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
300 Philip Hernon	9,688,112	103,065	420,660	1,467,359
301 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
302 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-72. KNAPTON HOLDINGS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
303 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
304 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
305 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-73. KNAPTON INSURANCE LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
306 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
307 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
308 Jeremy Riley	9,688,112	103,065	420,660	1,467,359
309 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
310 Alan Turner	9,688,112	103,065	420,660	1,467,359
311 Brian J. Walker	9,688,092	103,085	420,660	1,467,359
7-74. LAGUNA LIFE LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
312 Orla Gregory	9,688,112	103,065	420,660	1,467,359
313 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
314 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
315 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
316 Kieran Hayes	9,688,112	103,065	420,660	1,467,359
317 David Allen	9,688,092	103,085	420,660	1,467,359
318 Alastair Nicoll	9,688,092	103,085	420,660	1,467,359

7-75. LONGMYND INSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
319 Ian Millar	9,688,112	103,065	420,660	1,467,359
320 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
321 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
322 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359
323 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-76. MARLON INSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
324 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
325 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
326 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
327 Alan Turner	9,688,092	103,085	420,660	1,467,359
328 Steven Western	9,688,092	103,085	420,660	1,467,359

7-77. MARLON MANAGEMENT SERVICES LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
329 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
330 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
331 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-78. MERCANTILE INDEMNITY COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
332 Ian Millar	9,688,112	103,065	420,660	1,467,359
333 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
334 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
335 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359
336 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-79. MONGARD LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
337 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
338 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359
339 Orla Gregory	9,688,112	103,065	420,660	1,467,359
340 Richard J. Harris	9,688,092	103,085	420,660	1,467,359

7-80. NORDIC RUN-OFF LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
341 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
342 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
343 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-81. NEW CASTLE REINSURANCE COMPANY LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
344 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
345 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
346 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
347 David Roche	9,688,092	103,085	420,660	1,467,359

7-82. NORTSHORE HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
348 Elizabeth DaSilva	9,688,112	103,065	420,660	1,467,359
349 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
350 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359

7-83. OCEANIA HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
351 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
352 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
353 David Roche	9,688,112	103,065	420,660	1,467,359

7-84. OVERSEAS REINSURANCE CORPORATION LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
354 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
355 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
356 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
357 David Rocke	9,688,092	103,085	420,660	1,467,359

7-85. PAGET HOLDINGS GMBH LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
358 David Rocke	9,688,112	103,065	420,660	1,467,359
359 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
360 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
361 Adrian C. Kimberley	9,688,092	103,085	420,660	1,467,359

7-86. PROVIDENCE WASHINGTON HOLDINGS, INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
362 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
363 Robert Carlson	9,688,112	103,065	420,660	1,467,359
364 Donald Woellner	9,688,112	103,065	420,660	1,467,359
365 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-87. PROVIDENCE WASHINGTON INSURANCE COMPANY

Nominees:	For	Against	Abstain	Broker Non-Votes
366 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
367 Robert Carlson	9,688,112	103,065	420,660	1,467,359
368 Joseph Follis	9,688,112	103,065	420,660	1,467,359
369 Donald Woellner	9,688,092	103,085	420,660	1,467,359
370 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

7-88. PROVIDENCE WASHINGTON INSURANCE SOLUTIONS, LLC

Nominees:	For	Against	Abstain	Broker Non-Votes
371 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
372 Robert Carlson	9,688,112	103,065	420,660	1,467,359
373 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
374 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359

7-89. PWAC HOLDINGS INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
375 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
376 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
377 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
378 Robert Carlson	9,688,112	103,065	420,660	1,467,359

7-90. PW ACQUISITION CO.

Nominees:	For	Against	Abstain	Broker Non-Votes
379 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
380 Robert Carlson	9,688,112	103,065	420,660	1,467,359
381 Donald Woellner	9,688,112	103,065	420,660	1,467,359
382 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
7-91. PW HOLDINGS, INC.				

