

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Carey James D</u> <hr/> (Last) (First) (Middle) C/O STONE POINT CAPITAL LLC 20 HORSENECK LANE <hr/> (Street) GREENWICH CT 06830-6327 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2013	3. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ESGR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	1,350,000	I	See Note ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. Consists of: (a) 773,556 ordinary shares held by Trident V, L.P., (b) 542,505 ordinary shares held by Trident V Parallel Fund, L.P., and (c) 33,939 ordinary shares held by Trident V Professionals Fund, L.P. Mr. Carey is a member of the investment committee and owner of one of the four general partners of both of Trident Capital V, L.P. (the general partner of Trident V, L.P.) and Trident Capital V-PF (the general partner of Trident V Parallel Fund, L.P.). Mr. Carey is also a member and senior principal of Stone Point Capital LLC and a shareholder and director of Stone Point GP Ltd., which is the general partner of Trident V Professionals Fund, L.P. Mr. Carey disclaims beneficial ownership of the shares held of record or beneficially by Trident V, L.P., Trident V Parallel Fund, L.P., and Trident V Professionals Fund, L.P., except to the extent of any pecuniary interest therein.

Remarks:

/s/ Audrey B. Taranto by 11/15/2013
power of attorney

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby appoints each of Richard J. Harris, Adrian C. Kimberley and Audrey B. Taranto, signing singly, as his attorney-in-fact to act for him and in his name solely to do all or any of the following:

1. To execute and file with the Securities and Exchange Commission all statements regarding his beneficial ownership of securities of Enstar Group Limited filed pursuant to Section 16(a) of the Securities Exchange Act of 1934;

2. To execute all necessary instruments to carry out and perform any of the powers stated above, and to do any other acts requisite to carrying out such powers.

None of Richard J. Harris, Adrian C. Kimberley or Audrey B. Taranto shall incur any liability to the undersigned for acting or refraining from acting under this power, except for such attorney's own willful misconduct or gross negligence.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Enstar Group Limited assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Any reproduced copy of this signed original shall be deemed to be an original counterpart of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements pursuant to Section 16(a) of the Securities Exchange Act of 1934 with respect to the undersigned's beneficial ownership of securities of Enstar Group Limited, unless earlier revoked. This Power of Attorney shall terminate with respect to the attorney-in-fact upon receipt by Richard J. Harris, Adrian C. Kimberley or Audrey B. Taranto, as the case may be, from the undersigned of a written notice of revocation of this Power of Attorney. The undersigned shall have the right to revoke this Power of Attorney at any time.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 6th day of November, 2013.

/s/ James D. Carey
Name: James D. Carey