

Enstar Group LTD  
Form 10-Q/A  
June 05, 2008

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

**Form 10-Q/A**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Quarterly Period Ended March 31, 2008**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_**

**001-33289**  
**Commission File Number**

**ENSTAR GROUP LIMITED**  
*(Exact name of registrant as specified in its charter)*

**Bermuda**  
*(State or other jurisdiction  
of incorporation or organization)*

**N/A**  
*(I.R.S. Employer  
Identification No.)*

**P.O. Box HM 2267  
Windsor Place, 3<sup>rd</sup> Floor  
18 Queen Street  
Hamilton HM JX  
Bermuda**  
*(Address of principal executive office, including zip code)*

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 9, 2008, the registrant had outstanding 11,944,289 ordinary shares, par value \$1.00 per share.

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**EXPLANATORY NOTE**

This amendment to Form 10-Q is being filed to correct an error in the pro forma condensed combined income statement for the three months ended March 31, 2008 contained in Note 2 to the Unaudited Condensed Consolidated Financial Statements set forth in Item 1. Financial Statements. The error did not impact our revenue, net earnings or shareholders' equity. Please see Note 11 to the Unaudited Condensed Consolidated Financial Statements for more information. We are also revising Item 4. Controls and Procedures.

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**Item 1. FINANCIAL STATEMENTS****ENSTAR GROUP LIMITED****UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

As of March 31, 2008 and December 31, 2007

|  | <b>March 31,<br/>2008</b>  | <b>December 31,<br/>2007</b> |
|--|--|------------------------------|
|  | <b>(expressed in thousands of<br/>U.S. dollars, except share<br/>data)</b> |                              |
| <b>ASSETS</b>  |  |                              |
| Short-term investments, available for sale, at fair value (amortized cost:<br>2008 \$111,058; 2007 \$15,480) | \$ 111,049   | \$ 15,480                    |
| Fixed maturities, available for sale, at fair value (amortized cost: 2008 \$514,523;<br>2007 \$7,006)        | 516,056  | 6,878                        |
| Fixed maturities, held to maturity, at amortized cost (fair value: 2008 \$153,661;<br>2007 \$210,998)        | 152,785  | 211,015                      |
| Fixed maturities, trading, at fair value (amortized cost: 2008 \$316,699; 2007<br>\$318,199)                 | 327,799  | 323,623                      |
| Equities, trading, at fair value (cost: 2008 \$4,973; 2007 \$5,087)  | 4,615  | 4,900                        |
| Other investments, at fair value   | 105,391  | 75,300                       |
| <br>   |  |                              |
| Total investments  | 1,217,695  | 637,196                      |
| Cash and cash equivalents  | 1,480,695  | 995,237                      |
| Restricted cash and cash equivalents   | 317,691  | 168,096                      |
| Accrued interest receivable  | 21,076   | 7,200                        |
| Accounts receivable, net   | 35,094   | 25,379                       |
| Income taxes recoverable   |  | 658                          |
| Reinsurance balances receivable  | 758,659  | 465,277                      |
| Goodwill   | 21,222   | 21,222                       |
| Other assets   | 142,824  | 96,878                       |
| <br>   |  |                              |
| <b>TOTAL ASSETS</b>  | <b>\$ 3,994,956</b>  | <b>\$ 2,417,143</b>          |
| <br>   |  |                              |
| <b>LIABILITIES</b>   |  |                              |
| Losses and loss adjustment expenses  | \$ 2,700,687   | \$ 1,591,449                 |
| Reinsurance balances payable   | 226,949  | 189,870                      |
| Accounts payable and accrued liabilities   | 25,597   | 21,383                       |
| Income taxes payable   | 921  |                              |
| Loans payable  | 329,963  | 60,227                       |
| Other liabilities  | 77,891   | 40,178                       |

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|   |              |              |
|---|--------------|--------------|
| TOTAL LIABILITIES   | 3,362,008    | 1,903,107    |
| MINORITY INTEREST   | 168,106      | 63,437       |
| SHAREHOLDERS EQUITY   |              |              |
| Share capital   |              |              |
| Authorized issued and fully paid, par value \$1 each (authorized 2008:<br>156,000,000; 2007: 156,000,000) |              |              |
| Ordinary shares (issued and outstanding 2008: 11,947,517; 2007: 11,920,377)                               | 11,948       | 11,920       |
| Non-voting convertible ordinary shares (issued 2008: 2,972,892; 2007:<br>2,972,892)                       | 2,973        | 2,973        |
| Treasury stock at cost (non-voting convertible ordinary shares 2008: 2,972,892;<br>2007: 2,972,892)       | (421,559)    | (421,559)    |
| Additional paid-in capital  | 593,712      | 590,934      |
| Accumulated other comprehensive income  | 5,785        | 6,035        |
| Retained earnings   | 271,983      | 260,296      |
| TOTAL SHAREHOLDERS EQUITY   | 464,842      | 450,599      |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY   | \$ 3,994,956 | \$ 2,417,143 |

See accompanying notes to the unaudited condensed consolidated financial statements

**ENSTAR GROUP LIMITED****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS****For the Three-Month Periods Ended March 31, 2008 and 2007**

|   | <b>Three Months Ended<br/>March 31,</b>  |                  |
|---|--|------------------|
|   | <b>2008</b>  | <b>2007</b>      |
|   | <b>(expressed in thousands of U.S.<br/>dollars, except share and per<br/>share data)</b> |                  |
| <b>INCOME</b>   |  |                  |
| Consulting fees   | \$ 6,055   | \$ 4,661         |
| Net investment income   | 590  | 19,938           |
| Net realized (losses) gains   | (1,084)  | 571              |
|   | 5,561  | 25,170           |
| <b>EXPENSES</b>   |  |                  |
| Net increase in loss and loss adjustment expense liabilities  | 685  | 2,510            |
| Salaries and benefits   | 11,357   | 12,802           |
| General and administrative expenses   | 11,911   | 5,673            |
| Interest expense  | 3,315  | 3,176            |
| Net foreign exchange (gain) loss  | (1,335)  | 54               |
|   | 25,933   | 24,215           |
| <b>(LOSS) EARNINGS BEFORE INCOME TAXES AND MINORITY<br/>INTEREST</b>                                | <b>(20,372)</b>  | <b>955</b>       |
| <b>INCOME TAXES</b>   | <b>239</b>   | <b>(1,016)</b>   |
| <b>MINORITY INTEREST</b>  | <b>(3,376)</b>   | <b>(2,248)</b>   |
| <b>(LOSS) BEFORE EXTRAORDINARY GAIN</b>   | <b>(23,509)</b>  | <b>(2,309)</b>   |
| Extraordinary gain Negative goodwill (net of minority interest of \$15,084 and \$nil, respectively) | 35,196   | 15,683           |
| <b>NET EARNINGS</b>   | <b>\$ 11,687</b>   | <b>\$ 13,374</b> |
| <b>PER SHARE DATA:</b>  |  |                  |
| Loss per share before extraordinary gain basic and diluted  | \$ (1.97)  | \$ (0.21)        |
| Extraordinary gain per share basic and diluted  | 2.95   | 1.41             |
| Earnings per share basic and diluted  | \$ 0.98  | \$ 1.20          |
| Weighted average shares outstanding basic and diluted   | 11,927,542   | 11,160,448       |

See accompanying notes to the unaudited condensed consolidated financial statements



