Enstar Group LTD
Form 10-K
March 01, 2019

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

Commission File Number 001-33289

ENSTAR GROUP LIMITED

(Exact name of Registrant as specified in its charter)

BERMUDA	**N/A**

(State or other jurisdiction of incorporation or organization)   (I.R.S. Employer Identification No.)
Windsor Place, 3rd Floor, 22 Queen Street, Hamilton HM JX, Bermuda
(Address of principal executive offices, including zip code)
Registrant’s telephone number, including area code: **(441) 292-3645**
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Ordinary shares, par value $1.00 per share	The NASDAQ Stock Market LLC
Depositary Shares, Each Representing a 1/1,000th Interest in a 7.00% Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Share, Series D, Par Value $1.00 Per Share	The NASDAQ Stock Market LLC
Depositary Shares, Each Representing a 1/1,000th Interest in a 7.00% Perpetual Non-Cumulative Preferred Share, Series E, Par Value $1.00 Per Share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.   Yes ý   No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.   Yes ¨   No ý
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 ý   No ¨
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).   Yes ý   No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).   Yes ¨   No ý

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates as of June 30, 2018 was approximately $2.22 billion based on the closing price of $207.30 per ordinary share on the NASDAQ Stock Market on that date. Shares held by officers and directors of the registrant and their affiliated entities have been excluded from this computation. Such exclusion is not intended, nor shall it be deemed, to be an admission that such persons are affiliates of the registrant.

As of February 28, 2019, the registrant had outstanding 17,964,779 voting ordinary shares and 3,509,682 non-voting convertible ordinary shares, each par value $1.00 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A relating to its 2019 annual general meeting of shareholders are incorporated by reference in Part III of this Form 10-K.

Enstar Group Limited
Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2018

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report and the documents incorporated by reference herein contain statements that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to our financial condition, results of operations, business strategies, operating efficiencies, competitive positions, growth opportunities, plans and objectives of our management, as well as the markets for our securities and the insurance and reinsurance sectors in general. Statements that include words such as "estimate," "project," "plan," "intend," "expect," "anticipate," "believe," "would," "should," "could," "seek," "may" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. All forward-looking statements are necessarily estimates or expectations, and not statements of historical fact, reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward looking statements should, therefore, be considered in light of various important factors, including those set forth in this annual report and the documents incorporated by reference herein, which could cause actual results to differ materially from those suggested by the forward-looking statements. These factors include:

- risks associated with implementing our business strategies and initiatives;
- the adequacy of our loss reserves and the need to adjust such reserves as claims develop over time;
- risks relating to our acquisitions, including our ability to evaluate opportunities, successfully price acquisitions, address operational challenges, support our planned growth and assimilate acquired companies into our internal control system in order to maintain effective internal controls, provide reliable financial reports and prevent fraud;
- risks relating to our active underwriting businesses, including unpredictability and severity of catastrophic and other major loss events, failure of risk management and loss limitation methods, the risk of a ratings downgrade or withdrawal, and cyclicality of demand and pricing in the insurance and reinsurance markets;
- risks relating to the performance of our investment portfolio and our ability to structure our investments in a manner that recognizes our liquidity needs;
- changes and uncertainty in economic conditions, including interest rates, inflation, currency exchange rates, equity markets and credit conditions, which could affect our investment portfolio, our ability to finance future acquisitions and our profitability;
- the risk that ongoing or future industry regulatory developments will disrupt our business, affect the ability of our subsidiaries to operate in the ordinary course or to make distributions to us, or mandate changes in industry practices in ways that increase our costs, decrease our revenues or require us to alter aspects of the way we do business;
- risks relating to the variability of statutory capital requirements and the risk that we may require additional capital in the future, which may not be available or may be available only on unfavorable terms;
- risks relating to the availability and collectability of our reinsurance;
- losses due to foreign currency exchange rate fluctuations;
- increased competitive pressures, including the consolidation and increased globalization of reinsurance providers;
- emerging claim and coverage issues;
- lengthy and unpredictable litigation affecting assessment of losses and/or coverage issues;
- loss of key personnel;
- the ability of our subsidiaries to distribute funds to us and the resulting impact on our liquidity;
- our ability to comply with covenants in our debt agreements;
- changes in our plans, strategies, objectives, expectations or intentions, which may happen at any time at management’s discretion;
- operational risks, including system, data security or human failures and external hazards;

- risks relating to our ability to obtain regulatory approvals, including the timing, terms and conditions of any such approvals, and to satisfy other closing conditions in connection with our acquisition agreements, which could affect our ability to complete acquisitions;
- our ability to implement our strategies relating to our active underwriting businesses;
- risks relating to our subsidiaries with liabilities arising from legacy manufacturing operations;
- tax, regulatory or legal restrictions or limitations applicable to us or the insurance and reinsurance business generally;
- changes in tax laws or regulations applicable to us or our subsidiaries, or the risk that we or one of our non-U.S. subsidiaries become subject to significant, or significantly increased, income taxes in the United States or elsewhere;
- changes in Bermuda law or regulation or the political stability of Bermuda; and
- changes in accounting policies or practices.

The factors listed above should be not construed as exhaustive and should be read in conjunction with the Risk Factors that are included in Item 1A below. We undertake no obligation to publicly update or review any forward-looking statement, whether to reflect any change in our expectations with regard thereto, or as a result of new information, future developments or otherwise, except as required by law.

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PART I
ITEM 1. BUSINESS
Company Overview
Enstar Group Limited ("Enstar") is a Bermuda-based holding company, formed in 2001. Enstar is a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through its network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Enstar is listed on the NASDAQ Global Select Market under the ticker symbol "ESGR". In this report, the terms "Enstar," "the Company," "us," and "we" are used interchangeably to describe Enstar and our subsidiary companies.
Our fundamental corporate objective is growing our net book value per share. We strive to achieve this primarily through growth in net earnings from both organic and accretive sources, including the completion of new acquisitions, the effective management of companies and portfolios of business acquired, and the execution of active underwriting strategies.
Enstar acquires and manages insurance and reinsurance companies and portfolios of insurance and reinsurance business in run-off. Since formation, we have completed the acquisition of over 90 insurance and reinsurance companies and portfolios of business.
Enstar also manages specialty active underwriting businesses:
- Atrium Underwriting Group Limited and its subsidiaries ("Atrium"), which manage and underwrite specialist insurance and reinsurance business for Lloyd’s Syndicate 609; and
- StarStone Insurance Bermuda Limited and its subsidiaries ("StarStone"), which is an A.M. Best A- rated global specialty insurance group with multiple underwriting platforms.

Business Strategy
Enstar aims to maximize growth in net book value per share by employing the following strategies:
We Leverage Management’s Experience and Industry Relationships to Solidify Enstar’s Position in the Run-Off Market. Enstar leverages the extensive experience and relationships of our senior management team to solidify our position as a leading run-off acquirer and generate future growth opportunities.
We Engage in Highly Disciplined Acquisition Practices. Enstar is highly selective and disciplined when assessing potential acquisition targets, carefully analyzing risk exposures, claims practices and reserve requirements as part of a detailed due diligence process. We believe this decreases risk and increases the probability that we can deliver positive operating results from the companies and portfolios acquired.
We Aim to Profitably Underwrite Selected Specialty Lines to Enhance Future Growth Opportunities. Through our Atrium and StarStone segments, Enstar selectively underwrites in chosen specialty lines, with a focus on balancing risk exposures. Through Atrium and StarStone, the group’s underwriting activity grows organically; and when Enstar acquires run-off businesses, the group’s active underwriting companies are well-positioned to capture profitable active business in specialty lines previously identified as attractive.
We Manage Claims Professionally, Expeditiously, and Cost-Effectively. Enstar aims to manage claims in a professional and disciplined manner, drawing on in-house expertise to dispose of claims efficiently. Enstar strives to pay valid claims on a timely basis, while relying on well-documented policy terms and exclusions where applicable, and litigation when necessary, to defend against paying invalid claims.
We Seek to Commute Assumed Liabilities and Insurance and Reinsurance Assets at a Discount to the Ultimate Liability. Using detailed claims analysis and actuarial projections, Enstar seeks to negotiate with policyholders with a goal of commuting existing insurance and reinsurance liabilities at a discount to the ultimate liability.
We Prudently Manage Investments and Capital. In managing investments and deploying group capital, Enstar strives to achieve superior risk-adjusted returns, while growing profitability and generating long-term growth in shareholder value.

Strategic Growth

Enstar transactions typically take the form of either acquisitions or portfolio transfers. In an acquisition, we acquire an insurance or reinsurance company and manage the run-off or continued underwriting of risk in its business lines. In a portfolio transfer, a reinsurance contract transfers risk from the initial insurance or reinsurance company to a company in the Enstar group. Enstar also enters into reinsurance to close ("RITC") transactions with Lloyd's of London ("Lloyd's") insurance and reinsurance syndicates in run-off, whereby a portfolio of run-off liabilities is transferred from one Lloyd’s syndicate to another.

The substantial majority of Enstar’s acquisitions have been in the non-life run-off business, which generally includes property and casualty, workers’ compensation, asbestos and environmental, construction defect, marine, aviation and transit, and other closed business. Enstar evolved from a stand-alone run-off consolidator to a more diversified insurance group with active underwriting capabilities following our acquisitions of Atrium and StarStone, in 2013 and 2014, respectively. We partnered with the Trident V funds ("Trident") (managed by Stone Point Capital LLC) in the acquisitions of the active underwriting businesses. Stone Point Capital is a financial services-focused private equity firm that has significant experience investing in insurance and reinsurance companies and other insurance-related businesses, which Enstar believes is valuable in our active underwriting joint ventures. In each of the Atrium and StarStone transactions, Enstar has a 59.0% equity interest, Trident has a 39.3% equity interest, and Dowling Capital Partners, L.P. ("Dowling") has a 1.7% equity interest.

Recent Acquisitions and Significant New Business

Maiden

On March 1, 2019, we entered into a Master Agreement with Maiden Holdings, Ltd. ("Maiden Holdings") and Maiden Reinsurance Ltd. (“Maiden Re Bermuda”). Under the Master Agreement, Enstar and Maiden Re Bermuda agreed to enter into an Adverse Development Cover Reinsurance Agreement (“ADC Agreement”) pursuant to which Maiden Re Bermuda will cede and Enstar will reinsure 100% of the liability of Maiden Re Bermuda, as reinsurer, under Maiden Re Bermuda’s two existing quota share agreements with certain insurance companies owned directly or indirectly by AmTrust Financial Services, Inc. (“AmTrust”) for losses incurred on or prior to December 31, 2018 in excess of a $2.44 billion retention, as such figure may be adjusted based upon Maiden’s final year end reserves for the underlying business, up to a $675 million limit. The premium payable by Maiden Re Bermuda to Enstar under the ADC Agreement is $500.0 million. Completion of the transaction is subject to, among other things, regulatory approvals and satisfaction of various closing conditions. The Master Agreement contains customary representations, warranties, covenants and other closing conditions. The transaction is expected to close in the first half of 2019. Effective immediately upon the signing of the Master Agreement, the parties terminated and released each other from their respective obligations under the previously disclosed Master Agreement, entered into on November 9, 2018. The previous agreement provided for the parties to enter into a retrocession agreement pursuant to which Maiden Re Bermuda would cede and Enstar would reinsure 100% of the liability of Maiden Re Bermuda, as reinsurer, under Maiden Re Bermuda’s two existing AmTrust quota share agreements for losses incurred on or prior to June 30, 2018, for a premium payable by Maiden Re Bermuda to Enstar of $2.675 billion.

Amerisure

On February 15, 2019, we entered into a loss portfolio transfer reinsurance agreement with Amerisure Mutual Insurance Company ("Amerisure") and Allianz Risk Transfer (Bermuda) Limited (“ART Bermuda”). In the transaction, Amerisure has agreed to cede, and each of Enstar and ART Bermuda has agreed to severally assume, a 50% quota share of the construction defect losses incurred by Amerisure and certain of its subsidiaries on or before December 31, 2012. At closing, Amerisure would pay Enstar and ART Bermuda an aggregate premium of $125.0 million, which would be adjusted for a broker commission and paid claims and recoveries from April 1, 2018. Enstar's subsidiary would assume $60.0 million of net reserves in the transaction. Completion of the transaction, which is expected to occur in the first quarter of 2019, is subject to, among other things, regulatory approvals and satisfaction of various other customary closing conditions.

AmTrust RITC Transactions

On February 14, 2019, we entered into four RITC transactions with Syndicates 1206, 1861, 2526 and 5820, managed by AmTrust Syndicates Limited, under which we reinsured to close the 2016 and prior underwriting years for each syndicate. We assumed aggregate net reinsurance reserves of approximately £650.0 million (approximately $830.0 million) for cash consideration approximately equal to the net amount of reserves assumed.