Nominees:	For	Against	Abstain	Broker Non-Votes
383 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
384 Robert Carlson	9,688,112	103,065	420,660	1,467,359
385 Donald Woellner	9,688,112	103,065	420,660	1,467,359
386 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
7-92. REGIS AGENCIES LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
387 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
388 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
389 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-93. REVIR LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
390 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
391 Elizabeth DaSilva	9,688,112	103,065	420,660	1,467,359
392 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
393 David Roche	9,688,092	103,085	420,660	1,467,359

7-94. RIVER THAMES INSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
394 Max Lewis	9,688,092	103,085	420,660	1,467,359
395 Ian Millar	9,688,092	103,085	420,660	1,467,359
396 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
397 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
398 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
399 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-95. ROMBALDS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
400 Gareth Nokes	9,688,092	103,085	420,660	1,467,359
401C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
402 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-96. ROSEMONT REINSURANCE LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
403 Paul J. O Shea	9,688,092	103,085	420,660	1,467,359
404 Orla Gregory	9,688,112	103,065	420,660	1,467,359
405 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
406 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
407 David Roche	9,688,092	103,085	420,660	1,467,359

7-97. ROYSTON HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
408 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
409 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
410 David Roche	9,688,112	103,065	420,660	1,467,359
411 Duncan M. Scott	9,688,112	103,065	420,660	1,467,359

7-98. ROYSTON RUN-OFF LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
412 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
413 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
414 C. Paul Thomas	9,688,092	103,085	420,660	1,467,359

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415 Alan Turner	9,688,092	103,085	420,660	1,467,359
7-99. SEATON INSURANCE COMPANY				

Nominees:	For	Against	Abstain	Broker Non-Votes
416 Karl J. Wall	9,688,092	103,085	420,660	1,467,359
417 Robert Carlson	9,688,092	103,085	420,660	1,467,359
418 Joseph Follis	9,688,092	103,085	420,660	1,467,359
419 Andrea Giannetta	9,688,112	103,065	420,660	1,467,359
420 Donna L. Stolz	9,688,112	103,065	420,660	1,467,359
7-100. SGL NO. 1 LTD.				

Nominees:	For	Against	Abstain	Broker Non-Votes
421 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
422 Timothy Hanford	9,688,112	103,065	420,660	1,467,359
423 Gareth Nokes	9,688,112	103,065	420,660	1,467,359

7-101. SGL NO. 3 LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
424 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
425 Timothy Hanford	9,688,112	103,065	420,660	1,467,359

7-102. SHELBOURNE GROUP LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
426 Timothy Hanford	9,688,112	103,065	420,660	1,467,359
427 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
428 Philip Martin	9,688,112	103,065	420,660	1,467,359
429 Gareth Nokes	9,688,092	103,085	420,660	1,467,359
430 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
431 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359

7-103. SHELBOURNE SYNDICATE SERVICES LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
432 Norman Bernard	9,688,112	103,065	420,660	1,467,359
433 Paul Carruthers	9,688,112	103,065	420,660	1,467,359
434 Andrew Elliot	9,688,112	103,065	420,660	1,467,359
435 Ewen Gilmour	9,688,092	103,085	420,660	1,467,359
436 Timothy Hanford	9,688,092	103,085	420,660	1,467,359
437 Richard J. Harris	9,688,092	103,085	420,660	1,467,359
438 Philip Martin	9,688,112	103,065	420,660	1,467,359
439 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
440 Paul J. O Shea	9,688,092	103,085	420,660	1,467,359
441 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359
442 Darren S. Truman	9,688,092	103,085	420,660	1,467,359

7-104. SHELLY BAY HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
443 Nicholas A. Packer	9,688,112	103,065	420,660	1,467,359
444 Paul J. O Shea	9,688,112	103,065	420,660	1,467,359
445 Steven Given	9,688,112	103,065	420,660	1,467,359
446 Sandra O Sullivan	9,688,092	103,085	420,660	1,467,359
447 Nicholas Hall	9,688,092	103,085	420,660	1,467,359

7-105. SIMCOE HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
448 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
449 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
450 David Roche	9,688,112	103,065	420,660	1,467,359
451 Elizabeth DaSilva	9,688,092	103,085	420,660	1,467,359

7-106. SUN GULF HOLDINGS, INC.