**ENSTAR GROUP LIMITED**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the Three-Month Periods Ended March 31, 2008 and 2007**

|  | <b>Three Months Ended</b>                       |             |
|--|---|-------------|
|  | <b>March 31,</b>                                |             |
|  | <b>2008</b>                                     | <b>2007</b> |
|  | <b>(expressed in thousands of U.S. dollars)</b> |             |
| NET EARNINGS   | \$ 11,687                                       | \$ 13,374   |
| Other comprehensive income:  |   |             |
| Unrealized holding gains on investments arising during the period                    | 568   | 571         |
| Reclassification adjustment for net realized losses (gains) included in net earnings | 1,084   | (571)       |
| Currency translation adjustment  | (1,902)   | 640         |
| Other comprehensive (loss) income  | (250)   | 640         |
| COMPREHENSIVE INCOME   | \$ 11,437                                       | \$ 14,014   |

See accompanying notes to the unaudited condensed consolidated financial statements



**ENSTAR GROUP LIMITED**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES  
IN SHAREHOLDERS' EQUITY  
For the Three-Month Periods Ended March 31, 2008 and 2007**

|   | <b>Three Months Ended<br/>March 31,</b>             |              |
|---|---|--------------|
|   | <b>2008</b>   | <b>2007</b>  |
|   | <b>(expressed in thousands of U.S.<br/>dollars)</b> |              |
| <b>Share Capital - Ordinary Shares</b>                        |   |              |
| Balance, beginning of period                                  | \$ 11,920   | \$ 19        |
| Conversion of shares  |   | 6,029        |
| Issue of shares   |   | 5,775        |
| Shares repurchased  |   | (7)          |
| Share awards granted/vested                                   | 28  | 38           |
| Balance, end of period  | \$ 11,948   | \$ 11,854    |
| <b>Share Capital - Non-Voting Convertible Ordinary Shares</b> |   |              |
| Balance, beginning of period                                  | \$ 2,973  | \$           |
| Conversion of shares  |   | 2,973        |
| Balance, end of period  | \$ 2,973  | \$ 2,973     |
| <b>Treasury Stock</b>   |   |              |
| Balance, beginning of period                                  | \$ (421,559)  | \$           |
| Shares acquired, at cost                                      |   | (421,559)    |
| Balance, end of period  | \$ (421,559)  | \$ (421,559) |
| <b>Additional Paid-in Capital</b>                             |   |              |
| Balance, beginning of period                                  | \$ 590,934  | \$ 111,371   |
| Share awards granted/vested                                   | 2,562   | 3,750        |
| Shares repurchased  |   | (16,755)     |
| Issue of shares   |   | 490,269      |
| Amortization of share awards                                  | 216   | 1,738        |
| Balance, end of period  | \$ 593,712  | \$ 590,373   |
| <b>Accumulated Other Comprehensive Income</b>                 |   |              |
| Balance, beginning of period                                  | \$ 6,035  | \$ 4,565     |
| Other comprehensive (loss)/income                             | (250)   | 640          |
| Balance, end of period  | \$ 5,785  | \$ 5,205     |

**Retained Earnings**

|                                       |    |         |    |         |
|---------------------------------------|----|---------|----|---------|
| Balance, beginning of period          | \$ | 260,296 | \$ | 202,655 |
| Adjustment to initially apply FIN 48  |    |         |    | 4,858   |
| Adjusted balance, beginning of period |    | 260,296 |    | 207,513 |
| Conversion of shares                  |    |         |    | (9,002) |
| Net earnings                          |    | 11,687  |    | 13,374  |
| Balance, end of period                | \$ | 271,983 | \$ | 211,885 |

See accompanying notes to the unaudited condensed consolidated financial statements

**ENSTAR GROUP LIMITED****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Three-Month Periods Ended March 31, 2008 and 2007**

|   | <b>Three Months Ended</b>         |             |
|---|-----------------------------------|-------------|
|   | <b>March 31,</b>                  |             |
|   | <b>2008</b>                       | <b>2007</b> |
|   | <b>(expressed in thousands of</b> |             |
|   | <b>U.S. dollars)</b>              |             |
| <b>OPERATING ACTIVITIES:</b>  |                                   |             |
| Net earnings  | \$ 11,687                         | \$ 13,374   |
| Adjustments to reconcile net earnings to cash flows provided by operating activities: |                                   |             |
| Minority interest   | 3,376                             | 2,248       |
| Negative goodwill   | (35,196)                          | (15,683)    |
| Share-based compensation expense  | 216                               | 1,738       |
| Net realized and unrealized investment loss (gain)                                    | 1,084                             | (576)       |
| Share of net loss (earnings) from other investments                                   | 26,510                            | (1,459)     |
| Other items   | 1,723                             | 1,018       |
| Depreciation and amortization   | 191                               | 156         |
| Amortization of bond premiums and discounts   | (148)                             | (99)        |
| Net movement of trading securities  | (4,202)                           | 117,261     |
| Changes in assets and liabilities:  |                                   |             |
| Reinsurance balances receivable   | (160,775)                         | 29,363      |
| Other assets  | (33,814)                          | (692)       |
| Losses and loss adjustment expenses   | 520,829                           | (18,346)    |
| Reinsurance balances payable  | 14,419                            | (18,040)    |
| Accounts payable and accrued liabilities  | (4,198)                           | (150)       |
| Other liabilities   | 32,686                            | 13,522      |
| Net cash flows provided by operating activities                                       | 374,388                           | 123,635     |
| <b>INVESTING ACTIVITIES:</b>  |                                   |             |
| Acquisitions, net of cash acquired  | 7,067                             | 22,899      |
| Purchase of available-for-sale securities   | (163,267)                         | (33,231)    |
| Sales and maturities of available-for-sale securities                                 | 21,089                            | 113,084     |
| Maturity of held-to-maturity securities   | 61,682                            | 16,583      |
| Movement in restricted cash and cash equivalents                                      | (149,595)                         | (43,119)    |
| Funding of other investments  | (20,090)                          | 1,038       |
| Other investing activities  | (37)                              | (127)       |
| Net cash flows (used in) provided by investing activities                             | (243,151)                         | 77,127      |
| <b>FINANCING ACTIVITIES:</b>  |                                   |             |
| Contribution to surplus of subsidiary by minority interest                            | 86,209                            |             |
| Receipt of loans  | 307,813                           | 26,825      |
| Repayment of loans  | (39,800)                          | (462)       |

|   |              |            |
|---|--------------|------------|
| Repurchase of shares                            |              | (16,762)   |
| Net cash flows provided by financing activities | 354,222      | 9,601      |
| TRANSLATION ADJUSTMENT                          | (1)          | 46         |
| NET INCREASE IN CASH AND CASH EQUIVALENTS       | 485,458      | 210,409    |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD  | 995,237      | 450,817    |
| CASH AND CASH EQUIVALENTS, END OF PERIOD        | \$ 1,480,695 | \$ 661,226 |

**Supplement Cash Flow Information**

|                         |            |            |
|-------------------------|------------|------------|
| Net income taxes (paid) | \$ (1,037) | \$ (1,927) |
| Interest paid           | \$ (1,609) | \$ (462)   |

See accompanying notes to the unaudited condensed consolidated financial statements

**ENSTAR GROUP LIMITED**

**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008 and December 31, 2007**

**(Expressed in thousands of U.S. Dollars, except per share amounts)**

**(unaudited)**

**1. BASIS OF PREPARATION AND CONSOLIDATION**

Our condensed consolidated financial statements have not been audited. These statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles ( U.S. GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, these financial statements reflect all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of our financial position and results of operations as at the end of and for the periods presented. Results of operations for subsidiaries acquired are included from the dates of their acquisition by the Company. Intercompany transactions are eliminated on consolidation. The results of operations for any interim period are not necessarily indicative of the results for a full year. All significant inter-company accounts and transactions have been eliminated. In these notes, the terms we, us, our, or the Company refer to Enstar Group Limited and its direct and indirect subsidiaries. The following information is unaudited and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2007.

**Significant Accounting Policies**

*Retroactive reinsurance contracts* Premiums on ceded retroactive contracts are earned when written with a corresponding reinsurance recoverable established for the amount of reserves ceded. The initial gain, if applicable, is deferred and amortized into income over an actuarially determined expected payout period.