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Allianz
Effective December 31, 2018, we and Allianz SE amended the January 1, 2016 reinsurance agreement between our subsidiary and Allianz SE, which related to our reinsurance of certain U.S. workers' compensation, construction defect, and asbestos, pollution and toxic tort business originally held by Fireman's Fund Insurance Company. The amendment increased the original sub-limit related to asbestos & environmental (“A&E”) liabilities in exchange for a premium of $70.0 million. This additional business is also covered by the consulting agreement that we entered into with San Francisco Reinsurance Company, an affiliate of Allianz, in connection with our 2017 transaction with Allianz discussed below.
Maiden Re North America
On December 27, 2018, we completed the acquisition of Maiden Reinsurance North America, Inc. (“Maiden Re North America”) from a subsidiary of Maiden Holdings.Maiden Re North America is a diversified insurance company domiciled in Missouri that provides property and casualty treaty reinsurance, casualty facultative reinsurance and accident and health treaty reinsurance. The net consideration payable in the transactions was $286.4 million, and we assumed $1.0 billion of gross loss and loss adjustment expense reserves upon closing. The renewal rights were not included in the transaction.
On December 27, 2018, as part of the acquisition of Maiden Re North America, we also novated and assumed certain reinsurance agreements from Maiden Re Bermuda, including certain affiliate reinsurance agreements with Maiden Re North America. We assumed total gross unaffiliated reserves of $72.1 million for total assets of $70.4 million on a funds held basis and recorded a deferred charge asset of $1.7 million, included in other assets.
Coca-Cola
On August 1, 2018, we entered into a reinsurance transaction with The Coca-Cola Company and its subsidiaries ("Coca-Cola"), pursuant to which we reinsured certain of Coca-Cola's retention and deductible risks under its subsidiaries' U.S. workers' compensation, auto liability, general liability and product liability insurance coverage. We assumed total gross reserves of $120.8 million for cash consideration of $103.6 million and recorded a deferred charge asset of $17.2 million, included in other assets. We transferred the cash consideration of $103.6 million into a trust to support our obligations under the reinsurance agreement.
KaylaRe
On May 14, 2018, we acquired all of the outstanding shares and warrants of KaylaRe. In consideration for the acquired shares and warrants of KaylaRe, we issued an aggregate of 2,007,017 of our ordinary shares to the shareholders of KaylaRe, comprising 1,501,778 voting ordinary shares and 505,239 Series E non-voting ordinary shares. As a result of this transaction, we recognized goodwill of $41.7 million and net income of $0.4 million due to the remeasurement of the previously held equity method investment to its fair value, partially offset by the settlement of preexisting relationships. For a detailed discussion of various transactions related to KaylaRe and its other shareholders, refer to Note 3 - "Acquisitions" and Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.
Zurich Australia
On February 23, 2018, we entered into a reinsurance agreement with Zurich Australian Insurance Limited, a subsidiary of Zurich Insurance Group ("Zurich"), to reinsure its New South Wales Vehicle Compulsory Third Party ("CTP") insurance business. Under the agreement, which was effective January 1, 2018, we assumed gross loss reserves of AUD$359.4 million ($280.8 million) in exchange for consideration of AUD$343.9 million ($268.7 million). We elected the fair value option for this reinsurance contract and recorded an initial fair value adjustment of AUD$15.5 million ($12.1 million) on the assumed gross loss reserves.
Following the initial reinsurance transaction, which transferred the economics of the CTP insurance business, we and Zurich also completed a portfolio transfer of the CTP insurance business under Division

3A Part III of Australia's Insurance Act 1973 (Cth), effective December 31, 2018, which provided legal finality for Zurich's obligations.

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Neon RITC Transaction
On February 16, 2018, we completed a reinsurance-to-close (“RITC”) transaction with Neon Underwriting Limited ("Neon"), under which we reinsured to close the 2015 and prior underwriting years of account (comprising underwriting years 2008 to 2015) of Neon's Syndicate 2468, with effect from January 1, 2018. We assumed gross loss reserves of£403.9 million ($546.3 million) and net loss reserves of £342.1 million ($462.6 million) relating to the portfolio in exchange for consideration of £329.1 million ($445.1 million). We elected the fair value option for this reinsurance contract and recorded initial fair value adjustments of $20.6 million and $17.5 million on the gross and net loss reserves assumed, respectively.
Novae RITC Transaction
On January 29, 2018, we entered into an RITC transaction with AXIS Managing Agency Limited, under which we will reinsure to close the 2015 and prior underwriting years of account of Novae Syndicate 2007 ("Novae"), with effect from January 1, 2018. We assumed gross loss reserves of £860.1 million ($1,163.2 million) and net loss reserves of £630.7 million ($853.0 million) relating to the portfolio in exchange for consideration of £594.1 million ($803.5 million) and recorded initial fair value adjustments of $67.5 million and $49.5 million on the gross and net loss reserves assumed, respectively.
Acquisitions and Significant New Business since January 1, 2018
The table below sets forth a summary of acquisitions and significant new business in excess of $50.0 million in acquired assets that we have signed or completed since January 1, 2018, including those announced in 2019 prior to issuing this Annual Report on Form 10-K. For a more detailed explanation of these transactions, as well as transactions completed in 2017 and 2016, refer to Note 3 - "Acquisitions" and Note 4 - "Significant New Business" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Significant New Business (January 1, 2018 - Present)

Transaction	Purchase Price	Assets Acquired/Assumed	Total Liabilities Acquired/Assumed	Segment	Primary Nature of Business
Amerisure	N/A	$63 million	$60 million	Non-life Run-off	U.S. construction defect
AmTrust RITCs	N/A	$830 million	$830 million	Non-life Run-off	Property, professional, marine, non-marine, affinity annual, extended warranty and political
Allianz SE	N/A	$70 million	$70 million	Non-life Run-off	Asbestos and environmental
Maiden Re North America	$297 million	$1,466 million	$1,170 million	Non-life Run-off	Diversified property and casualty
Maiden Re Bermuda	N/A	$70 million	$72 million	Non-life Run-off	U.S. workers' compensation and motor
Coca-Cola	N/A	$104 million	$121 million	Non-life Run-off	U.S. workers' compensation, auto liability, general and product liability
KaylaRe	$788 million	$770 million	$24 million	Non-life Run-off	Diversified property and casualty
Zurich Australia	N/A	$269 million	$269 million	Non-life Run-off	Australian motor
Neon Underwriting Limited RITC	N/A	$526 million	$526 million	Non-life Run-off	Medical malpractice, general liability, professional indemnity and marine
AXIS Managing Agency Limited (Novae Syndicate 2007) RITC	N/A	$1,096 million	$1,096 million	Non-life Run-off	Financial, casualty, marine and energy, professional indemnity, aviation, motor and property

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Inception to Date Acquisition Loss Development

The table below sets forth a summary of acquired and assumed net reserves and the resulting development for the 10 most recent acquisition years for our Non-life Run-off segment:

		Total Net Incurred Losses and LAE										
Acquisition Year	**Acquired and Assumed Net Reserves**	**Net Paid Losses**	**Net Loss Development**	**Net Losses recognized on Acquired Unearned Premium**	**Amortization of Deferred Charge Assets**	**Change in provisions for bad debt**	**Change in provisions for ULAE**	**Amortization of Fair Value Adjustments**	**Change in Fair Value - FVO**	**Total Net Incurred losses and LAE**	**Retro-cession of reserves**	**Effec Exch Rate Move**
	(in thousands of U.S. dollars)											
2009	$171,225	$(51,279)	$(78,337)	$—	$—	$(3,237)	$(9,892)	$8,259	$—	$(83,207)	$—	$(6,6
2010	1,245,093	(657,671)	(305,679)	—	—	(29,003)	(47,834)	20,774	—	(361,742)	(8,274)	(29,0
2011	712,867	(49,086)	(296,498)	—	—	(31,096)	(49,091)	(25,455)	—	(402,140)	(90,104)	(3,64
2012	422,476	(223,672)	(75,820)	—	—	(242)	(6,900)	(9,132)	—	(92,094)	—	(26,1
2013	657,982	(504,779)	(100,267)	110,285	—	(127)	(5,218)	(30,474)	—	(25,801)	(28,391)	(5,10
2014	465,395	(350,090)	(14,150)	62,404	—	1,752	6,485	(42,745)	—	13,746	—	(2,73
2015	1,491,256	(681,605)	(451,713)	53,465	207,534	56	(69,281)	14,400	—	(245,539)	(50,466)	(12,6
2016	1,350,463	(344,925)	13,700	—	3,157	(542)	(6,274)	—	—	10,041	—	8,618
2017	1,504,561	(251,036)	(173,404)	—	—	125	(27,899)	89	19,125	(181,964)	—	23,38
2018	2,873,675	(353,094)	(36,326)	—	1,541	—	(25,222)	(3,261)	17,795	(45,473)	—	(49,1
	$10,894,993	**$(3,467,237)**	**$(1,518,494)**	**$226,154**	**$212,232**	**$(62,314)**	**$(241,126)**	**$(67,545)**	**$36,920**	**$(1,414,173)**	**$(177,235)**	**$(103**
2008 and prior												
Total Net Non-life Run-off Liability for Losses and LAE												

The above table presents the assumed and acquired net reserves in the year they were assumed or acquired in our Non-life Run-off segment, including the impact of any fair value adjustments due to business combinations or electing the fair value option, deferred charge assets and unallocated LAE. The table also presents the cumulative roll forward of those acquired and assumed net reserves from the year of acquisition to December 31, 2018. As such, each acquisition year includes a different number of years and therefore impacts the comparability between acquisition years. We generally do not experience significant favourable or adverse development on acquired or assumed net reserves in the year of acquisition. After the first year, and following detailed reviews of all open claims, we primarily earn our total return from disciplined claims management and/or commuting the liabilities and maximizing reinsurance recoveries, in addition to maximizing investment returns on the investment portfolio.

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Other Transactions

Enhanzed Re

Enhanzed Reinsurance Ltd. ("Enhanzed Re") is a joint venture between Enstar, Allianz SE and Hillhouse Capital Management, Ltd. ("Hillhouse Capital") that was entered into in December 2018. Enhanzed Re is a Bermuda-based Class 4 and Class E reinsurer and will reinsure life, non-life run-off, and property and casualty insurance business. Enstar, Allianz and an affiliate of Hillhouse Capital have made equity investment commitments in the aggregate of $470.0 million to Enhanzed Re. Enstar owns 47.4% of the entity, with Allianz owning 24.9%, and an affiliate of Hillhouse owning 27.7%. As of December 31, 2018, Enstar had contributed $94.8 million of its equity commitment to Enhanzed Re, and its uncalled commitment was $128.0 million.

Enstar acts as the (re)insurance manager for Enhanzed Re, Hillhouse is the primary investment manager and an affiliate of Allianz SE also provides investment management services. Enhanzed Re intends to write business sourced from Allianz SE and Enstar, and it will seek to underwrite other business to maximize diversification by risk and geography.

AmTrust

In November 2018, we purchased equity in Evergreen Parent, L.P. ("Evergreen") in the aggregate amount of $200.0 million. Evergreen is an entity formed by private equity funds managed by Stone Point and the Karfunkel-Zyskind family that acquired the approximately 45% of the issued and outstanding shares of common stock of AmTrust Financial Services, Inc. ("AmTrust") that the Karfunkel-Zyskind Family and certain of its affiliates and related parties did not already own or control. The equity interest was in the form of three separate classes of equity securities issued at the same price and in the same proportion as the equity interest purchased by Trident Pine Acquisition L.P. ("Trident Pine"). Following the closing of the transaction, Enstar owns approximately 7.5% of the equity interest in Evergreen and Trident Pine owns approximately 21.8%. Evergreen owns all of the equity interest in AmTrust.

Sale of Life and Annuities

The following sections describe the sale of various life and annuities businesses and assets, certain of which are still underway. Each of these was an opportunistic sale, allowing us to release capital and liquidity. The proceeds will be used to repay our credit facilities and for Non-life Run-off transactions. We will still consider life and annuities business opportunities, either for our own balance sheet, or via one of our affiliates, Monument Re or Enhanzed Re.

Alpha

On October 10, 2018, we entered into a Business Transfer Agreement between our wholly-owned subsidiary Alpha Insurance SA ("Alpha") and a subsidiary of Monument Insurance Group Limited ("Monument"). This agreement will transfer our remaining life assurance policies to Monument, via a portfolio transfer, subject to regulatory approval. The transaction is expected to close during 2019. We have an equity method investment in Monument, as described further in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. Our remaining life operations do not qualify for inclusion in our reportable segments and are therefore included within other activities. The related assets, as well as the results from these operations, were not significant to our consolidated operations and therefore they have not been classified as a discontinued operation. In addition, our proposed transfer of these life assurance polices to Monument was not classified as a held-for-sale business transaction since the underlying contracts do not meet the definition of a business.

Life Settlements

During 2018, we sold our investments in life settlement contracts. Our life settlement investments do not qualify for inclusion in our reportable segments and therefore were included within other activities. The related assets, as well as the results from these operations, were not significant to our consolidated operations and therefore they were not been classified as a discontinued operation. In addition, our sale of these investments was not classified as a held-for-sale business transaction since the underlying contracts did not meet the definition of a business.

Pavonia

On December 29, 2017, we completed the sale of Pavonia Holdings (US), Inc. (“Pavonia”) to Southland National Holdings, Inc. (“Southland”), a Delaware corporation and a subsidiary of Global Bankers Insurance Group, LLC. The aggregate purchase price was $120.0 million. We used the proceeds to make repayments under our revolving credit facility. A sale of one subsidiary, Pavonia Life Insurance Company of New York ("PLIC NY") has not yet completed. We classified the assets and liabilities of the business to be sold as held-for-sale.

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Operating Segments

We have three reportable segments of business that are each managed, operated and separately reported: (i) Non-life Run-off; (ii) Atrium; and (iii) StarStone. Our other activities, which do not qualify as a reportable segment, include our corporate expenses, debt servicing costs, holding company income and expenses, foreign exchange, our remaining life business and other miscellaneous items. For additional information and financial data relating to our segments, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations by Segment," "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investments" and Note 24 - "Segment Information" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Non-life Run-off

Our Non-life Run-off segment comprises the operations of our subsidiaries that are running off their property and casualty and other non-life lines of business.