Nominees:	For	Against	Abstain	Broker Non-Votes
452 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
453 Robert Carlson	9,688,112	103,065	420,660	1,467,359
454 Cheryl D. Davis	9,688,112	103,065	420,660	1,467,359
455 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359
7-107. SUNDOWN HOLDINGS LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
456 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
457 David Roche	9,688,112	103,065	420,660	1,467,359
458 Richard J. Harris	9,688,112	103,065	420,660	1,467,359
7-108. TATE & LYLE REINSURANCE LIMITED				

Nominees:	For	Against	Abstain	Broker Non-Votes
459 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
460 David Roche	9,688,112	103,065	420,660	1,467,359
461 Richard J. Harris	9,688,112	103,065	420,660	1,467,359

7-109. TGI AUSTRALIA LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
462 Gary Potts	9,688,112	103,065	420,660	1,467,359
463 Jann Skinner	9,688,112	103,065	420,660	1,467,359
464 Bruce Bollom	9,688,112	103,065	420,660	1,467,359
465 Paul J. O Shea	9,688,092	103,085	420,660	1,467,359
466 Nicholas A. Packer	9,688,092	103,085	420,660	1,467,359

7-110. UNIONAMERICA ACQUISITION COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
467 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
468 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
469 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
470 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-111. UNIONAMERICA HOLDINGS LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
471 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
472 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
473 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
474 Alan Turner	9,688,092	103,085	420,660	1,467,359

7-112. UNIONAMERICA INSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
475 Kathleen Barker	9,688,092	103,085	420,660	1,467,359
476 Thomas Nichols	9,688,092	103,085	420,660	1,467,359
477 Gareth Nokes	9,688,112	103,065	420,660	1,467,359
478 Jeremy Riley	9,688,092	103,085	420,660	1,467,359
479 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
480 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-113. UNIONE ITALIANA (UK) REINSURANCE COMPANY LIMITED

Nominees:	For	Against	Abstain	Broker Non-Votes
481 Ian Millar	9,688,092	103,085	420,660	1,467,359
482 Thomas Nichols	9,688,112	103,065	420,660	1,467,359
483 Gareth Nokes	9,688,092	103,085	420,660	1,467,359
484 C. Paul Thomas	9,688,112	103,065	420,660	1,467,359
485 Alan Turner	9,688,112	103,065	420,660	1,467,359

7-114. VIRGINIA HOLDINGS LTD.

Nominees:	For	Against	Abstain	Broker Non-Votes
486 Richard J. Harris	9,688,112	103,065	420,660	1,467,359

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487 Adrian C. Kimberley	9,688,112	103,065	420,660	1,467,359
488 David Roche	9,688,112	103,065	420,660	1,467,359
7-115. YORK INSURANCE COMPANY				

Nominees:	For	Against	Abstain	Broker Non-Votes
489 Karl J. Wall	9,688,112	103,065	420,660	1,467,359
490 Robert Carlson	9,688,112	103,065	420,660	1,467,359
491 Joseph Follis	9,688,112	103,065	420,660	1,467,359
492 Donald Woellner	9,688,092	103,085	420,660	1,467,359
493 Donna L. Stolz	9,688,092	103,085	420,660	1,467,359

13. Proposal No. 8: Authorization of proxies to adjourn or postpone the Annual Meeting in their discretion. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
11,037,717	627,750	13,729	0

(d) A plurality of shareholders favored an annual vote on the Company's executive compensation. Based on these results, and consistent with the Board's recommendation, the Company will include an advisory vote on executive compensation in its proxy materials annually until the next required vote on the frequency of shareholder votes on executive compensation.

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: June 30, 2011

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