**Adoption of New Accounting Standards**

The terms FAS and FASB used in these notes refer to Statements of Financial Accounting Standards issued by the United States Financial Accounting Standards Board.

We adopted FAS 157, Fair Value Measurements ( FAS 157 ), effective January 1, 2008. Under this standard, fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (i.e., the exit price ) in an orderly transaction between market participants at the measurement date. In determining fair value, we use various valuation approaches, including market and income approaches. FAS 157 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Assets and liabilities utilizing Level 1 inputs include exchange-listed equity securities that are actively traded.

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Level 2 Valuations based on quoted prices in markets that are not active or for which significant inputs are observable (e.g., interest rates, yield curves, prepayment speeds, default rates, loss severities, etc.) or can be corroborated by observable market data.

Assets and liabilities utilizing Level 2 inputs include: exchange-listed equity securities that are not actively traded; U.S. government and agency securities; non-U.S. government obligations; corporate and municipal bonds; mortgage-backed securities ( MBS ) and asset-backed securities ( ABS ).

**ENSTAR GROUP LIMITED**

**NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. BASIS OF PREPARATION AND CONSOLIDATION (cont d)**

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The unobservable inputs reflect our own assumptions about assumptions that market participants might use.

Assets and liabilities utilizing Level 3 inputs include: hedge funds with partial transparency; and credit funds and short duration high yield funds that are traded in less liquid markets.

The availability of observable inputs can vary from financial instrument to financial instrument and is affected by a wide variety of factors, including, for example, the type of financial instrument, whether the financial instrument is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires significantly more judgment. Accordingly, the degree of judgment exercised by management in determining fair value is greatest for instruments categorized in Level 3. We use prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified between levels.

The adoption of FAS 157 did not result in any cumulative-effect adjustment to our beginning retained earnings at January 1, 2008, or any material impact on our results of operations, financial position or liquidity. In February 2008, the FASB issued FSP FAS 157-2, Effective Date of FASB Statement No. 157 ( FSP FAS 157-2 ), which permits a one-year deferral of the application of FAS 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Accordingly, we have also adopted FSP FAS 157-2 effective January 1, 2008, and FAS 157 will not be applied to our goodwill and other intangible assets measured annually for impairment testing purposes only. We will adopt FAS 157 for non-financial assets and non-financial liabilities on January 1, 2009. The Company is currently evaluating the related provisions of FAS 157 and their potential impact on future financial statements.

In February 2007, the FASB issued FAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( FAS 159 ). This standard permits an entity to irrevocably elect fair value on a contract-by-contract basis as the initial and subsequent measurement attribute for many financial instruments and certain other items including insurance contracts. An entity electing the fair value option would be required to recognize changes in fair value in earnings and provide disclosure that will assist investors and other users of financial information to more easily understand the effect of the company's choice to use fair value on its earnings. Further, the entity is required to display the fair value of those assets and liabilities for which the company has chosen to use fair value on the face of the balance sheet. This standard does not eliminate the disclosure requirements about fair value measurements included in FAS 157 and FAS No. 107, Disclosures about Fair Value of Financial Instruments. The adoption of FAS 159 did not impact retained earnings as of January 1, 2008 because the Company did not make any elections.

**Accounting Standards Not Yet Adopted**

In December 2007, the FASB issued FAS No. 141(R) Business Combinations ( FAS 141(R) ). FAS 141(R) replaces FAS No. 141 Business Combinations ( FAS 141 ) but retains the fundamental requirements in FAS No. 141 that the acquisition method of accounting be used for all business combinations and for an acquirer to be identified for each business combination. FAS 141(R) requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. FAS 141(R) also requires acquisition-related costs to be recognized separately from the acquisition, recognize assets acquired and liabilities assumed arising from contractual contingencies at their acquisition-date fair values and recognize goodwill as the excess of the consideration transferred plus the fair value of any noncontrolling interest in the acquiree at the acquisition date over the fair values of the identifiable net assets



**ENSTAR GROUP LIMITED**

**NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. BASIS OF PREPARATION AND CONSOLIDATION (cont d)**

acquired. FAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008 (January 1, 2009 for calendar year-end companies). The Company is currently evaluating the provisions of FAS 141(R) and its potential impact on future financial statements.

In December 2007, the FASB issued FAS No. 160 Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 ( FAS 160 ). FAS 160 amends ARB No. 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. FAS 160 clarifies that a noncontrolling interest in a subsidiary is an ownership interest that should be reported as equity in the consolidated financial statements. FAS 160 requires consolidated net income to be reported at the amounts that include the amounts attributable to both the parent and the noncontrolling interest. This statement also establishes a method of accounting for changes in a parent's ownership interest in a subsidiary that does result in deconsolidation. FAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008 (January 1, 2009 for calendar year-end companies). The presentation and disclosure of FAS 160 shall be applied retrospectively for all periods presented. The Company is currently evaluating the provisions of FAS 160 and its potential impact on future financial statements.

In March 2008, the FASB issued FAS No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 ( FAS 161 ). This Statement expands the disclosure requirements of FAS 133 and requires the reporting entity to provide enhanced disclosures about the objectives and strategies for using derivative instruments, quantitative disclosures about fair values and amounts of gains and losses on derivative contracts, and credit-risk related contingent features in derivative agreements. FAS 161 will be effective for fiscal years beginning after November 15, 2008 (January 1, 2009 for calendar year-end companies), and interim periods within those fiscal years. The Company is currently evaluating the provisions of FAS 161 and its potential impact on future financial statements.

**2. ACQUISITIONS**

On February 29, 2008, the Company completed the acquisition of Guildhall Insurance Company Limited ( Guildhall ), a reinsurance company based in the U.K., for total consideration of £33.4 million (approximately \$65.9 million). The purchase price was financed by the drawdown of approximately £16.5 million (approximately \$32.5 million) from a facility loan agreement with a London-based bank; approximately £5.0 million (approximately \$10.0 million) from J.C. Flowers II L.P. (the Flowers Fund ), by way of non-voting equity participation; and the balance of approximately £11.9 million (approximately \$23.5 million) from available cash on hand. The Flowers Fund is a private investment fund advised by J.C. Flowers & Co. LLC. J. Christopher Flowers, a member of the Company's board of directors and one of its largest shareholders, is the founder and Managing Member of J.C. Flowers & Co. LLC. John J. Oros, the Company's Executive Chairman and a member of its board of directors, is a Managing Director of J.C. Flowers & Co. LLC. Mr. Oros splits his time between J.C. Flowers & Co. LLC and the Company.

The acquisition has been accounted for using the purchase method of accounting, which requires that the acquirer record the assets and liabilities acquired at their estimated fair value.

|                                   |           |
|-----------------------------------|-----------|
| Purchase price                    | \$ 65,571 |
| Direct costs of acquisition       | 303       |
| Total purchase price              | \$ 65,874 |
| Net assets acquired at fair value | \$ 65,874 |

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. ACQUISITIONS (cont d)**

The following summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition:

|                                       |            |
|---------------------------------------|------------|
| Cash, restricted cash and investments | \$ 108,994 |
| Reinsurance balances receivable       | 33,298     |
| Accounts receivable                   | 4,631      |
| Losses and loss adjustment expenses   | (79,107)   |
| Accounts payable                      | (1,942)    |
| Net assets acquired at fair value     | \$ 65,874  |

On March 5, 2008, the Company completed the acquisition from AMP Limited ( AMP ) of AMP 's Australian-based closed reinsurance and insurance operations ( Gordian ). The purchase price, including acquisition expenses, was approximately AU\$436.9 million (approximately \$405.4 million) and was financed by AU\$301.0 million (approximately \$276.5 million), including an arrangement fee of AU\$4.5 million (approximately \$4.2 million), from bank financing provided jointly by a London-based bank and a German bank; approximately AU\$41.6 million (approximately \$39.5 million) from the Flowers Fund, by way of non-voting equity participation; and approximately AU\$98.7 million (approximately \$93.6 million) from available cash on hand.