In the primary (or direct) insurance business, the insurer assumes risk of loss from persons or organizations that are directly subject to the given risks. In the reinsurance business, the reinsurer agrees to indemnify an insurance or reinsurance company, referred to as the ceding company, against all or a portion of the insurance risks arising under the policies the ceding company has written or reinsured. When an insurer or reinsurer stops writing new insurance business, either entirely or with respect to a particular line of business, the insurer, reinsurer, or the line of discontinued business is in run-off.

Participants in the industry often have portfolios of business that become inconsistent with their core competency or provide excessive exposure to a particular risk or segment of the market (i.e., workers' compensation, property/casualty, asbestos, environmental, director and officer liability, etc.). These non-core and/or discontinued portfolios are often associated with potentially large exposures and lengthy time periods before resolution of the last remaining insured claims, resulting in significant uncertainty to the insurer or reinsurer covering those risks. These factors can distract management, drive up the cost of capital and surplus for the insurer or reinsurer and negatively impact the insurer's or reinsurer's rating, which makes the disposal of the unwanted company or portfolio an attractive option. The insurer or reinsurer may engage with a third party that specializes in run-off management, such as Enstar, to purchase the company or assume the portfolio in run-off.

In the sale of a company in run-off, a purchaser, such as Enstar, may pay a discount to the book value of the company based on the risks assumed and the relative value to the seller of no longer having to manage the company in run-off. Such a transaction can be beneficial to the seller because it receives an up-front payment for the company, eliminates the need for its management to devote any attention to the disposed company and removes the risk that the established reserves related to the run-off business may prove to be inadequate. The seller is also able to redeploy its management and financial resources to its core businesses.

In some situations, an insurer or reinsurer may wish to divest itself of a portfolio of non-core legacy business that may have been underwritten alongside other ongoing core business that the insurer or reinsurer does not want to dispose of. In such instances, we are able to provide economic finality for the insurer or reinsurer by providing a loss portfolio reinsurance contract to protect the insurer or reinsurer against deterioration of the non-core portfolio of loss reserves.

Overall, the focus of our Non-life Run-off segment is to acquire companies or portfolios in run-off and to effectively manage that business in ways that further our primary corporate objective of growing Enstar's net book value per share.

Acquisition Process

We evaluate each acquisition and loss portfolio transfer opportunity presented by carefully reviewing the portfolio's risk exposures, claim practices, reserve requirements and outstanding claims. Based on this initial analysis, we can determine if a company or portfolio of business would add value to our current portfolio of run-off businesses. If we decide to pursue the purchase of a company in run-off, we then proceed to price the acquisition in a manner we believe will result in positive operating results based on certain assumptions including, without limitation, our ability to favorably resolve claims, negotiate with direct insureds and reinsurers, and otherwise manage the nature of the risks posed by the business.

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At the time we acquire a company in run-off, we estimate the fair value of assets and liabilities acquired based on actuarial advice and our views of the exposures assumed. We primarily earn our total return on an acquisition from disciplined claims management and/or commuting the liabilities that we have assumed, maximizing reinsurance recoveries on the assumed portfolio of business and investment returns from the acquired investment portfolios.

Run-off Management

Following the acquisition of a company or portfolio of business in run-off, we strive to conduct the run-off in a disciplined and professional manner to efficiently discharge the liabilities associated with the business while preserving and maximizing its assets. Our approach to managing our companies and portfolios of business in run-off includes, where possible, negotiating with third-party insureds and reinsureds to commute their insurance or reinsurance agreement (sometimes called policy buy-backs for direct insurance) for an agreed upon up-front payment by us and to more efficiently manage payment of insurance and reinsurance claims. We attempt to commute policies with direct insureds or reinsureds to eliminate uncertainty over the amount of future claims. Commutations and policy buy-backs provide an opportunity for the company to exit exposures to certain policies and insureds generally at a discount to the ultimate liability and provide the ability to eliminate exposure to further losses. Commutations can also reduce the duration, administrative burden and ultimately the future cost of the run-off.

In certain lines of business, such as direct workers' compensation insurance, commutations and policy buy-back opportunities are not typically available, and our strategy with respect to these businesses is to derive value through efficient and effective management of claims.

Integral to our success is our ability to analyze, administer, and settle claims while managing related expenses, such as loss adjustment expenses ("LAE"). We have implemented claims handling guidelines along with claims reporting and control procedures in all of our claims units. All claims matters are reviewed regularly, with all material claims matters being circulated to and authorized by management prior to any action being taken. Our claims management processes also include leveraging our extensive relationships and developed protocols to more efficiently manage outside counsel and other third parties to reduce expenses. With respect to certain lines of business, we have agreements with third-party administrators to manage and pay claims on our subsidiaries' behalf and advise with respect to case reserves. These agreements generally set forth the duties of the third-party administrators, limits of authority, indemnification language designed for our protection and various procedures relating to compliance with laws and regulations. These arrangements are also subject to review by our relevant claims departments, and we monitor these administrators on an ongoing basis.

We provide consultancy services to third parties in the insurance and reinsurance industry primarily through our subsidiaries, the Cranmore companies, Enstar Limited, Enstar (US), Inc., Paladin Managed Care Services, Inc. ("Paladin") and Kinsale Brokers Limited. In addition to third-party engagements, our consultancy companies also perform these services in-house for our Enstar companies, using their expertise to assist in managing our run-off portfolios and performing certain due diligence matters relating to acquired businesses. The services range from full-service incentive-based or fixed fee run-off management to bespoke solutions such as claims inspection, claims validation, reinsurance asset collection and IT consulting services. Paladin provides medical bill review, utilization review, physician case management and related services in the workers' compensation area.

Following the acquisition of a company or the assumption of a portfolio of business through a reinsurance transaction, we analyze the acquired exposures and reinsurance receivables on a policyholder-by-policyholder basis to identify those we wish to approach to discuss commutation. In addition, policyholders and reinsurers often approach us requesting commutation. We then carry out a full analysis of the underlying exposures in order to determine the attractiveness of a proposed commutation. From the initial analysis of the underlying exposures, it may take several months, or even years, before a commutation is completed. In certain cases, if we and the policyholder or reinsurer are unable to reach a commercially acceptable settlement, the commutation may not be achievable, in which case we will continue to settle valid claims from the policyholder, or collect reinsurance receivables from the reinsurer, as they arise or become due.

Certain insureds and reinsureds are often willing to commute with us, subject to receiving an acceptable settlement, as this provides certainty of recovery of what otherwise may be claims that are disputed in the future, and often provides a meaningful up-front cash receipt that, with the associated investment income, can provide funds to meet future claim payments or even commutation of their underlying exposure. Therefore, subject to negotiating an acceptable settlement, many of our insurance and reinsurance liabilities and reinsurance receivables can be either commuted or settled by way of policy buy-back over time. Properly priced commutations may reduce the expense of adjusting direct claims and pursuing collection of reinsurance, realize savings, remove the potential future volatility of claims and reduce required regulatory capital.

We manage cash flow with regard to reinsurance recoverables by working with reinsurers, brokers and professional advisors to achieve fair and prompt payment of reinsured claims, and we take appropriate legal action to secure receivables when necessary. We also attempt where appropriate to negotiate favorable commutations with our reinsurers by securing a lump sum settlement from reinsurers in complete satisfaction of the reinsurer's past, present and future liability in respect of such claims.

As a result of the number of transactions we have completed over the years, our organizational structure consists of licensed entities across many jurisdictions. In managing our group, we continue to look for opportunities to simplify our legal structure by way of company amalgamations and mergers, reinsurance, or other transactions to improve capital efficiency and decrease ongoing compliance and operational costs over time. In addition, we seek to pool risk in areas where we maintain the expertise to manage such risk to achieve operational efficiencies, which allows us to most efficiently manage our assets to achieve capital diversification benefits.

In early 2019, we have completed or signed agreements for six portfolios of non-life run-off business. We continue to see a strong pipeline of opportunities and we expect further significant transaction activity in the future.

Atrium

Our Atrium segment is comprised of the active underwriting operations and financial results of Northshore Holdings Ltd. ("Northshore"), a holding company that owns Atrium and its subsidiaries and Arden. Enstar acquired Atrium on November 25, 2013.

Atrium's wholly-owned subsidiary, Atrium Underwriters Ltd, manages Syndicate 609, which underwrites specialist insurance and reinsurance business at Lloyd's. Atrium's wholly-owned subsidiary, Atrium 5 Ltd., provides 25% of the underwriting capacity and capital to Syndicate 609, with the balance provided by traditional Lloyd's Names. Atrium has offices in London, the United States, Canada and Singapore. Generally, Atrium continues to operate in accordance with the underwriting and other business strategies established pre-acquisition, although we and Trident continually review these strategies and business goals and continue to develop synergies with our existing business operations.

Arden is a Bermuda-based reinsurance company that provides reinsurance to Atrium (through a 65% quota share reinsurance arrangement with Atrium 5 Ltd., which is eliminated upon consolidation) and is currently in the process of running off certain other discontinued business. Results related to Arden's discontinued business are included within our Non-life Run-off segment.

Business Lines

Syndicate 609 provides insurance and reinsurance on a worldwide basis including the United States, Europe, the Far East and Australasia. Atrium specializes in a wide range of industry classes, including marine, aviation and transit, property and casualty binding authorities, reinsurance, accident and health and non-marine direct and facultative. Lloyd's business is often underwritten on a subscription basis across the insurance market. Atrium is the lead underwriter in approximately 43% of the business it underwrites. Lloyd's is a surplus lines insurer and an accredited reinsurer in all U.S. states and territories, and a licensed (or admitted) insurer in Illinois, Kentucky and the U.S. Virgin Islands.

A description of each of Atrium's lines of business follows:

Marine, Aviation and Transit. The marine line of business is a worldwide portfolio writing marine hull, marine war, cargo, fine art and specie, marine and energy liability and total loss only business. Atrium leads a number of the major marine war contracts in London. Business is written on a direct, reinsurance, proportional and excess of loss basis. The aviation portfolio includes all aspects of aviation insurance, with Atrium specializing in rotor wing and non-major airlines. The majority of the account is sourced through London brokers as direct or facultative reinsurance of a local reinsurer. Included within the marine, aviation and transit lines of business are the upstream energy and terrorism portfolios. The upstream energy portfolio is split into two main categories of assureds: operators (private and publicly quoted companies, national oil companies and Oil Insurance Limited members) and contractors (drilling, service and construction companies). The principal coverage is physical damage/business interruption, control of well and associated pollution, construction and Gulf of Mexico windstorm and other natural catastrophe perils. Nearly all of the upstream energy line of business is sourced through Lloyd's brokers, with the significant majority written on a facultative basis and a smaller amount written on a treaty basis. The terrorism portfolio includes political violence business, in which Atrium focuses on writing with security consultants engaged to provide risk or country surveys.

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Binding Authorities. The property and casualty binding authority portfolio includes a broad range of small and medium business entity insurance products offered across the United States and Canada. Typical property risks include commercial, vacant and hard-to-place residential dwellings. Typical casualty risks include owners, landlords and tenants, business owners, artisan, special events and various niche products. Business is written through both traditional binding authorities as well as online binding authorities through AUGold, Atrium's proprietary online system that is used by brokers. The liability line of business includes a professional liability North American portfolio of products covering a diverse range of classes including architects, consultants and lawyers and also a miscellaneous range encompassing many different professions. Included within this line of business is international liability, which is a book of primary coverholder business covering the security, leisure and hotel industries. The majority of business is produced through delegated binding authority contracts.

Reinsurance. The reinsurance line is a worldwide portfolio and includes aviation reinsurance, casualty reinsurance, property reinsurance, and marine reinsurance. Business is mainly written on a risk excess of loss, catastrophe excess of loss or retrocessional basis. Aviation reinsurance is written through an underwriting consortium managed by Atrium.

Accident and Health. The accident and health line is a global account that encompasses a wide range of classes, including group and individual disability, personal accident, travel insurance, medical expenses, aviation personal accident, war risks, kidnap and ransom insurance, and sports accident insurance. The line includes both insurance and reinsurance business, written as facultative placements and under delegated underwriting facilities and both proportional and non-proportional treaties.

Non-Marine Direct and Facultative. The non-marine direct and facultative portfolio includes a diverse mix of property business offered in both the international and U.S. markets, comprised of physical loss or damage, business interruption, extra expense, construction, contingency and pecuniary loss risks in respect of onshore property and onshore engineered risks. The majority of this line of business is written through Lloyd's brokers and under delegated underwriting facilities.

Distribution

All of the business in the Atrium segment is placed through insurance and reinsurance brokers, and a key distribution channel for Syndicate 609 is the managing general agent binding authorities. Atrium seeks to develop relationships with insurance and reinsurance brokers, insurance and reinsurance companies, large global corporations and financial intermediaries to develop and underwrite business. Independent broker Marsh Inc. accounted for 11% of Atrium's gross premiums written in2018. Other brokers (each individually less than 10%) accounted for the remaining 89% of gross premiums written.

Atrium's proprietary online platform, AUGold, provides end-to-end processing, quote and policy production for managing general agents across a range of classes of business. The platform provides agents with efficient and cost effective access to Lloyd's binding authorities and is designed to enable Atrium to compete more effectively with North American excess and surplus lines carriers.