The acquisition has been accounted for using the purchase method of accounting, which requires that the acquirer record the assets and liabilities acquired at their estimated fair value.

|   |            |
|---|------------|
| Purchase price                                    | \$ 401,086 |
| Direct costs of acquisition                       | 4,326      |
| Total purchase price                              | \$ 405,412 |
| Net assets acquired at fair value                 | \$ 455,692 |
| Excess of net assets over purchase price          | \$ 50,280  |
| Less minority interest share of negative goodwill | (15,084)   |
| Negative goodwill                                 | \$ 35,196  |

The negative goodwill arose primarily as a result of income earned by Gordian between the date of the balance sheet on which the agreed purchase price was based, June 30, 2007, and the date the acquisition closed, March 5, 2008, and the desire of the vendors to achieve a substantial reduction in regulatory capital requirements and therefore to dispose

of Gordian at a discount to fair value.

The following summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of the acquisition:

|  |            |
|--|------------|
| Cash, restricted cash and investments      | \$ 872,755 |
| Reinsurance balances receivable            | 99,645     |
| Accounts receivable                        | 31,253     |
| Losses and loss adjustment expenses        | (509,638)  |
| Insurance and reinsurance balances payable | (22,660)   |
| Accounts payable                           | (15,663)   |
| Net assets acquired at fair value          | \$ 455,692 |

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. ACQUISITIONS (cont d)**

The fair values of reinsurance assets and liabilities acquired are derived from probability weighted ranges of the associated projected cash flows, based on actuarially prepared information and management's run-off strategy. Any amendment to the fair values resulting from changes in such information or strategy will be recognized when they occur.

The following proforma condensed combined income statement for the three months ended March 31, 2008 combines the historical consolidated statements of income of the Company with those of Gordian, which was acquired in the first quarter of 2008, giving effect to the business combinations and related transactions as if they had occurred on January 1, 2008.

| <b>Three Months Ended March 31, 2008:</b>                                 | <b>Enstar<br/>Group<br/>Limited</b> | <b>Gordian</b> | <b>Proforma<br/>Adjustment</b> | <b>Enstar<br/>Group<br/>Limited<br/>Proforma</b> |
|---|-------------------------------------|----------------|--------------------------------|--|
| Total income  | \$ (1,748)                          | \$ 14,082      | \$ (5,194)(a)                  | \$ 7,140   |
| Total expenses  | (26,262)                            | 15,860         | (7,619)(c)                     | (18,021)   |
| Net (loss) before extraordinary gain                                      | (28,010)                            | 29,942         | (12,813)                       | (10,881)   |
| Extraordinary gain  | 35,196                              |                |                                | 35,196   |
| Net earnings (loss)   | \$ 7,186                            | \$ 29,942      | \$ (12,813)                    | \$ 24,315  |
| Net (loss) per ordinary share before extraordinary gain basic and diluted |                                     |                |                                | \$ (0.91)  |
| Extraordinary gain basic and diluted                                      |                                     |                |                                | 2.95   |
| Net earnings per ordinary share basic and diluted                         |                                     |                |                                | \$ 2.04  |
| Weighted average shares basic and diluted                                 |                                     |                |                                | 11,927,542                                       |

The following proforma condensed combined income statement for the three months ended March 31, 2007 combines the historical consolidated statements of income of the Company with those of The Enstar Group, Inc. ( EGI ), BH Acquisition Ltd. ( BH ) and Inter-Ocean Holdings, Ltd. ( Inter-Ocean ), each of which was acquired in the first quarter of 2007, and Gordian, which was acquired in the first quarter of 2008, giving effect to the business combinations and related transactions as if they had occurred on January 1, 2007.

**Enstar****Proforma****Proforma**

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| Period Ended March 2007:         | Group     | BH       | EGI        | Inter-Ocean | Adjustment  | Sub-total | Gordian   | Adjustment    |    |
|----------------------------------|-----------|----------|------------|-------------|-------------|-----------|-----------|---------------|----|
|                                  | \$ 21,797 | \$ 1,252 | \$ 1,058   | \$ 6,555    | \$ (721)(b) | \$ 29,941 | \$ 18,394 | \$ (3,602)(a) | \$ |
|                                  | (25,128)  | (774)    | (6,913)    | (5,435)     | 721 (d)     | (37,529)  | 1,539     | (8,458)(c)    | \$ |
| Income before                    |           |          |            |             |             |           |           |               |    |
| gain basic                       | (3,331)   | 478      | (5,855)    | 1,120       |             | (7,588)   | 19,933    | (12,060)      |    |
| gain                             | 15,683    |          |            |             |             | 15,683    |           |               |    |
| Loss                             | \$ 12,352 | \$ 478   | \$ (5,855) | \$ 1,120    | \$          | \$ 8,095  | \$ 19,933 | \$ (12,060)   | \$ |
| Income per ordinary share before |           |          |            |             |             |           |           |               |    |
| gain basic                       |           |          |            |             |             |           |           |               | \$ |
| gain basic                       |           |          |            |             |             |           |           |               | \$ |
| Income per ordinary share basic  |           |          |            |             |             |           |           |               | \$ |
| Income per ordinary share before |           |          |            |             |             |           |           |               |    |
| gain diluted                     |           |          |            |             |             |           |           |               | \$ |
| gain diluted                     |           |          |            |             |             |           |           |               | \$ |
| Income per ordinary share        |           |          |            |             |             |           |           |               | \$ |
| Weighted average shares basic    |           |          |            |             |             |           |           |               |    |
| Weighted average shares diluted  |           |          |            |             |             |           |           |               |    |

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. ACQUISITIONS (cont d)****Notes to the Pro Forma Condensed Combined Income Statement**

|   | <b>2008</b> | <b>2007</b> |
|---|-------------|-------------|
| Income:   |             |             |
| (a) Adjustment to conform the accounting policy for investments to that of the Company                  | \$ (5,194)  | \$ (3,602)  |
| (b) Elimination of fees earned prior to acquisition   |             | (721)       |
| Expenses:   |             |             |
| (c) (i) Adjustment to interest expense to reflect the financing costs of the acquisition for the period | (3,965)     | (5,015)     |
| (ii) Adjustment to recognize the amortization of increased run-off provisions                           | (236)       | (205)       |
| (iii) Adjustment to recognize amortization of fair value adjustments recorded at date of acquisition    | (4,976)     | (4,319)     |
| (iv) To adjust income taxes for pro forma adjustments at the statutory rate of 30%                      | 1,558       | 1,081       |
|   | (7,619)     | (8,458)     |
| (d) Elimination of fees paid prior to acquisition   |             | 721         |

**3. SIGNIFICANT NEW BUSINESS**

In December 2007, the Company, in conjunction with JCF FPK I L.P. ( JCF FPK ) and a newly-hired executive management team, formed U.K.-based Shelbourne Group Limited ( Shelbourne ) to invest in Reinsurance to Close or RITC transactions (the transferring of liabilities from one Lloyd s Syndicate to another) with Lloyd s of London insurance and reinsurance syndicates in run-off. JCF FPK is a joint investment program between Fox-Pitt, Kelton, Cochran, Caronia & Waller ( FPKCCW ) and the Flowers Fund. Shelbourne is a holding company of a Lloyd s Managing Agency, Shelbourne Syndicate Services Limited. The Company owns 50.1% of Shelbourne, which in turn owns 100% of Shelbourne Syndicate Services Limited, the Managing Agency for Lloyd s Syndicate 2008, a syndicate approved by Lloyd s of London on December 16, 2007 to undertake RITC transactions with Lloyd s syndicates in run-off. In February 2008, Lloyd s Syndicate 2008 entered into RITC agreements with four Lloyd s syndicates with total gross insurance reserves of approximately \$471.2 million.

On February 29, 2008, the Company funded its capital commitment of approximately £36.0 million (approximately \$72.0 million) by way of a letter of credit issued by a London-based bank to Lloyd s Syndicate 2008. The letter of credit was secured by a parental guarantee from the Company in the amount of £12.0 million (approximately \$24.0 million); approximately £11.0 million (approximately \$22.0 million) from the Flowers Fund (acting in its own capacity and not through JCF FPK), by way of a non-voting equity participation; and approximately £13.0 million (approximately \$26.0 million) from available cash on hand. JCF FPK s capital commitment to Lloyd s Syndicate 2008 is approximately £14.0 million (approximately \$28.0 million).

The Flowers Fund is a private investment fund advised by J.C. Flowers & Co. LLC. J. Christopher Flowers, a member of the Company's board of directors and one of its largest shareholders, is the founder and Managing Member of J.C. Flowers & Co. LLC. John J. Oros, the Company's Executive Chairman and a member of its board of directors, is a Managing Director of J.C. Flowers & Co LLC. Mr. Oros splits his time between J.C. Flowers & Co. LLC and the Company. In addition, an affiliate of the Flowers Fund controls approximately 41% of FPKCCW.



## ENSTAR GROUP LIMITED

NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 4. INVESTMENTS

## Available-for-sale

The amortized cost and estimated fair value of investments in debt securities classified as available for sale are as follows:

|                                       | Amortized<br>Cost | Gross<br>Unrealized<br>Holding<br>Gains | Gross<br>Unrealized<br>Holding<br>Losses | Fair<br>Value |
|---------------------------------------|-------------------|---|--|---------------|
| <b><u>As at March 31, 2008</u></b>    |                   |   |  |               |
| U.S. Treasury and Agency securities   | \$ 142,358        | \$ 443                                  | \$ (6)                                   | \$ 142,795    |
| Non-U.S. Government securities        | 184,394           | 984                                     | (45)                                     | 185,333       |
| Corporate debt securities             | 180,853           | 660                                     | (503)                                    | 181,010       |
| Other debt securities                 | 6,918             |   |  | 6,918         |
| Short term investments                | 111,058           | 36                                      | (45)                                     | 111,049       |
|                                       | \$ 625,581        | \$ 2,123                                | \$ (599)                                 | \$ 627,105    |
| <b><u>As at December 31, 2007</u></b> |                   |   |  |               |
| Corporate debt securities             | \$ 757            | \$ 42                                   | \$ (170)                                 | \$ 629        |
| Other debt securities                 | 6,249             |   |  | 6,249         |
| Short term investments                | 15,480            |   |  | 15,480        |
|                                       | \$ 22,486         | \$ 42                                   | \$ (170)                                 | \$ 22,358     |

The gross unrealized losses on available for sale debt securities as at March 31 were split as follows:

|                          | 2008   | 2007   |
|--------------------------|--------|--------|
| Due within one year      | \$ 53  | \$     |
| After 1 through 5 years  | 243    |        |
| After 5 through 10 years | 160    |        |
| After 10 years           | 143    | 170    |
|                          | \$ 599 | \$ 170 |

As at March 31, 2008 the number of securities classified as available-for-sale in an unrealized loss position was 50, with a fair value of \$77.6 million. None of these securities has been in an unrealized loss position for 12 months or longer.

## ENSTAR GROUP LIMITED

NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 4. INVESTMENTS (cont d)

**Held-to-maturity**

The amortized cost and estimated fair value of investments in debt securities classified as held-to-maturity are as follows:

|                                       | Amortized<br>Cost | Gross<br>Unrealized<br>Holding<br>Gains | Gross<br>Unrealized<br>Holding<br>Losses | Fair<br>Value |
|---------------------------------------|-------------------|---|--|---------------|
| <b><u>As at March 31, 2008</u></b>    |                   |   |  |               |
| U.S. Treasury and Agency securities   | \$ 92,078         | \$ 1,638                                | \$ (208)                                 | \$ 93,508     |
| Non-U.S. Government securities        | 2,636             |   | (9)                                      | 2,627         |
| Corporate debt securities             | 58,071            | 387                                     | (932)                                    | 57,526        |
|                                       | \$ 152,785        | \$ 2,025                                | \$ (1,149)                               | \$ 153,661    |
| <b><u>As at December 31, 2007</u></b> |                   |   |  |               |
| U.S. Treasury and Agency securities   | \$ 132,332        | \$ 816                                  | \$ (314)                                 | \$ 132,834    |
| Non-U.S. Government securities        | 2,534             |   | (12)                                     | 2,522         |
| Corporate debt securities             | 76,149            | 159                                     | (666)                                    | 75,642        |
|                                       | \$ 211,015        | \$ 975                                  | \$ (992)                                 | \$ 210,998    |

The gross unrealized losses on held-to-maturity debt securities as at March 31 were split as follows:

|                          | 2008     | 2007   |
|--------------------------|----------|--------|
| Due within one year      | \$ 113   | \$ 161 |
| After 1 through 5 years  | 380      | 217    |
| After 5 through 10 years | 11       | 13     |
| After 10 years           | 645      | 601    |
|                          | \$ 1,149 | \$ 992 |

As at March 31, 2008, the number of securities classified as held-to-maturity in an unrealized loss position was 36 with a fair value of \$33.8 million. Of these securities, the number of securities that have been in an unrealized loss

position for 12 months or longer was 34 with a fair value of \$18.2 million. As of March 31, 2008, none of these securities were considered to be other than temporarily impaired. The Company has the intent and ability to hold these securities until their maturities. The unrealized losses from these securities were not a result of credit, collateral or structural issues.

The amortized cost and estimated fair values as at March 31, 2008 of debt securities classified as held-to-maturity by contractual maturity are shown below.

|                          | <b>Amortized<br/>Cost</b> | <b>Fair<br/>Value</b> |
|--------------------------|---------------------------|-----------------------|
| Due within one year      | \$ 42,933                 | \$ 42,936             |
| After 1 through 5 years  | 100,904                   | 102,245               |
| After 5 through 10 years | 161                       | 149                   |
| After 10 years           | 8,787                     | 8,331                 |
|                          | <b>\$ 152,785</b>         | <b>\$ 153,661</b>     |

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. INVESTMENTS (cont d)**

Actual maturities could differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Trading**

The estimated fair value of investments in debt securities and short-term investments classified as trading securities as of March 31 was as follows:

|                                     | <b>2008</b> | <b>2007</b> |
|-------------------------------------|-------------|-------------|
| U.S. Treasury and Agency securities | \$ 255,499  | \$ 237,943  |
| Non-U.S. Government securities      | 3,231       | 3,244       |
| Corporate debt securities           | 69,069      | 82,436      |
|                                     | \$ 327,799  | \$ 323,623  |

**Other Investments**

At March 31, 2008 and December 31, 2007, the Company had \$105.4 million and \$75.3 million, respectively, of other investments recorded in limited partnerships, limited liability companies and equity funds. These other investments represented 3.5% and 4.2% of total investments and cash and cash equivalents at March 31, 2008 and December 31, 2007, respectively. All of the Company's other investments relating to our investments in limited partnerships and limited liability companies are subject to restrictions on redemptions and sales which are determined by the governing documents and limit the Company's ability to liquidate these investments in the short term. Due to a lag in the valuations reported by the managers, the Company records changes in the investment value with up to a three-month lag. These investments are accounted for under the equity method. As at March 31, 2008 and December 31, 2007, the Company had unfunded capital commitments relating to its other investments of \$62.3 and \$74.6 million, respectively. As at March 31, 2008, 61.7% of the other investments are with a related party.