Managing Agency Services

Atrium receives a managing agency fee of 0.7% of Syndicate 609 capacity and a 20% profit commission based on the net earnings of Syndicate 609, pursuant to its management contract. Atrium also receives management fees and profit commission from the management of underwriting consortiums. These fees and profit commission are included within fees and commission income in our consolidated statement of earnings.

Claims Management

Claims in respect of business written by Syndicate 609 are primarily notified by various central market bureaus. Where a syndicate is a "leading" syndicate on a Lloyd's policy, its underwriters and claims adjusters work directly with the broker or insured on behalf of itself and the following market for any particular claim. This may involve appointing attorneys or loss adjusters. The claims bureaus and the leading syndicate advise movement in loss reserves to all syndicates participating on the risk. If necessary, Atrium's claims department may adjust the case reserves it records from those advised by the bureaus.

Reinsurance Ceded

On an annual basis Atrium purchases a tailored outwards reinsurance program designed to manage its risk profile. The majority of Atrium's third-party reinsurance cover is with Lloyd's Syndicates or other highly rated reinsurers.

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StarStone

Our StarStone segment is comprised of the active underwriting operations and financial results of StarStone and StarStone Specialty Holdings Limited ("StarStone Group"), a holding company that owns StarStone and its subsidiaries. Our StarStone segment also includes the results of KaylaRe's reinsurance of StarStone Group from the date that Enstar completed the acquisition of KaylaRe and other intra-group cessions.

We acquired StarStone (formerly known as Torus) on April 1, 2014 in partnership with Trident (managed by Stone Point Capital). Dowling also has a minority investment. StarStone's strategy emphasizes underwriting discipline and focuses on profitable lines and improvement of operational effectiveness and efficiency. StarStone is a global specialty insurer operating worldwide from key underwriting hubs in the Lloyd's and London markets, Bermuda, Continental Europe, and the United States. StarStone has five wholly-owned insurance platforms and licenses to serve a global client base. In December 2017, the London market and European business were merged into a single European entity based in Liechtenstein. This was executed in order to improve operational efficiencies and position the StarStone group for any potential post-Brexit issues. Through Syndicate 1301, StarStone offers a variety of specialty products at Lloyd's. Syndicate 1301 is managed by StarStone's wholly-owned Lloyd's managing agency.

Business Lines

StarStone offers a broad range of property, casualty and specialty insurance products to both large multi-national and small and middle-market clients around the world. A description of StarStone's business lines is as follows:

Casualty. Casualty is StarStone's largest product group, including StarStone's U.S. excess casualty, global management and professional liability, global healthcare, and accident and health products. The U.S. excess casualty product includes umbrella, excess and retained limit products across a wide range of market segments focused on small to mid-market businesses. The global management and professional liability product specializes in directors and officers and professional liability protection for both traditional and emerging professions. Our healthcare product provides insurance for acute care centers, nursing homes, physician groups, senior living facilities, and others. The accident and health product provides protection for a broad range of groups and individuals such as air crew personal accident and loss of license, accidental death and permanent and temporary disability for individuals including athletes and high net worth individuals.

Marine. We provide a broad range of marine and specialty products including hull and machinery, marine and energy liabilities, cargo, war, transport, specie and fine art, and terrorism. These products are written through Lloyd's Syndicate 1301, our European branch network and by some of our U.S. based teams. We also provide high excess casualty coverage placed in the London wholesale market which is focused on high excess layers for Fortune 500 companies.

Property. This line includes all of our property insurance products. The construction portfolio focuses on large, complex, infrastructure and contractor cover across all risk areas. Property also includes our onshore, power, and upstream and offshore products written through our Lloyd's and London platforms. Most lines are written on a full value, primary, excess of loss or quota share basis.

Aerospace. We serve a diverse client base within the aerospace sector including airlines, aircraft manufacturers and airport service providers. Our products are split between short-tail and long-tail risks and by aircraft type into three areas: airlines, aviation products and liability, and general aviation.

Workers' compensation. This line provides workers' compensation solutions for a range of industries, including energy and maritime businesses to high-hazard operations. We also cover cross-state, multi-jurisdictional exposures in single policies. Business is written directly with clients and through partnerships with independent agents, managing general underwriters, and select wholesale brokers throughout the United States.

Distribution

StarStone's distribution strategy is to focus on proximity to clients and brokers, using its Lloyd’s platform, European branch distribution network, its U.S. wholesale distribution strategy, as well as its relationships with insurance and reinsurance brokers and risk carriers, corporations and financial intermediaries. Syndicate 1301 can conduct business in over 200 countries and territories worldwide. In addition to underwriting business directly at Lloyd’s in London, it provides local access to Lloyd’s in Continental Europe and the United States.

In the United States, products are written locally through our admitted and excess and surplus lines carriers. Our U.S. strategy also utilizes our online e-commerce broker portal, ESCAPE, which offers immediate wholesale distribution to all 50 states.

Business in the StarStone segment is generally placed through insurance and reinsurance brokers and managing general agents. Independent brokers Marsh Inc., Willis Group Holdings Ltd. and Aon Benfield Group Ltd. accounted for 15%, 6% and 4%, respectively, of StarStone's gross premiums written for the year ended December 31, 2018 (25% collectively). Other brokers and managing general agents (each individually less than 4%) accounted for the remaining 75% of gross premiums written.

Claims Management

Claims in respect of business written by Syndicate 1301, as well as in respect of StarStone's other London market business, are primarily notified by various central market bureaus whereby the leading syndicate or company advise all participants of movement in loss reserves. StarStone's claims department adjusts bureau claims in respect of coverages where StarStone is the lead underwriter and may choose to adjust the case reserves it records from those advised by the bureaus.

Claims in respect of non-bureau business are handled by StarStone's experienced claims professionals. StarStone uses claims handling guidelines along with a global claims management system to review, report and administer claims. With respect to certain lines of business, StarStone may use third-party administrators to manage and pay claims on its behalf and advise with respect to case reserves. StarStone also utilizes Enstar's experience in claims management.

Reinsurance Ceded

StarStone purchases an annual tailored outwards reinsurance program designed to manage its risk profile. The majority of StarStone's third party reinsurance cover is with highly rated reinsurers or is collateralized by letters of credit. Several of the StarStone affiliates previously had entered into a Quota Share Treaty with KaylaRe Ltd. pursuant to which KaylaRe Ltd. reinsured 35% of all business written by these StarStone affiliates for risks attaching from January 1, 2016, net of the StarStone affiliates' reinsurance programs. The portion of this quota share agreement related to U.S. business was not renewed in 2018, and the remainder was not renewed in 2019. On May 14, 2018, we acquired all of the outstanding shares and warrants of KaylaRe, and the results of KaylaRe were included within our consolidated financial statements from that date. The impact of this acquisition and resultant consolidation has made comparability between periods challenging, as discussed in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - StarStone Segment."

In addition, effective October 1, 2018, StarStone entered into a loss portfolio transfer with an affiliate of Enstar, whereby the Non-life Run-off subsidiary reinsured certain of StarStone's discontinued and discontinuing lines of business. Capital for the loss portfolio transfer was provided by Enstar, Trident and Dowling on a pro-rata basis.

Other activities

Our other activities, which do not qualify as a reportable segment, include our corporate expenses, debt servicing costs, holding company income and expenses, foreign exchange, our remaining life business and other miscellaneous items. Following the sale of our life settlements investments during 2018 and the transfer of our remaining life assurance policies from Alpha to Monument, which is expected to close during 2019, we will have de minimis residual life business in our consolidated operations.

Liability for Losses and Loss Adjustment Expenses

The liability for losses and LAE, also referred to as loss reserves, represents our gross estimates before reinsurance for unpaid reported losses and losses that have been incurred but not reported ("IBNR") for our Non-life Run-off, Atrium and StarStone segments. We recognize an asset for the portion of the liability that we expect to recover from reinsurers. LAE reserves include allocated loss adjustment expenses ("ALAE"), and unallocated loss adjustment expenses ("ULAE"). ALAE are linked to the settlement of an individual claim or loss, whereas ULAE are based on our estimates of future costs to administer the claims. IBNR represents reserves for loss and LAE that have been incurred but not yet reported to us. This includes amounts for unreported claims, development on known claims and reopened claims.

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We establish reserves for individual claims incurred and reported, as well as IBNR claims. We use considerable judgment in estimating losses for reported claims on an individual claim basis based upon our knowledge of the circumstances surrounding the claim, the severity of the injury or damage, the jurisdiction of the occurrence, the potential for ultimate exposure, the type of loss, and our experience with the line of business and policy provisions relating to the particular type of claim. We also use considerable judgment to establish reserves for IBNR claims using a variety of generally accepted actuarial methodologies and procedures to estimate the ultimate cost of settling IBNR claims. See "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Losses and Loss Adjustment Expenses" for a description of our loss reserving process.

The estimation of unpaid claim liabilities at any given point in time is subject to a high degree of uncertainty for a number of reasons. A significant amount of time can lapse between the assumption of risk, the occurrence of a loss event, the reporting of the event to an insurance or reinsurance company and the ultimate payment of the claim on the loss event. Our actuarial methodologies include industry benchmarking which, under certain methodologies, compares the trend of our loss development to that of the industry. To the extent that the trend of our loss development compared to the industry changes in any period, it is likely to have an impact on the estimate of ultimate liabilities. Unpaid claim liabilities for property and casualty exposures in general are impacted by changes in the legal environment, jury awards, medical cost trends and general inflation. Certain estimates for unpaid claim liabilities involve considerable uncertainty due to significant coverage litigation, and it can be unclear whether past claim experience will be representative of future claim experience. Ultimate values for such claims cannot be estimated using reserving techniques that extrapolate losses to an ultimate basis using loss development factors, and the uncertainties surrounding the estimation of unpaid claim liabilities are not likely to be resolved in the near future. In addition, reserves are established to cover loss development related to both known and unasserted claims. Consequently, our subsequent estimates of ultimate losses and LAE, and our liability for losses and LAE, may differ materially from our initial estimates.

In our Non-life Run-off segment, policy buy-backs and commutations provide an opportunity for us to exit and settle exposures to policies with insureds and reinsureds, often at a discount to the previously estimated ultimate liability. Commutations are beneficial to us as they extinguish liabilities, reduce the potential for future adverse loss development, and reduce future claims handling costs. Our estimates of ultimate claim liabilities, including IBNR reserves, are based upon actuarial methodologies applied to the remaining non-commuted aggregate exposures and revised historical loss development information, after adjusting for the elimination of historical loss development relating to commuted and bought-back exposures. In addition, the routine settlement of claims, at either below or above the carried advised loss reserve, updates historical loss development information to which actuarial methodologies are applied often, resulting in revised estimates of ultimate liabilities. A large portion of our loss reserves are related to workers' compensation and casualty exposures, which include latent exposures primarily relating to asbestos and environmental damage. In establishing reserves, we consider facts currently known and the current state of the law and coverage litigation. Case reserves are recognized for known claims (including the cost of related litigation) when sufficient information has been developed to indicate the involvement of a specific insurance policy.

Further information regarding the liability for net losses and LAE, including loss development tables and a reconciliation of activity, is included in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Further information regarding net incurred losses and LAE is included in "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations by Segment."

Life Benefits and Claims Reserves

We estimate our life benefit and claim reserves on a present value basis using standard actuarial techniques and cash flow models. We establish and maintain our life reserves at a level that we estimate will, when taken together with future premium payments and investment income expected to be earned on associated premiums, be sufficient to support future cash flow benefit obligations and third-party servicing obligations as they become payable. Our policy benefits for life contracts as at December 31, 2018 and 2017 were $105.1 million and $117.2 million, respectively. Following the transfer of our remaining life assurance policies from Alpha to Monument, which is expected to close during 2019, we will have de minimis residual life business in our consolidated operations.

See "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation - Policy Benefits for Life Contracts" for a discussion of these reserves.

Investments

For information regarding our investment strategy, portfolio and results, refer to "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Investments."

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Ratings

In our active underwriting businesses, financial strength ratings are an important factor in establishing competitive position and in product marketing. Financial strength ratings by third-party organizations provide an opinion of an insurer’s or reinsurer’s financial strength and ability to meet ongoing obligations to its policyholders. These ratings reflect A.M. Best’s, Standard and Poor’s ("S&P"), and Fitch Ratings Ltd.’s ("Fitch") opinions of capitalization, performance and management, and are not a recommendation to buy, sell or hold securities. These ratings may be changed, suspended or withdrawn at the discretion of the agencies. Rating agencies charge fees for their services.

Our Lloyd’s Syndicates 609 (Atrium) and 1301 (StarStone) are part of a group rating for the Lloyd's overall market. Lloyd’s is rated "A" (Excellent) by A.M. Best, "A+" (Strong) by Standard and Poor’s (or S&P) and "AA-" (Very Strong) by Fitch Ratings.

StarStone’s operating insurance entities have been assigned a financial strength rating of "A-" (Excellent) by A.M. Best. The A.M. Best rating for StarStone of "A-" (Excellent) by A.M. Best is the fourth highest of 16 rating levels.

Refer to "Item 1A. Risk Factors - Downgrades of financial strength ratings at StarStone or Lloyd’s could materially and negatively impact our active underwriting business and our company," for more information regarding the importance of financial strength ratings.