In accordance with FAS 157, we have categorized our investments held at March 31, 2008 between levels as follows:

|                                       | <b>March 31, 2008</b> |                |                | <b>Total Fair Value</b> |
|---------------------------------------|-----------------------|----------------|----------------|-------------------------|
|                                       | <b>Level 1</b>        | <b>Level 2</b> | <b>Level 3</b> |                         |
| Fixed maturities - available for sale | \$                    | \$ 627,105     | \$             | \$ 627,105              |
| Fixed maturities - trading            |                       | 326,748        | 1,051          | 327,799                 |
| Equity securities                     | 4,615                 |                |                | 4,615                   |

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|                   |          |            |            |              |
|-------------------|----------|------------|------------|--------------|
| Other investments |          |            | 105,391    | 105,391      |
| Total investments | \$ 4,615 | \$ 953,853 | \$ 106,442 | \$ 1,064,910 |

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. INVESTMENTS (cont d)**

The following table presents a reconciliation of the beginning and ending balances for all investments measured at fair value on a recurring basis using Level 3 inputs during the period ended March 31, 2008:

|   | <b>Three Months Ended March 31, 2008</b>  |                              |                              |              |
|---|---|------------------------------|------------------------------|--------------|
|   | <b>Fixed<br/>Maturity<br/>Investments</b> | <b>Equity<br/>Securities</b> | <b>Other<br/>Investments</b> | <b>Total</b> |
| Level 3 investments as of January 1, 2008 | \$ 1,051                                  | \$                           | \$ 75,300                    | \$ 76,351    |
| Net purchases (sales and distributions)   |   |                              | 55,461                       | 55,461       |
| Total realized and unrealized losses      |   |                              | (25,370)                     | (25,370)     |
| Net transfers in and/or (out) of Level 3  |   |                              |                              |              |
| Level 3 investments as of March 31, 2008  | \$ 1,051                                  | \$                           | \$ 105,391                   | \$ 106,442   |

The amount of total losses for the period included in earnings attributable to the fair value of changes in assets still held at the reporting date was \$26.5 million.

**5. LOANS PAYABLE**

On February 18, 2008, the Company fully repaid the outstanding principal and accrued interest on the loans used to partially finance the acquisitions of Cavell Holdings Limited (U.K.), Marlon Insurance Company Limited and Marlon Management Services Limited totaling \$40.5 million.

In February 2008, a wholly-owned subsidiary of the Company, Cumberland Holdings Limited (Cumberland), entered into a term facility agreement jointly with a London-based bank and a German bank (the Cumberland Facility). On March 4, 2008, the Company drew down AU\$215.0 million (approximately \$197.5 million) from the Facility A Commitment (Facility A) and AU\$86.0 million (approximately \$79.0 million) from the Facility B Commitment (Facility B) to partially fund the Gordian acquisition.

The interest rate on the Facility A is LIBOR plus 2%. Facility A is repayable in five years and is secured by a first charge over Cumberland's shares in Gordian. Facility A contains various financial and business covenants, including limitations on liens on the stock of restricted subsidiaries, restrictions as to the disposition of the stock of restricted subsidiaries and limitations on mergers and consolidations. As of March 31, 2008, all of the financial covenants relating to Facility A were met.

The interest rate on Facility B is LIBOR plus 2.75%. Facility B is repayable in six years and is secured by a first charge over Cumberland's shares in Gordian. Facility B contains various financial and business covenants, including limitations on liens on the stock of restricted subsidiaries, restrictions as to the disposition of the

stock of restricted subsidiaries and limitations on mergers and consolidations. As of March 31, 2008, all of the financial covenants relating to Facility B were met.

In February 2008, a wholly-owned subsidiary of the Company, Rombalds Limited ( Rombalds ), entered into a term facility agreement with a London-based bank (the Rombalds Facility ). On February 28, 2008, the Company drew down \$32.5 million from the Rombalds Facility to partially fund the acquisition of Guildhall. The interest rate on the Rombalds Facility is LIBOR plus 2%. The facility is repayable in five years and is secured by a first charge over Rombalds shares in Guildhall. The Rombalds Facility contains various financial and business covenants, including limitations on liens on the stock of restricted subsidiaries, restrictions as to the disposition of the stock of restricted subsidiaries and limitations on mergers and consolidations. As of March 31, 2008, all of the financial covenants relating to the Rombalds Facility were met.



**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On May 6, 2008, the Company fully repaid outstanding principal and accrued interest on the loan used to partially finance the acquisition of Brampton Insurance Company Limited totaling \$19.9 million.

**6. EMPLOYEE BENEFITS**

Our share-based compensation plans provide for the grant of various awards to our employees and to members of the Board of Directors. These are described in Note 12 to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2007. The information below includes both the employee and director components of our share-based compensation.

*(a) Employee share plans*

|           |                 | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average Fair<br/>Value of<br/>the Award<br/>per Share</b> |
|-----------|-----------------|-----------------------------|---|
| Nonvested | January 1, 2008 | 25,862                      | \$ 122.42   |
| Granted   |                 | 27,140                      | 95.45   |
| Vested    |                 | (27,140)                    | 95.45   |
| Nonvested | March 31, 2008  | 25,862                      | 111.27  |

*i) 2004 - 2005 employee share plan*

Compensation costs of \$0.2 million and \$1.7 million relating to the issuance of share-awards to employees of the Company in 2004 and 2005 have been recognized in the Company's statement of earnings for the three months ended March 31, 2008 and 2007, respectively.

The determination of the share-award expenses was based on the fair-market value per common share of EGI as of the grant date and is recognized over the vesting period.

As of March 31, 2008, total unrecognized compensation costs related to the non-vested share awards amounted to \$0.4 million. These costs are expected to be recognized over a weighted average period of 0.57 years.

*ii) 2006-2010 Annual Incentive Plan and 2006 Equity Incentive Plan*

For the three months ended March 31, 2008 and 2007, 27,140 and 38,387 shares were awarded to directors, officers and employees under the 2006 Equity Incentive Plan. The total value of the award for the three months ended March 31, 2008 was \$2.6 million and was charged against the 2006-2010 Annual Incentive Plan accrual established

for the year ended December 31, 2007. The total value of the award for the three months ended March 31, 2007 was \$3.8 million of which \$0.5 million was charged as an expense for the three months ended March 31, 2007 and \$3.3 million was charged against the 2006-2010 Annual Incentive Plan accrual established for the year ended December 31, 2006.

The accrued expense relating to the 2006-2010 Annual Incentive Plan for the three months ended March 31, 2008 and 2007 was \$2.1 million and \$2.4 million, respectively.

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****6. EMPLOYEE BENEFITS (cont d)***(b) Options*

|             |                 | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Intrinsic<br/>Value of<br/>Shares</b> |
|-------------|-----------------|-----------------------------|--|--|
| Outstanding | January 1, 2008 | 490,371                     | \$ 25.40   |  |
| Granted     |                 |                             |  |  |
| Exercised   |                 |                             |  |  |
| Forfeited   |                 |                             |  |  |
| Outstanding | March 31, 2008  | 490,371                     | \$ 25.40   | \$ 42,108                                |

Stock options outstanding and exercisable as of March 31, 2008 were as follows:

| <b>Ranges of<br/>Exercise<br/>Prices</b> | <b>Number of<br/>Options</b> | <b>Weighted<br/>Average<br/>Exercise Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual Life</b> |
|--|------------------------------|--|--|
| \$10 - 20                                | 323,645                      | \$ 17.20                                       | 2.9 years  |
| \$40 - 60                                | 166,726                      | 41.32  | 5.4 years  |

*(c) Deferred Compensation and Stock Plan for Non-Employee Directors*

EGI, prior to its merger with a subsidiary of the Company (the Merger), had in place a Deferred Compensation and Stock Plan for Non-Employee Directors which permitted non-employee directors to receive all or a portion of their retainer and meeting fees in common stock and to defer all or a portion of their retainer and meeting fees in stock units. Upon completion of the Merger, each stock unit was converted from a right to receive a share of EGI common stock into a right to receive an Enstar Group Limited ordinary share. No additional amounts will be deferred under the plan.