Competition

Our Non-life Run-off segment competes in international markets with domestic and international reinsurance companies to acquire and manage insurance and reinsurance companies in run-off and portfolios of insurance and reinsurance business in run-off. The acquisition and management of companies and portfolios in run-off is highly competitive, and driven by a number of factors, including proposed acquisition price, reputation, and financial resources. Some of these competitors may have greater financial resources than we do, may have been operating for longer than we have and may have established long-term and continuing business relationships throughout the insurance and reinsurance industries, which can be a significant competitive advantage. As a result, we may not be able to compete successfully in the future for suitable acquisition candidates or run-off portfolio management engagements.

Our Atrium and StarStone active underwriting segments operate in the highly competitive insurance and reinsurance markets, where companies compete on the basis of premium rates, reputation and perceived financial strength, the terms and conditions of the products offered, ratings assigned by independent rating agencies, speed of claims payments and quality of administrative services, relationships with insurance and reinsurance companies and insurance intermediaries, capacity and coverage offered, experience in the particular risk to be underwritten, and various other factors.

Atrium and StarStone compete in the international insurance and reinsurance markets directly with numerous other parties, including established global insurance and reinsurance companies, start-up insurance and reinsurance entities, other Lloyd’s syndicates, as well as capital markets and securitization structures aimed at managing risk. Many of these competitors have significant operating histories, underwriting expertise and capacity, extensive capital resources, and longstanding customer relationships. Any of these factors can be a significant competitive advantage and may make it difficult for us to write business effectively and profitably. Because few barriers exist to prevent insurers and reinsurers from entering the non-life active underwriting business, market conditions and capital capacity influence the degree of competition at any given time. For a detailed discussion of competition and the cyclical pattern of the insurance and reinsurance market, refer to "Item 1A. Risk Factors - Risks Relating to our Insurance Businesses." The cyclical market pattern can be more pronounced in the specialty insurance and reinsurance markets in which Atrium and StarStone compete.

Employees

As of December 31, 2018, we had 1,366 employees, as compared to 1,341 as of December 31, 2017. Although our employee count was not significantly changed from last year, we generally do not expect it to be consistent from period to period due to our business strategies, which include anticipated ongoing acquisition and integration activities.

Enterprise Risk Management

Effective risk oversight is an important priority for our management and our Boards of Directors (both at the Company level and at a subsidiary level), and we place strong emphasis on ensuring we have a robust risk management framework to identify, measure, manage, monitor and report on risks that affect the achievement of our strategic, operational and financial objectives.

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An effective enterprise risk management ("ERM") framework contributes to the strength of our overall group (the "Group"). The value of having effective risk management can positively impact many areas of the business such as setting and achieving business strategy and objectives, capital management decision making, efficiency and effectiveness in operations and processes, financial performance and reliable financial reporting, regulatory compliance, good reputation with key stakeholders and business continuity planning.

Risk Management Strategy

Our risk management strategy is to:

- engage in highly disciplined acquisition, management and (re)insurance practices across a diverse portfolio of loss reserves;
- via active underwriting segments, take on underwriting risks across a balanced range of select specialty lines where the expected margins compensate for the risk and/or the costs of risk mitigation;
- seek investment risk where it is adequately rewarded;
- maintain reserving risk at low to moderate levels; and
- ensure capital, liquidity, credit, operational and regulatory risks remain low.

These strategies are pursued through the use of appropriate controls, governance structures and highly skilled teams effectively working together.

We embed our risk strategy in our organization by promoting a culture of high risk awareness. This is achieved in the demonstration of our day-to-day approach in how we manage our business and in how we manage and assess challenges and opportunities.

Risk Appetite

The primary objective of our risk appetite framework is to monitor and protect the Group from an unacceptable level of loss, compliance failures and adverse reputational impact. It considers material risks in the business relating to: strategy, capital adequacy, insurance, investment/market, reinsurance counterparty/credit, regulatory, tax and operational risk. Risk appetite and tolerance is set by our Board and reviewed annually. It represents the amount of risk that we are willing to accept as a Group compared to risk metrics based on our shareholders' equity, capital resources, potential financial loss, and other risk-specific measures.

Accountability for the implementation, monitoring and oversight of risk appetite is assigned to individual corporate executives and monitored and maintained by the Risk Management function. Risk tolerance levels are monitored and deviations from pre-established levels are reported in order to facilitate responsive action.

Our subsidiary companies’ risk appetite frameworks are aligned with the risk appetite framework of the Group, while local company appetite and tolerances are set by the local boards. A review is undertaken annually to confirm the subsidiary risk appetite does not in the aggregate exceed Group risk appetite.

Risk metrics levels are set and monitored regularly by an appointed owner and reported to management committees and to our Board and Risk Committee on at least a quarterly basis. Stress and scenario tests are key tools within our risk appetite framework, used as risk indicators across risk categories and to support a forward looking assessment of risk. As part of monitoring and aggregating risk exposures across the Group, capital impact assessments are performed for risks that are deemed material.

Risk Governance and Risk Management Organization

Our ERM framework consists of numerous processes and controls that have been designed by management, with oversight by the Board of Directors and its committees, and implemented by employees across the organization. The purpose of our ERM framework is to appropriately assess and manage risk as we continue to take opportunities to meet our business objectives. Senior executives are ultimately accountable for key defined risks and are responsible for providing regular reporting to the Group Executive Team (our "executives"), Management Risk Committee ("MRC"), Board Risk Committee and Board; and to facilitate the same to subsidiary committees and boards to support decision making and strong risk governance. The collective boards, management and employees are responsible for the effective implementation and/or operation of processes and controls.

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Board of Directors

Our Board and its committees (and subsidiary boards of directors) receive management information from our executives, Board committees and management committees relating to performance against strategy and regularly review information regarding, among other things, acquisitions, active underwriting, loss reserves, credit, liquidity and investments, operations and information security and the risks associated with each.

Our Risk Committee has responsibility to assist the Board in overseeing the integrity and effectiveness of the Company's ERM framework, including by reviewing and evaluating the risks to which the Company is exposed, as well as monitoring and overseeing the guidelines and policies that govern the processes by which the Company identifies, assesses and manages its exposure to risk. Our Audit Committee, comprised entirely of independent directors, oversees our accounting and financial reporting-related risks and internal control environment, receiving regular reports via the annual internal and external audit process. Our Investment Committee is responsible for overseeing the Company's investment portfolio and investment-related risk, determining the Group's investment strategy and guidelines and approving investment transactions in accordance with these guidelines. Our Compensation Committee oversees compensation-related risks. On an annual basis, the Compensation Committee undertakes a risk assessment of our compensation programs to ensure they are properly aligned with Company performance and do not provide incentives for our employees to take inappropriate or excessive risks. Our Nominating and Governance Committee considers risk relating to management succession planning and other corporate governance matters.

Executive and Risk Management Organization

In addition to the director oversight provided by our Risk Committee, our ERM governance structure is supported by our Management Risk Committee ("MRC") comprising executives and members of senior management who are responsible for the management of key risks and representatives from assurance functions. At the operating subsidiary level, risks relating to our individual insurance and reinsurance subsidiaries are also overseen by the subsidiary boards of directors, subsidiary risk committees and other committees, and management teams, consistent with applicable regulatory requirements and our ERM framework.

The MRC is chaired by the Chief Operating Officer and meets regularly. The MRC discusses, challenges and debates the risks in the business and those emerging and where required recommends changes to the course of activity in reacting to these risks. The MRC also provides oversight and governance of ERM matters for the Group, monitoring risk assumption and risk mitigation activities and their consistency with the Risk Appetite Framework while promoting and sponsoring risk culture and awareness throughout the Group.

Risk Ownership, Accountability and Assurance

We have adopted the "three lines of defense" model. Our first line consists of our executives and members of senior management and their function as leaders and risk owners. They are responsible for executing the risk management strategy and appropriately managing the activities and conduct of the business functions, as well as promoting staff understanding of strategy, risk mitigating policies and procedures.

Our second line comprises our various risk, control and compliance oversight functions. Our Risk Management function reports to our executives, the MRC and our Risk Committee and focuses primarily on implementing and overseeing the administration of the MRC and Risk Committee directives and facilitating an efficient, effective and consistent approach to risk management across the Group. Our management assurance is further complemented by our compliance function which seeks to mitigate legal and regulatory compliance risks and ensures that appropriate, effective and responsive compliance services are available to the business units across the Group. Other second line functions include certain activities of our actuarial function and other Group functions contributing to our management assurance.

Our third line of defense comprises our internal audit function which independently reviews the effectiveness of our ERM framework. The results of audits are monitored by the Audit Committee.

Independent assurance from external third parties (e.g., independent actuarial services, etc.) also sits within our third line of defense.

Entity Level Management

At the operating subsidiary level, risks relating to our individual insurance and reinsurance subsidiaries are also overseen by the subsidiary boards of directors, subsidiary risk committees and other committees, and management teams, consistent with applicable regulatory requirements and our ERM framework.

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Certain risks relating to the Group's underwriting segments (Atrium and StarStone) are distinct from the Non-life Run-off segment. These businesses include external stakeholders that also differ from our other businesses, including joint venture partners, rating agencies, and, with respect to Atrium, third party Lloyd's names who provide approximately 75% of the underwriting capacity to Atrium's Syndicate 609. Atrium and StarStone each maintain dedicated ERM frameworks to manage risk, return and capital in the individual businesses, which align with and form part of Group ERM. These include oversight at the Atrium and StarStone boards of directors, as well as executive risk committees and other committees that manage and monitor risks relevant to specified functional areas. Individualized risk policies and risk appetites are established and tailored to the specific needs of Atrium and StarStone, respectively. Enstar executives serve as members of the Atrium and StarStone boards of directors and certain committees.

The Group and each regulated insurance entity have a unique risk register documenting its risk landscape, with risk, key risk metric, and control owners assigned, which is maintained through a risk management software system. Specific functions, such as IT, maintain risk registers with more detailed and specific risks and controls. The risk and control assessment process is carried out on a quarterly basis using a risk management software system.

Risk Categories

We manage our ERM process based on the major categories of risk within our business discussed below. Our ERM is a dynamic process, with updates continually being made as a result of changes in our business, industry and the economic environment. This process and our controls cannot provide absolute assurance that our risk management objectives will be met or that all risks will be appropriately identified and managed, and accordingly, the possibility of material adverse effects on our company remains. See "Item 1A. Risk Factors" for important information on the risks we face.

Strategic Risk. Strategic risk is the risk of unintended adverse impact on the business plan objectives arising from business decisions, improper implementation of those decisions, inability to adapt to changes in the external environment, or circumstances that are beyond our control. We manage strategic risk by utilizing a strategic business planning process involving our executives and Board. Our annual business plan is reviewed and overseen by our executives and Board, and actual performance, trends, and uncertainties are monitored in comparison to the plan throughout the year. We specifically evaluate acquisition opportunities pursuant to a detailed and proprietary process that takes into account, among other things, the risk of the transaction and potential returns, the portfolio's risk exposures, claims management practices, reserve requirements and outstanding claims, as well as risks specifically related to our ability to integrate the acquired business. Our governance process, led by our Board of Directors, reviews newly proposed transaction opportunities, capital-raising matters, and other significant business initiatives. In order to effectively participate in future opportunities and manage downside risks (due to external events) we review and monitor our liquidity and available financing. We rely on our processes to help us to anticipate potential adverse changes and, where possible, avoid or mitigate them.

Capital Adequacy Risk. Capital adequacy risk is the risk that capital levels are or become insufficient to ensure our insurance obligations will be met and policyholders are protected. We have a low appetite for capital adequacy risk. As well as meeting our regulatory obligations, the ability to effectively participate in future opportunities is dependent upon the Group and its subsidiaries continually meeting (and/or exceeding) solvency requirements. We endeavor to manage our capital such that all of our regulated entities meet local regulatory capital requirements at all times and maintain adequate capital to enable our insurance obligations to be met while taking into account the risks faced. We aim to deploy capital efficiently and to establish adequate loss reserves that we believe will protect against future adverse developments. Capital adequacy and its ability on an ongoing basis to support the business under adverse circumstances is assessed via stress and scenario testing. Specific scenarios are mandated under the various regulatory regimes in which the Group and its subsidiaries operate. User-defined scenarios have also been developed and are regularly tested and reported on.

Insurance Risk. Insurance risk spans many aspects of our insurance operations, including underwriting risk, risk assumed upon acquisitions/portfolio transfers and risk associated with our reserving assumptions. Underwriting risk in our active underwriting businesses relates to the inherent uncertainty as to the occurrence, amount and timing of insurance liabilities we assume through our underwriting process. We manage exposure levels across risk categories to maintain them within the approved risk appetite. Underwriting risk management strategies may differ depending on the line of business involved and the type of account being insured or reinsured.

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We strive to mitigate underwriting risk through our controls and strategies, including our underwriting risk selection, diversification of our underwriting portfolios by class and geography, purchasing reinsurance, establishing a business plan and associated parameters, underwriting peer review, authority limits, underwriting guidelines that provide detailed underwriting criteria and a framework for pricing, along with the use of specialized underwriting teams supported by actuarial, catastrophe modeling, claims, risk management, legal, finance, and other technical personnel.

We utilize internally developed pricing models to evaluate individual underwriting decisions within the context of business plans and risk appetites. We also use internally developed capital models, which provide information on key risks and facilitate an understanding of the interaction among the risks and related exposures, as a comprehensive tool for business and capital planning.

In some business lines we are exposed to multiple insured losses arising out of a single peril, such as a natural catastrophe event (for example, a hurricane, windstorm, tornado, flood or earthquake) or a man-made event (for example, war, terrorism, airplane crashes and other transportation-related accidents, or building fires). We model and manage our individual and aggregate exposures to these events and other material correlated exposures in accordance with our risk appetite. Our modeling process utilizes major commercial vendor models to measure certain of these exposures. The incidence, timing and severity of catastrophes and other event types are inherently unpredictable, and it is difficult to estimate the amount of loss any given occurrence will generate. Accordingly, there is material uncertainty around our ability to measure exposures, which can cause actual exposures and losses to deviate from our estimates.

To monitor catastrophe risk, we review exceedance probability curves aggregated across Atrium and StarStone together with aggregated realistic disaster scenarios. We consider occurrence exceedance probability and aggregate exceedance probability, which reflect losses resulting from single or multiple events, from individual perils and in the aggregate. We manage our underwriting exposure through a combination of reporting zonal aggregations, realistic disaster scenarios and stochastic modeling. StarStone also manages its underwriting exposure through monitoring realistic disaster scenarios for man-made events and certain natural catastrophe risks, and applying absolute maximum limits by line of business.

Acquisition Risk. We manage acquisition risks through our acquisition evaluation process and our reserving practices discussed above in "Liability for Losses and Loss Adjustment Expenses." Acquisition pricing risk can arise from a potential loss in value following an acquisition due to an underestimation of liabilities, a failure to generate assumed future cash flows that supported the pricing analysis (due to an underperformance of investments and/or underestimation of expenses) or an unexpected increase in capital requirements necessary to support the transaction due to unanticipated regulatory changes. We rely on due diligence to strategically select risks, and assume only select portfolios when our due diligence supports our negotiated pricing. In aggregate, we have a high risk appetite to continue to execute transactions, with no express restrictions on the size, geography or lines of business that we will review and consider. However, we have a low aggregate risk appetite for transactions that could ultimately have a negative impact on book value per share.

Reserving Risk. Reserving risk is the risk that a Company's reserves are not sufficient to cover its unpaid loss and loss adjustment expense costs. The estimation of reserves is subject to uncertainty because the ultimate cost of settling claims is dependent upon future events and loss development trends that can vary with the impact of economic, social, and legal and regulatory matters. We manage reserving risk through our reserving practices discussed above in "Liability for Losses and Loss Adjustment Expenses - Loss Reserving," as well as through our commutation and policy buy-back strategy and claims management practices. We also have a Reserving Committee that is responsible for managing reserving risk and making recommendations to our Chief Financial Officer on the appropriate level of reserves to include in our consolidated financial statements. For additional information relating to our loss reserves by segment, "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies."

Investment/Market Risk. Investment / Market risk is the risk of loss resulting from under-performing investment returns, dilution of investment capital, or adverse financial market movements (such as interest rates or exchange rates). Investment / Market risk can be broken down into the following sub-risks which may threaten our ability to effectively manage the investment portfolio: interest rate risk, credit spread risk, public equity risk, alternative investment risk and concentration risk. We manage Investment / Market risk in a number of ways, including use of investment guidelines; regular reviews of investment opportunities; market conditions; portfolio duration; oversight of the selection and performance of external asset managers; regular stress testing of the portfolio against known and hypothetical scenarios; established tolerance levels; and we manage foreign currency by asset/liability matching and use of derivatives. Investments are primarily managed by our Investment function, which is overseen by our Investment Committee.

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Liquidity Risk. Liquidity risk is the risk that we are unable to realize investments and other assets in order to settle financial obligations when they fall due or that we would have to incur excessive cost to do so. We manage this risk generally by following an investment strategy designed to emphasize the preservation of our invested assets and provide sufficient liquidity for the prompt payment of claims and contract liabilities, as well as for settlement of commutation payments. Liquidity risk also includes the risk of our dependence of our future cash flows upon the availability of dividends or other statutorily permissible payments from our subsidiaries, which is limited by applicable laws and regulations. Due to our acquisitive strategy, liquidity risk at the Group level also includes immediate cash needs as a result of the purchase of (re)insurance portfolios and/or capital injections into a new or existing subsidiary to support associated solvency requirements as a direct result of merger and acquisition activity or other significant changes. We manage this risk through our capital management and planning processes, which include reviews of minimum capital resources requirements at our regulated subsidiaries and anticipated distributions, as well as anticipated capital needs.

Credit / Counterparty Risk. Credit risk relates to the uncertainty of a counterparty's ability to make timely payments in accordance with contractual terms of the instrument or contract. We are exposed to direct credit risk primarily within our portfolios of fixed maturity and short-term investments, and through customers, brokers and reinsurers in the form of premiums receivable and reinsurance recoverables. In addition, we are exposed to credit risk through our funds withheld arrangements if the reinsured company is unable to honor the value of the funds held balances, such as in the event of insolvency. In our run-off businesses, we manage credit risk with respect to our reinsurance recoverables by ongoing monitoring of counterparty ratings and working to achieve prompt payment of reinsured claims, as well as through our commutation strategy. For funds withheld arrangements, we generally have the contractual ability to offset any shortfall in the payment of the funds held balances with amounts owed by us to the reinsured for losses payable and other amounts contractually due. In our active underwriting businesses, we firstly mitigate credit risk through our reinsurance purchasing process, where reinsurers are subject to financial security and rating requirements prior to approval and by limiting exposure to individual reinsurers. Thereafter we manage credit risk by the regular monitoring of reinsurance recoveries and premium due directly or via brokers and other intermediaries. In our fixed maturity and short-term investment portfolios, we attempt to mitigate credit risk through diversification and issuer exposure limitation.

Operational Risk. Operational risk is the risk of a loss arising from inadequate or failed internal processes, or from external events, personnel, systems or third parties. Due to our acquisitive strategy, operational risk also includes risks and challenges associated with integrating new companies into the Group. We seek to mitigate operational risks through the application of our policies and procedures and internal control and compliance processes throughout the Group and a focus on acquisition integration and assimilation of new companies into our internal control systems, including but not limited to operational incident management, business continuity planning, information security procedures, financial reporting controls and a review process for material third-party vendor usage.

Regulatory Risk. Regulatory risk is the risk of legal or regulatory sanctions resulting in a financial loss, or loss of reputation as a result of an insurer's failure to comply with laws, regulations, rules, related self-regulatory organization standards, and codes of conduct. We manage regulatory risk through a focus on compliance with laws and regulations, adherence to our policies and procedures (including our Code of Conduct) and our internal controls, an established corporate governance framework and practices, and communication and engagement with external stakeholders.

Tax Risk. Tax risk is the risk that tax requirements are not adhered to accurately or in a timely manner resulting in a financial loss. We proactively seek to identify, evaluate, manage, monitor and mitigate tax risks. We are committed to complying with all tax laws, rules and regulations applicable to the Group. In evaluating potential transactions we consider the overall commercial, financial and tax aspects. Where there is uncertainty or complexity in relation to a tax risk, we may seek external advice and, where appropriate, we may obtain tax clearances from relevant tax authorities.

Regulation

General

The business of insurance and reinsurance is regulated in most countries, although the degree and type of regulation varies significantly from one jurisdiction to another. Our material operations are in Bermuda, the United Kingdom, the United States, Australia and several Continental European countries. We are subject to extensive regulation under the applicable statutes in these countries and any others in which we operate. In addition, the Bermuda Monetary Authority ("BMA") acts as group supervisor of our insurance and reinsurance companies (our "Group"). A summary of the material regulations governing us in these countries is set forth below.

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We may become subject in the future to regulation in new jurisdictions or additional regulations in existing jurisdictions depending on the location and nature of any companies acquired and the volume and location of business being transacted by our existing companies.

Bermuda

Group Supervision

The BMA's group supervision objective is to provide a coordinated approach to the regulation of an insurance group and its supervisory and capital requirements. Bermuda has been recognized by the U.S. National Association of Insurance Commissioners ("NAIC") as a qualified jurisdiction, and the E.U. recognizes Bermuda's full equivalence under Solvency II effective from January 1, 2016.

We are group supervised by the BMA. As our Group supervisor, the BMA performs a number of functions including: (i) coordinating the gathering and dissemination of information for other regulatory authorities; (ii) carrying out a supervisory review and assessment of our Group; (iii) carrying out an assessment of our Group's compliance with the rules on solvency, risk concentration, intra-group transactions and good governance procedures; (iv) planning and coordinating, through regular meetings with other authorities, supervisory activities in respect of our Group; (v) coordinating any enforcement action that may need to be taken against our Group or any Group members; and (vi) coordinating meetings of colleges of supervisors in order to facilitate the carrying out of these functions. StarStone Insurance Bermuda Limited ("SIBL") has been named as our Group's Designated Insurer. As Designated Insurer, SIBL is required to facilitate compliance by our Group with the insurance solvency and supervision rules.

On an annual basis, the Group is required to file Group statutory financial statements, a Group statutory financial return, a Group capital and solvency return, audited Group financial statements, a Group Solvency Self-Assessment ("GSSA"), and a financial condition report with the BMA. The GSSA is designed to document our perspective on the capital resources necessary to achieve our business strategies and remain solvent, and to provide the BMA with insights on our risk management, governance procedures and documentation related to this process. In addition, the Group is required to file a quarterly financial return with the BMA.

We are required to maintain available Group statutory capital and surplus in an amount that is at least equal to the group enhanced capital requirement ("Group ECR"). The BMA has also established a group target capital level equal to 120% of the Group ECR.

The BMA also maintains supervision over the controllers of all Bermuda registered insurers, and accordingly, any person who, directly or indirectly, becomes a holder of at least 10%, 20%, 33% or 50% of our ordinary shares must notify the BMA in writing within 45 days of becoming such a holder (or ceasing to be such a holder). The BMA may object to such a person and require the holder to reduce its holding of ordinary shares and direct, among other things, that voting rights attaching to the ordinary shares shall not be exercisable.

Operating Subsidiaries

The Insurance Act 1978 of Bermuda and related regulations, as amended (together, the "Insurance Act"), regulate the insurance and reinsurance business of our operating subsidiaries in Bermuda. The Insurance Act imposes certain solvency and liquidity standards and auditing and reporting requirements and grants the BMA powers to supervise, investigate, require information and the production of documents and intervene in the affairs of insurance companies.

Significant requirements pertaining to our regulated Bermuda subsidiaries vary depending on the class in which our company is registered, but generally include the appointment of a principal representative in Bermuda, the appointment of an independent auditor, the appointment of an approved loss reserve specialist, the filing of annual statutory and GAAP financial statements, the filing of statutory financial returns, compliance with group solvency and supervision rules, and compliance with the Insurance Code of Conduct (relating to corporate governance, risk management and internal controls).

Our regulated Bermuda subsidiaries must also comply with a minimum liquidity ratio and minimum solvency margin. The minimum liquidity ratio requires that the value of relevant assets must not be less than 75% of the amount of relevant liabilities. The minimum solvency margin, which varies depending on the class of the insurer, is determined as a percentage of either net reserves for losses and LAE or premiums or pursuant to a risk-based capital measure. KaylaRe Ltd. and StarStone Insurance Bermuda Limited, both Class 4 insurers, Cavello Bay Reinsurance Limited, a Class 3B insurer and Fitzwilliam Insurance Limited, a Class 3A insurer, all domiciled in Bermuda, are subject to an enhanced capital requirement ("ECR") determined pursuant to a risk-based capital measure and are required to file a Commercial Insurer’s Solvency Self-Assessment (“CISSA”), and a financial condition report with the BMA.

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Each of our regulated Bermuda subsidiaries would be prohibited from declaring or paying any dividends if it were in breach of its minimum solvency margin or liquidity ratio or if the declaration or payment of such dividends would cause it to fail to meet such margin or ratio. In addition, each of our regulated Bermuda subsidiaries is prohibited, without the prior approval of the BMA, from reducing by 15% or more its total statutory capital, or from reducing by 25% of more its total statutory capital and surplus, as set out in its previous year's statutory financial statements. Our Bermuda insurance companies that are in run-off are required to seek BMA approval for any dividends or distributions.

Economic Substance Act

The Economic Substance Act 2018 (the "ESA") was passed in Bermuda in December 2018 in response to the decision of the European Union Code of Conduct Group (Business taxation) (the "EU Code Group") to place Bermuda, as well as other offshore jurisdictions, on notice of being included in a list of non-cooperative jurisdictions for tax purposes. Under the provisions of the ESA, any Bermuda-registered entity engaged in a "relevant activity" (which includes insurance business and holding entity activities) must maintain a substantial economic presence in Bermuda. To the extent that the ESA applies to our entities registered in Bermuda, we will be required to demonstrate compliance with economic substance requirements by filing an annual economic substance declaration with the Registrar of Companies in Bermuda.

United Kingdom and Lloyd's

United Kingdom

Our U.K.-based insurance subsidiaries consist of wholly-owned run-off companies. These subsidiaries are authorized by the U.K. Prudential Regulation Authority (the "PRA"), and are also regulated by the Financial Conduct Authority (the "FCA", together with the PRA, the "U.K. Regulator"). Our U.K. run-off subsidiaries may not underwrite new business without the approval of the U.K. Regulator. E.U. directives also allow certain of our regulated U.K. subsidiaries to conduct business in E.U. states other than the U.K. within the scope of permission granted by the U.K. Regulator without the necessity of additional licensing or authorization in E.U. countries.