On June 5, 2007, the Compensation Committee of the board of directors of the Company approved the Enstar Group Limited Deferred Compensation and Ordinary Share Plan for Non-Employee Directors (the EGL Deferred Compensation Plan)

The EGL Deferred Compensation Plan became effective immediately. The EGL Deferred Compensation Plan provides each member of the Company's board of directors who is not an officer or employee of the Company or any of its subsidiaries (each, a Non-Employee Director) with the opportunity to elect (i) to receive all or a portion of his or her compensation for services as a director in the form of the Company's ordinary shares instead of cash and (ii) to defer receipt of all or a portion of such compensation until retirement or termination.

Non-Employee Directors electing to receive compensation in the form of ordinary shares will receive whole ordinary shares (with any fractional shares payable in cash) as of the date compensation would otherwise have been payable. Non-Employee Directors electing to defer compensation will have such compensation converted into share units payable as a lump sum distribution after the director's separation from service as defined under Section 409A of the Internal Revenue Code of 1986, as amended. The lump sum share unit distribution will be made in the form of ordinary shares, with fractional shares paid in cash.

For the three months ended March 31, 2008 and 2007, 994 and Nil shares were issued to Non-Employee Directors under the plan.

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. EARNINGS PER SHARE**

The following table sets forth the comparison of basic and diluted earnings per share for the three-month periods ended March 31, 2008 and 2007.

|  | <b>2008</b> | <b>2007</b> |
|--|-------------|-------------|
| Net loss before extraordinary gain                         | \$ (23,509) | \$ (2,309)  |
| Weighted average shares outstanding basic and diluted      | 11,927,542  | 11,160,448  |
| Loss per share before extraordinary gain basic and diluted | \$ (1.97)   | \$ (0.21)   |

The following securities have not been included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented.

| <b>Share equivalents:</b> | <b>2008</b> | <b>2007</b> |
|---------------------------|-------------|-------------|
| Unvested shares           | \$ 25,862   | \$ 92,293   |
| Restricted share units    | 2,141       |             |
| Options                   | 262,440     | 172,975     |
| Total                     | \$ 290,443  | \$ 265,268  |

The Company amended its earnings per share calculation for 2007 to reflect the anti-dilutive nature of unvested shares and options.

The weighted average ordinary shares outstanding shown for the three months ended March 31, 2007 reflect the conversion of Class A, B, C and D shares to ordinary shares on January 31, 2007, as part of the recapitalization completed in connection with the Merger, as if the conversion occurred on January 1, 2007. For the three months ended March 31, 2007, the ordinary shares issued to acquire EGI are reflected in the calculation of the weighted average ordinary shares outstanding from January 31, 2007, the date of issue.

**8. COMMITMENTS AND CONTINGENCIES**

On March 28, 2008, the Company committed to subscribe for its pro-rata share of the rights offering in New NIB Partners L.P. ( New NIB ). Our total commitment was 5.0 million (approximately \$7.9 million) and was paid to New NIB on April 11, 2008.

As at March 31, 2008, the Company has guaranteed the obligations of two of its subsidiaries in respect of letter of credit issued on their behalf by London-based banks in the amount of £19.5 million (approximately \$38.7 million) in respect of capital commitments to Lloyds Syndicate 2008 and insurance contract requirements of one of the subsidiaries. The guarantees will be triggered should losses incurred by the subsidiaries exceed available cash on hand resulting in the letters of credit being drawn. As at March 31, 2008, the Company has not recorded any liabilities associated with the guarantees.

**ENSTAR GROUP LIMITED**

**NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. RELATED PARTY TRANSACTIONS**

The Company has entered into certain transactions with companies and partnerships that are affiliated with J. Christopher Flowers and John J. Oros. Messrs Flowers and Oros are members of the Company's board of directors and Mr. Flowers is one of the largest shareholders of Enstar.

During the quarter, the Company funded an additional \$24.4 million of its outstanding capital commitment to entities affiliated with Messrs. Flowers and Oros. The Company had, as of March 31, 2008 and December 31, 2007, investments in entities affiliated with Mr. Flowers with a total value of \$65.0 million and \$71.6 million, respectively, and outstanding commitments to entities managed by Mr. Flowers, for the same periods, of \$57.6 million and \$76.3 million, respectively. The Company's outstanding commitments may be drawn down over approximately the next six years.

In February 2008, the Flowers Fund funded its commitment of approximately \$70.9 million for its share of the economic interest in each of the Gordian, Guildhall and Shelbourne transactions.

In February 2008, the Company entered into an AU\$301.0 million (approximately \$276.5 million) joint loan facility with an Australian and German bank in which each bank has 50% participation. The Flowers Fund is a significant shareholder of the German bank.

In March 2008, the Company provided an additional capital commitment of approximately \$7.9 million in respect of an entity affiliated with Mr. Flowers in which the Company currently invests. The commitment was funded by the Company on April 11, 2008.

For related party investments associated with Messrs. Flowers and Oros, as at March 31 2008, these investments accounted for 92.5% of the total unfunded capital commitments of the Company, 61.7% of the total amount of investments classified as Other Investments by the Company and 99.7% of the total write-downs in the quarter by the Company.

**10. SEGMENT INFORMATION**

The determination of reportable segments is based on how senior management monitors the Company's operations. The Company measures the results of its operations under two major business categories: reinsurance and consulting.

Consulting fees for the reinsurance segment are intercompany fees paid to the consulting segment. Salary and benefits for the reinsurance segment relate to the discretionary bonus expense on the net income after taxes of the reinsurance segment.

**ENSTAR GROUP LIMITED****NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. SEGMENT INFORMATION (cont d)**

|  | <b>Three Months Ended March 31, 2008</b> |                   |              |
|--|--|-------------------|--------------|
|  | <b>Reinsurance</b>                       | <b>Consulting</b> | <b>Total</b> |
| Consulting fees  | \$ (7,248)                               | \$ 13,303         | \$ 6,055     |
| Net investment income (loss)                                 | 5,498                                    | (4,908)           | 590          |
| Net realized loss  | (1,084)                                  |                   | (1,084)      |
|  | (2,834)                                  | 8,395             | 5,561        |
| Net increase in loss and loss adjustment expense liabilities | 685                                      |                   | 685          |
| Salaries and benefits  | 2,062                                    | 9,295             | 11,357       |
| General and administrative expenses                          | 8,289                                    | 3,622             | 11,911       |
| Interest expense   | 3,315                                    |                   | 3,315        |
| Net foreign exchange gain                                    | (963)                                    | (372)             | (1,335)      |
|  | 13,388                                   | 12,545            | 25,933       |
| Loss before income taxes and minority interest               | (16,222)                                 | (4,150)           | (20,372)     |
| Income taxes   | (1,561)                                  | 1,800             | 239          |
| Minority interest  | (3,376)                                  |                   | (3,376)      |
| Loss before extraordinary gain                               | (21,159)                                 | (2,350)           | (23,509)     |
| Extraordinary gain   | 35,196                                   |                   | 35,196       |
| Net earnings (loss)  | \$ 14,037                                | \$ (2,350)        | \$ 11,687    |

|  | <b>Three Months Ended March 31, 2007</b> |                   |              |
|--|--|-------------------|--------------|
|  | <b>Reinsurance</b>                       | <b>Consulting</b> | <b>Total</b> |
| Consulting fees  | \$ (6,198)                               | \$ 10,859         | \$ 4,661     |
| Net investment income  | 19,245                                   | 693               | 19,938       |
| Net realized gains   | 571                                      |                   | 571          |
|  | 13,618                                   | 11,552            | 25,170       |
| Net increase in loss and loss adjustment expense liabilities | 2,510                                    |                   | 2,510        |
| Salaries and benefits  | 2,864                                    | 9,938             | 12,802       |
| General and administrative expenses                          | 2,305                                    | 3,368             | 5,673        |