Our U.K.-based insurance subsidiaries are required to maintain adequate financial resources in accordance with the requirements of the U.K. Regulator. The calculation of the minimum capital resources requirements in any particular case depends on, among other things, the type and amount of insurance business written and claims paid by the insurance company.

The Solvency II framework directive, which took effect on January 1, 2016, sets out new E.U.-wide requirements on capital adequacy and risk management for insurers with the aim of further increasing policyholder protection, instilling greater risk awareness and improving the international competitiveness of E.U. insurers. Insurers must comply with a Solvency Capital Requirement ("SCR"), which is calculated using either the Solvency II standard formula or a bespoke internal model. Our non-Lloyd's U.K. companies use the standard formula.

The U.K. Regulator's rules require our U.K. insurance subsidiaries to obtain regulatory approval for any proposed or actual payment of a dividend. The U.K. Regulator uses the SCR, among other tests, when assessing requests to make distributions.

In an advisory referendum held on June 23, 2016, the U.K. voted to leave the E.U. (commonly referred to as "Brexit"). For a discussion of the potential impact of Brexit on our operations, refer to "Item 1A. Risk Factors - Risks Relating to Laws and Regulation."

Under the Financial Services and Markets Act of 2000 ("FSMA"), any company or individual (together with its or his concert parties) proposing to directly or indirectly acquire "control" over a U.K. authorized insurance company (which is generally defined as acquiring 10% or more of the shares or voting power in a U.K. authorized insurance company or its parent company) must seek prior approval of the U.K. Regulator of his intention to do so. A person who is already deemed to have "control" will require prior regulatory approval if the person increases the level of "control" beyond 20%, 30% and 50%.

Lloyd's

We participate in the Lloyd’s market through our interests in: (i) Atrium’s Syndicate 609, which is managed by Atrium Underwriters Limited, a Lloyd's managing agent; (ii) StarStone’s Syndicate 1301, which is managed by StarStone Underwriting Limited ("SUL"), a Lloyd’s managing agent; and (iii) Syndicate 2008, a wholly aligned syndicate that has permission to underwrite RITC business and other run-off or discontinued business type transactions with other Lloyd’s syndicates. SUL serves as managing agent for Syndicate 2008. All of the Group’s underwriting by these syndicates is supported by one or more internal corporate members.

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Our Lloyd’s operations are subject to authorization and regulation by the U.K. Regulator and compliance with the Lloyd’s Act(s) and Byelaws and regulations, as well as the applicable provisions of the FSMA. The Council of Lloyd’s has wide discretionary powers to regulate members’ underwriting, and its exercise of these powers might affect the return on an investment of the corporate member in a given underwriting year. This discretion includes the ability to assess up to 3% of a member’s underwriting capacity in any one year as a Central Fund contribution.

The underwriting capacity of a corporate member of Lloyd’s must be supported by providing a deposit (referred to as "Funds at Lloyd’s") in the form of cash, securities or letters of credit in satisfaction of its capital requirement. The amount of the Funds at Lloyd’s is assessed annually and is determined by Lloyd’s in accordance with applicable capital adequacy rules.

Business plans, including maximum underwriting capacity, for Lloyd’s syndicates requires annual approval by the Lloyd’s Franchise Board, which may require changes to any business plan or additional capital to support underwriting plans.

In order to achieve finality and to release their capital, Lloyd’s members are usually required to have transferred their liabilities through an approved RITC, such as offered by Syndicate 2008. RITC is generally put in place after the third year of a syndicate year of account. On successful conclusion of RITC, any profit from the syndicate for that year of account can be fully remitted by the managing agent to the syndicate’s members.

The Lloyd’s market has applied the Solvency II internal model under Lloyd’s supervision, and our Lloyd’s operations are required to meet Solvency II standards. The Society of Lloyd's has received approval from the PRA to use its internal model under the Solvency II regime.

Lloyd’s approval is required before any person can acquire control of a Lloyd’s managing agent or Lloyd’s corporate member.

United States

Our insurance and reinsurance companies domiciled in the United States consist of property and casualty companies in run-off, as well as StarStone Specialty Insurance Company (a U.S. excess and surplus lines insurer) and StarStone National Insurance Company (a U.S. admitted insurer that is licensed in all 50 states and the District of Columbia). Our U.S. insurers are subject to extensive governmental regulation and supervision by the states in which they are domiciled, licensed and/or eligible to conduct business. The insurance laws and regulations of the state of domicile have the most significant impact on operations. We currently have U.S. insurers and reinsurers domiciled in Texas, New York, Delaware, Missouri, Oklahoma and Rhode Island, with one of these insurers also commercially domiciled in California.

Generally, regulatory authorities have broad regulatory powers over such matters as licenses, standards of solvency, premium rates and policy forms (except for excess and surplus lines insurers), marketing practices, claims practices, investments, security deposits, restrictions on size of risks that may be insured under a single policy, methods of accounting, form and content of financial statements, corporate governance, enterprise risk management, reserves and provisions for unearned premiums, unpaid losses and LAE, reinsurance, minimum capital and surplus requirements, dividends and other distributions to shareholders, periodic examinations, annual and other report filings, and transactions among affiliates.

As to periodic examinations, regulators have begun to look well beyond financial solvency and market conduct. In 2017, for example, the New York Department of Financial Services (“NYDFS”) increased its focus on cybersecurity, requiring financial institutions regulated by the NYDFS to establish a cybersecurity program. The NYDFS now also requires the completion of an extensive questionnaire regarding each New York domestic insurer’s cybersecurity program in connection with such examinations. Additionally, most states require the completion of an extensive questionnaire, similar to that required by New York, in connection with such examinations. Other states are expected to enact similar laws based on the NAIC’s Insurance Data Security Model Law, adopted in 2017.

U.S. insurers are also required to maintain minimum levels of solvency and liquidity as determined by law, and to comply with risk-based capital requirements and licensing rules. Insurers having less statutory surplus than required by the risk-based capital calculation will be subject to varying degrees of regulatory action. If any of our U.S. insurers were to have risk-based capital levels that are below required levels, they would be subject to increased regulatory scrutiny and control by their domestic and possibly other insurance regulators. As of December 31, 2018, all of our U.S. insurers exceeded their required levels of risk-based capital.

Applicable insurance laws also limit the amount of dividends or other distributions our U.S. insurers can pay to us. The insurance regulatory limitations are generally based on statutory net income and/or certain levels of statutory surplus as determined by the insurer's state or states of domicile. Generally, prior regulatory approval must be obtained before an insurer may pay a dividend or make a distribution above a specified level.

All states have enacted legislation regulating insurance holding company systems that requires each insurance company in the system to register with the insurance department of its state of domicile and furnish information concerning the operations of companies within the holding company system that may materially affect the operations, management or financial condition of the insurers within the system. The NAIC has adopted amendments to the Insurance Holding Company System Regulatory Act and associated regulations, which all states in which our U.S. insurers are domiciled or commercially domiciled have adopted. The amendments provide the regulators with additional tools to evaluate risks to an insurance company within the insurance holding company system. They impose more extensive informational requirements on parents and other affiliates of licensed insurers with the purpose of protecting them from enterprise risk, including requiring an annual enterprise risk report by the ultimate controlling person of the insurers identifying the material risks within the insurance holding company system that could pose enterprise risk to the insurers and requiring a person divesting its controlling interest to make a confidential advance notice filing.

The NAIC has also adopted the Risk Management and Own Risk and Solvency Assessment Model Act, which requires insurers to maintain a risk management framework and establishes a legal requirement for insurers or their insurance group to conduct an Own Risk and Solvency Assessment ("ORSA") in accordance with the NAIC's ORSA Guidance Manual. The ORSA Model Act has been adopted in all of the states in which our U.S. insurers are domiciled, and our insurers in these states may be subject to ORSA requirements if certain premium thresholds are exceeded. Where applicable, we must regularly conduct an ORSA consistent with the ORSA Model Act, including undertaking an internal risk management review no less often than annually and preparing a summary report assessing the adequacy of risk management and capital in light of our insurers' current and future business plans.

In addition, the NAIC's Corporate Governance Annual Disclosure ("CGAD") Model Act and Regulation requires the annual filing of a disclosure describing the insurance group's corporate governance structure, policies, and practices. The Model Act and Regulation have been adopted in some, though not all, of the states in which we have insurers domiciled. There are no premium thresholds for CGAD.

The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), represented a comprehensive overhaul of the financial services industry within the United States and, among other things, established the Financial Services Oversight Council and created within the United States Department of the Treasury a Federal Insurance Office ("FIO"). The FIO is authorized to study, monitor and report to Congress on the U.S. insurance industry and the significance of global reinsurance to the U.S. insurance market. The Dodd-Frank Act also authorizes the federal preemption of certain state insurance laws and streamlines the regulation of reinsurance and surplus lines/non-admitted insurance.

Before a person can acquire control of a domestic insurer (including a reinsurer) or any person controlling such insurer (including acquiring control of Enstar Group Limited), prior written approval must be obtained from the insurance commissioner of the state in which the domestic insurer is domiciled and, under certain circumstances, from insurance commissioners in other jurisdictions. Generally, state statutes and regulations provide that "control" over a domestic insurer or person controlling a domestic insurer is presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, 10% or more of the voting securities or securities convertible into voting securities of the domestic insurer or of a person who controls the domestic insurer.

Australia

Our Australian regulated insurance entities (which include our insurance subsidiary and our non-operating holding company) are subject to prudential supervision by the Australian Prudential Regulation Authority

("APRA"). APRA is the primary regulatory body responsible for regulating compliance with the Insurance Act 1973. APRA has issued prudential standards that apply to general insurers in relation to capital adequacy, the holding of assets in Australia, risk management, business continuity management, reinsurance management, outsourcing, audit and actuarial reporting and valuation, the transfer and amalgamation of insurance businesses, governance, and the fit and proper assessment of the insurer’s responsible persons.

APRA’s prudential standards require that all insurers maintain and meet prescribed capital adequacy requirements to enable their insurance obligations to be met under a wide range of circumstances.

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APRA also prescribes prudential standards on risk management and governance. These requirements include the need for regulated insurance entities to have a risk management framework that is consistent and integrated with its risk profile and capital strength, supported by a risk management function and subject to comprehensive review. APRA’s risk management requirements also include the need for regulated insurance entities to have a board risk committee that provides the Board with objective non-executive oversight of the implementation and on-going operation of its risk management framework, and the requirement that regulated insurance entities designate a chief risk officer who is involved in, and provides effective challenge to, activities and decisions that may materially affect the regulated insurance entities’ risk profile. Our Australian regulated insurance entities are compliant with these requirements.

An insurer must obtain APRA’s written consent prior to making any capital releases, including any payment of dividends in excess of current year earnings. Our insurance subsidiary must provide APRA a valuation prepared by an appointed actuary that demonstrates that the tangible assets of the insurer, after the proposed capital reduction, are sufficient to cover its insurance liabilities to a 99.5% level of sufficiency of capital before APRA will consent to a capital release or dividend.

Under the Financial Sector (Shareholdings) Act 1998, the interest of an individual shareholder or a group of associated shareholders in an insurer is generally limited to a 15% "stake" of the insurer. A person’s stake is the aggregate of the person’s voting power and the voting power of the person’s associates. A higher percentage limit may be approved by the Treasurer of the Commonwealth of Australia on national interest grounds. Any shareholder of Enstar Group Limited with a "stake" greater than 15% has received approval to hold that stake from the Treasurer of the Commonwealth of Australia.

Europe

In addition to Bermuda, the United Kingdom, Australia and the United States, we have subsidiaries in Belgium, as well as StarStone Insurance SE, a Liechtenstein-based company that continues to underwrite new business through branches across Europe and is regulated by the Financial Markets Authority. StarStone Insurance Europe AG was merged into StarStone Insurance SE in Liechtenstein effective from October 1, 2017, following the relocation of StarStone Insurance SE’s principal office from the U.K. to Liechtenstein on May 8, 2017. With effect from January 1, 2019, our Swiss insurance subsidiary redomesticated to Bermuda and is now regulated by the BMA. It continues to have a UK branch.

Our subsidiaries and branches in European jurisdictions such as Belgium and Liechtenstein are regulated in their respective home countries. Typically, such regulation is for the protection of policyholders and ceding insurance companies rather than shareholders. Regulatory authorities generally have broad supervisory and administrative powers over such matters as licenses, standards of solvency, investments, reporting requirements relating to capital structure, ownership, financial condition and general business operations, special reporting and prior approval requirements with respect to certain transactions among affiliates, reserves for unpaid losses and LAE, reinsurance, minimum capital and surplus requirements, dividends and other distributions to shareholders, periodic examinations and annual and other report filings. The application of the Solvency II framework across such European jurisdictions from January 1, 2016 generally results in a more uniform approach to regulation.

Other

We own a Non-life Run-off subsidiary in Hong Kong, and through StarStone participate in a joint venture there. These operations are not material, but our companies are subject to applicable regulations.

Available Information

We maintain a website with the address http://www.enstargroup.com. The information contained on our website is not included as a part of, or incorporated by reference into, this filing. We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to these reports, as soon as reasonably practicable after the material is electronically filed with or otherwise furnished to the U.S. Securities and Exchange Commission, (the "SEC"). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are also available on the SEC’s website athttp://www.sec.gov. In addition, copies of our Code of Conduct and the governing charters for the Audit, Compensation, Nominating and Governance, Investment, and Risk Committees of our Board of Directors are available free of charge on our website.