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|   |           |            |           |
|---|-----------|------------|-----------|
| Interest expense  | 3,176     |            | 3,176     |
| Net foreign exchange loss                                 | 7         | 47         | 54        |
|   | 10,862    | 13,353     | 24,215    |
| Earnings (loss) before income taxes and minority interest | 2,756     | (1,801)    | 955       |
| Income taxes  | (108)     | (908)      | (1,016)   |
| Minority interest   | (2,248)   |            | (2,248)   |
| Net earnings (loss) before extraordinary gain             | 400       | (2,709)    | (2,309)   |
| Extraordinary gain  | 15,683    |            | 15,683    |
| Net earnings (loss)                                       | \$ 16,083 | \$ (2,709) | \$ 13,374 |

## ENSTAR GROUP LIMITED

NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 11. RESTATEMENT

Subsequent to the issuance of the Company's March 31, 2008 unaudited condensed consolidated financial statements, the Company's management identified an error in *Note 2 Acquisitions* in relation to total expenses for Gordian for the three-month period ended March 31, 2008, included in the calculation of the proforma condensed combined income statement for the three-month period ended March 31, 2008. As a result, the March 31, 2008 proforma condensed combined income statement shown in Note 2 has been restated to correct the error. The tables below summarize the effects of the restatement.

As previously reported:

| <b>Three Months Ended March 31, 2008:</b>                                    | <b>Enstar<br/>Group<br/>Limited</b> | <b>Gordian</b> | <b>Proforma<br/>Adjustment</b> | <b>Enstar<br/>Group<br/>Limited<br/>Proforma</b> |
|--|-------------------------------------|----------------|--------------------------------|--|
| Total income   | \$ (1,748)                          | \$ 14,082      | \$ (5,194)                     | \$ 7,140   |
| Total expenses   | (26,262)                            | (8,854)        | (7,619)                        | (42,735)   |
| Net (loss) before extraordinary gain   | (28,010)                            | 5,228          | (12,813)                       | (35,595)   |
| Extraordinary gain   | 35,196                              |                |                                | 35,196   |
| Net earnings (loss)  | \$ 7,186                            | \$ 5,228       | \$ (12,813)                    | \$ (399)   |
| Net (loss) per ordinary share before extraordinary gain<br>basic and diluted |                                     |                |                                | \$ (2.98)  |
| Extraordinary gain basic and diluted   |                                     |                |                                | 2.95   |
| Net (loss) per ordinary share basic and diluted                              |                                     |                |                                | \$ (0.03)  |
| Weighted average shares basic and diluted                                    |                                     |                |                                | 11,927,542                                       |

As restated:

| <b>Three Months Ended March 31, 2008:</b> | <b>Enstar<br/>Group<br/>Limited</b> | <b>Gordian</b> | <b>Proforma<br/>Adjustment</b> | <b>Enstar<br/>Group<br/>Limited<br/>Proforma</b> |
|---|-------------------------------------|----------------|--------------------------------|--|
| Total income                              | \$ (1,748)                          | \$ 14,082      | \$ (5,194)                     | \$ 7,140   |
| Total expenses                            | (26,262)                            | 15,860         | (7,619)                        | (18,021)   |

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|  |          |           |             |            |
|--|----------|-----------|-------------|------------|
| Net (loss) before extraordinary gain   | (28,010) | 29,942    | (12,813)    | (10,881)   |
| Extraordinary gain   | 35,196   |           |             | 35,196     |
| Net earnings (loss)  | \$ 7,186 | \$ 29,942 | \$ (12,813) | \$ 24,315  |
| Net (loss) per ordinary share before extraordinary gain<br>basic and diluted |          |           |             | \$ (0.91)  |
| Extraordinary gain basic and diluted   |          |           |             | 2.95       |
| Net earnings per ordinary share basic and diluted                            |          |           |             | \$ 2.04    |
| Weighted average shares basic and diluted                                    |          |           |             | 11,927,542 |

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders  
of Enstar Group Limited

We have reviewed the accompanying condensed consolidated balance sheet of Enstar Group Limited and subsidiaries (the Company) as of March 31, 2008, and the related condensed consolidated statements of earnings and comprehensive income, changes in shareholders' equity and cash flows for the three-month periods ended March 31, 2008 and 2007. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Enstar Group Limited and subsidiaries as of December 31, 2007 and the related consolidated statements of earnings, comprehensive income, changes in shareholders' equity, and cash flows for the year then ended; and in our report dated February 29, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2007 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

As discussed in Note 11, the unaudited condensed consolidated financial statements have been restated.

/s/ Deloitte & Touche

Hamilton, Bermuda

May 12, 2008 (June 5, 2008 as to the effects of the restatement discussed in Note 11)

#### **Item 4. CONTROLS AND PROCEDURES**

##### **Evaluation of Disclosure Controls and Procedures**

In connection with the filing of our original Form 10-Q on May 12, 2008, our management performed an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of March 31, 2008. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and is accumulated and communicated to management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

##### **Changes in Internal Controls**

In connection with the filing of our original Form 10-Q on May 12, 2008, our management performed an evaluation, with the participation of our Chief Executive Officer and our Chief Financial Officer, of changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2008. Based upon that evaluation there were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On June 3, 2008, our management concluded that the proforma condensed combined income statement for the three-month period ended March 31, 2008 included in Note 2 Acquisitions to our Unaudited Condensed Combined Financial Statements for the three-month period ended March 31, 2008 in our Quarterly Report on Form 10-Q contained an error. Accordingly, we have filed this Amended Quarterly Report on Form 10-Q to correct that error. See Note 11 Restatement to the Unaudited Condensed Combined Financial Statements included in this amended report. The error did not impact our revenue, net earnings or shareholders' equity.

As a result of the error noted above, management concluded that the error resulted from a deficiency in the operating effectiveness of our internal control over financial reporting related to the preparation and review of proforma financial information disclosed in connection with significant business acquisitions. Specifically, the review of the underlying spreadsheet that was utilized in preparing the proforma information described above by a senior member of our finance department at our principal office prescribed by our existing control procedures was not performed. This deficiency constitutes a material weakness in internal control over financial reporting. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

The preparation of the proforma condensed combined income statement for the three-month period ended March 31, 2008 in Note 2 Acquisitions required us to disclose operating results of an acquired business for the three-month period ended March 31, 2008 that we acquired on March 5, 2008. Specifically, the error originated in a spreadsheet prepared by financial personnel at our principal office that was not adequately reviewed. To address this material weakness, we have extended existing control procedures applicable to the use of certain spreadsheets to cover in all instances spreadsheets used to prepare proforma financial information. These existing control procedures require concurring review of certain spreadsheets by a senior member of the finance department at our principal office.

**Item 6. EXHIBITS**

- 15.1\* Deloitte & Touche Letter Regarding Unaudited Interim Financial Information.
- 31.1\* Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\*\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\*\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith

\*\* Furnished herewith

**SIGNATURE**

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, thereunto duly authorized on June 5, 2008.

ENSTAR GROUP LIMITED

By: /s/ Richard J. Harris

Richard J. Harris  
Chief Financial Officer, Authorized Signatory and  
Principal Accounting and Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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\* Filed herewith

\*\* Furnished herewith