ITEM 1A. *RISK FACTORS*

Any of the following risk factors could cause our actual results to differ materially from historical or anticipated results. These risks and uncertainties are not the only ones we face. There may be additional risks that we currently consider not to be material or of which we are not currently aware, and any of these risks could cause our actual results to differ materially from historical or anticipated results.

You should carefully consider these risks along with the other information included in this document, including the matters addressed above under "Cautionary Note Regarding Forward-Looking Statements" before investing in any of our securities. We may amend, supplement or add to the risk factors described below from time to time in future reports filed with the SEC.

We have categorized our risk factors into the following areas:

Risks Relating to Our Insurance Businesses

If we are unable to implement our business strategies successfully, our business, results of operations and financial condition may be materially and adversely affected.

Our future results of operations will depend in significant part on the extent to which we can implement our business strategies successfully, including with respect to our active underwriting segments and investments. Our business strategies are described in "Item 1. Business - Business Strategy." We may not be able to implement these strategies or any future strategies fully or realize the anticipated results of our strategies as a result of significant business, economic, regulatory and competitive uncertainties, many of which are beyond our control. If we are unable to successfully implement our business strategies, we may not be able to achieve future growth in our earnings and our financial condition and ability to access capital may suffer and, as a result, holders of our securities may receive lower returns.

Inadequate loss reserves could reduce our net earnings and capital surplus, which could have a materially adverse impact on our results of operations and financial condition.

Our success is dependent upon our ability to assess accurately the risks associated with the business we have insured and reinsured. We are required to maintain reserves to cover the estimated ultimate liability for losses and LAE for both reported and unreported incurred claims. These reserves are only estimates of what we expect the settlement and administration of claims will cost based on facts and circumstances known to us, as well as actuarial methodologies, historical industry loss ratio experience, loss development patterns, estimates of future trends and developments and other variable factors such as inflation. We cannot be certain that ultimate losses will not exceed our estimates of losses and LAE because of the uncertainties that surround the estimation process (which are discussed above in "Item 1. Business - Liability for Losses and Loss Adjustment Expense"). As a result, actual losses and LAE paid will deviate, perhaps substantially, from the reserve estimates reflected in our financial statements. If our reserves are insufficient to cover our actual losses and LAE, we would have to augment our reserves and incur a charge to our earnings. These charges could be material and would reduce our net earnings and capital and surplus.

In our non-life run-off businesses, loss reserves include asbestos and environmental ("A&E") liabilities and liabilities associated with personal injury A&E claims from acquired companies with legacy manufacturing businesses. Ultimate values for A&E claims cannot be estimated using traditional reserving techniques and there are significant uncertainties in estimating losses for these claims. Factors contributing to the uncertainty include long waiting periods, reporting delays and difficulties identifying contamination sources and allocating damage liability. Developed case law and adequate claim history do not always exist for A&E claims, and changes in the legal and tort environment affect the development of such claims. To further understand this risk, see "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Losses and Loss Adjustment Expenses - Non-Life Run-off - Latent Claims".

In our active underwriting businesses, U.S. GAAP does not permit insurers and reinsurers to reserve for catastrophes until they occur, which means that claims from these events could cause substantial volatility in our financial results for any fiscal quarter or year and could have a material adverse effect on our financial condition and results of operations, as well as our financial strength ratings.

Our active underwriting businesses present inherent risks and uncertainties which could have a material adverse effect on our business, financial condition and results of operations.

Underwriting is inherently a matter of judgment, involving assumptions about matters that are unpredictable and beyond our control, and for which historical experience and probability analysis may not provide sufficient guidance. Our StarStone and Atrium active underwriting businesses expose us to significant risks that could result in under-performance of the active underwriting businesses compared to our expectations, which could have a material adverse effect on our business, financial condition and results of operations. Those risks include, but are not limited to:

- exposure to claims arising out of unpredictable natural and man-made catastrophic events (including hurricanes, windstorms, tsunamis, severe weather, earthquakes, floods, fires, droughts, explosions, environmental contamination, acts of terrorism, cyber events and war or political unrest);
- changing climate patterns and ocean temperature conditions that could increase the frequency and severity of catastrophe events and natural disasters to which we have loss exposure;
- failure of our risk management and loss limitation methods (described in "Item 1. Business - Enterprise Risk Management") to adequately manage our loss exposure or provide sufficient protection against losses;
- the intense competition for business in the insurance and reinsurance industries, including competition from major global insurance and reinsurance companies and underwriting syndicates that may have greater experience and resources than our companies or that may be more highly rated than our companies, or competition resulting from industry consolidation;
- dependence on a limited number of brokers, managing general agents and other third parties to support our business, both in terms of the volume of business we rely on them to place and the credit risk we assume from them; and
- susceptibility to the effects of inflation due to premiums being established before the ultimate amounts of losses and LAE are known.

The cyclical nature of the insurance and reinsurance industries may make it more difficult for StarStone and Atrium to generate profits consistently, which could negatively impact our ability to execute our active underwriting strategies successfully.

The insurance and reinsurance industry has historically been characterized by periods of intense price competition due to excess underwriting capacity, as well as periods of more favorable pricing due to limited underwriting capacity. Periods of favorable pricing tend to attract additional underwriting capacity (by new entrants, market instruments and structures, and additional commitments by existing insurers) that ultimately cause prices to decrease. Changes in the frequency and severity of losses suffered by insureds and insurers also impact industry cycles, and we may not be able to accurately predict whether market conditions will improve, remain constant or deteriorate. Any of these factors could lead to a significant reduction in premium rates, impair our ability to underwrite at appropriate rates, result in less favorable policy terms and drive fewer submissions for our active underwriting services, which could decrease our earnings or adversely affect our financial condition.

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Cyclical market conditions also impact the availability and cost of reinsurance purchased by StarStone and Atrium as part of our risk management strategy. Market conditions may limit or prevent our active underwriting companies from obtaining adequate reinsurance protection for our business needs. If our active underwriting companies are unable to purchase reinsurance, or if reinsurance is available only on unfavorable terms or with less creditworthy reinsurers, we may retain a higher proportion of risks than we would otherwise prefer, incur additional expense, or purchase reinsurance from companies with higher credit risk, or we may underwrite fewer or smaller contracts. Any of these factors could negatively impact our financial performance.

Downgrades of financial strength ratings at StarStone or Lloyd's could materially and negatively impact our ability to write new business or renew our existing business in our active underwriting segments.

Financial strength ratings are an important factor in establishing the competitive position of insurance and reinsurance companies. The StarStone operating insurance entities are currently assigned a financial strength rating of "A-" (Excellent) by A.M. Best with a stable outlook. A ratings downgrade, outlook change or withdrawal could negatively impact StarStone's competitive position in the industry, and severely limit or prevent StarStone from writing new insurance and reinsurance contracts if policyholders move their business to other more highly-rated companies. Such a change could also inhibit our ability to implement our business and growth strategies successfully. Additionally, many of StarStone's reinsurance contracts permit the ceding companies to cancel the contract if StarStone's financial strength rating is downgraded. Whether a ceding company would cancel a reinsurance contract after a ratings downgrade would depend on a number of factors (including the reason for and extent of the downgrade, and the pricing and availability of replacement reinsurance) and, accordingly, we cannot predict the extent to which these cancellation rights would be exercised or what effect any such cancellations would have on our financial condition or results of operations.

Lloyd's ratings apply to business written through Syndicate 609 (Atrium) and Syndicate 1301 (StarStone). Lloyd's is rated "A" (Excellent) by A.M. Best, "A+" (Strong) by S&P and "AA-" (Very Strong) by Fitch Ratings. Financial strength ratings downgrades at Lloyd's could adversely affect our Lloyd's syndicates' ability to trade in certain classes of business at current levels.

Emerging claim and coverage issues could adversely affect our business.

As industry practices and legal, judicial, social and other environmental conditions change, unexpected and unintended issues related to claims and coverage may emerge. These issues may adversely affect the adequacy of our provision for losses and LAE by either extending coverage beyond the envisioned scope of insurance policies and reinsurance contracts, or by increasing the number or size of claims. Our exposure to these uncertainties could be exacerbated by an increase in insurance and reinsurance contract disputes, arbitration and litigation. The full effects of these and other unforeseen emerging claim and coverage issues are extremely hard to predict. In some instances, these changes may not become apparent until long after we have acquired or issued the affected contracts. As a result, the full extent of liability under these insurance or reinsurance contracts may not be known for many years after a contract has been issued.

Our investments in life insurance businesses, including certain of our equity method investments, are subject to the risk that actual mortality, morbidity, policy persistency, and investment yield may be different than our assumptions and could render the reserves established by these businesses inadequate, causing a decline in our financial returns from these investments.

The performance of our investments in life businesses depends on the ability of these businesses to operate effectively and efficiently. Reserves for life policy benefits are based on certain assumptions, including mortality, morbidity, lapse rates, expenses, and discount rates based on expected yields at acquisition. The adequacy of the reserves established by the businesses in which we invest is contingent on actual experience related to these key assumptions. If actual experience differs from these assumptions, or the assumptions are changed based on new information or experience, it could materially and adversely impact our financial returns on these investments.

The life insurance businesses in which we have invested have exposure to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths. In an economic downturn, these businesses may also experience an elevated incidence of lapses of life insurance policies due to increased risk that policyholders may choose to cease paying insurance premiums (resulting in a non-diversified pool of policyholders). Any of these events could adversely affect our financial returns on these investments.

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Risks Relating to Our Acquisitions

We may not be able to continue to grow our business through acquisitions.

We have pursued and, as part of our strategy, will continue to pursue growth through acquisitions of reinsurance companies and portfolios of insurance and reinsurance business, primarily in our run-off segment. However, the acquisition and management of companies and portfolios in run-off is highly competitive, and driven by a number of factors, including proposed acquisition price, reputation, and financial resources. Some of our competitors have greater financial resources than we do, have been operating for longer than we have and have established long-term and continuing business relationships throughout the insurance and reinsurance industries, which can be a significant competitive advantage. As a result, we may not be able to compete successfully in the future for suitable acquisition candidates, and if we do not continue to acquire companies or portfolios, we may not be able to achieve our strategic goals.

There can be no assurance that our acquisitions will be financially beneficial to us or our shareholders.

The evaluation and negotiation of potential acquisitions, as well as the integration of an acquired business or portfolio, can be complex and costly and may require substantial management resources. Our acquisitions could involve numerous additional risks that we may not be able to identify during the due diligence process, such as potential losses from unanticipated litigation, levels of claims or other liabilities and exposures, an inability to generate sufficient revenue to offset acquisition costs and financial exposures in the event that the sellers of the entities we acquire are unable or unwilling to meet their indemnification, reinsurance and other obligations to us.

Our run-off business entails acquiring and managing insurance and reinsurance companies, portfolios of insurance and reinsurance, and companies with liabilities related to legacy manufacturing operations. Unlike traditional insurers and reinsurers, our companies and portfolios in run-off no longer underwrite new policies and are subject to the risk that their stated provisions for losses and LAE, may not be sufficient to cover future losses and the cost of run-off. Because our non-life companies and portfolios in run-off generally no longer collect underwriting premiums, our sources of capital to cover losses are limited to our stated reserves, reinsurance coverage and equity.

To achieve positive operating results from an acquisition, we must first price transactions on favorable terms relative to the risks posed by the acquired businesses and then successfully manage the acquired businesses by efficiently managing claims, collecting from insurers or reinsurers and controlling expenses. Failure to do these things successfully could result in us having to cover losses sustained with retained earnings, which would materially and adversely impact our ability to grow our business and may result in material losses.

We may not be able to realize the anticipated benefits of acquisitions, which may result in underperformance relative to our expectations and a material adverse effect on our business, financial condition or results of operations.

The acquisitions we have made and expect to make in the future may pose operational challenges that divert management's time and energy and expose us to risks relating to:

- the value of liabilities assumed being greater than expected;
- the value of assets or our anticipated return on assets being lower than expected or diminishing because of credit defaults, changes in interest rates, or delays in implementation of our intended investment strategies;
- funding cash flow shortages that may occur if anticipated revenues are not realized or are delayed, or if expenses are greater than anticipated;
- integrating financial and operational reporting systems and internal controls, including assurance of compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and our reporting requirements under the Exchange Act;
- leveraging our existing capabilities and expertise into the business acquired and establishing synergies within our organization;
- funding increased capital needs and overhead expenses;

- integrating technology platforms and managing any increased cybersecurity risk;
- obtaining and retaining management personnel required for expanded operations;

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- fluctuating foreign currency exchange rates relating to the assets and liabilities we may acquire;
- goodwill and intangible asset impairment charges; and
- complying with applicable laws and regulations.

If we are unable to address some or all of these challenges, our acquisitions may underperform relative to our expectations and our business may be materially and adversely affected.

We may not complete future acquisitions within the time frame we anticipate or at all, which could have a negative effect on our business, financial condition or results of operations.

Once we have signed a definitive agreement to acquire a business or portfolio, conditions to closing, such as obtaining regulatory approvals or shareholder approvals, must be met before the acquisition can be consummated. These and other closing conditions may not be satisfied at all, or may cause a material delay in the anticipated timing of closing. In addition, our ability to complete the acquisition on the originally anticipated terms, or at all, could be jeopardized if a seller receives competing proposals, if litigation is brought challenging the transaction or certain of its terms, or if regulators impose unexpected terms and conditions on the transaction. Failure to consummate an acquisition on the originally anticipated terms, or a significant delay in the closing, could result in significant expense, diversion of time and resources, reputational damage, litigation and a failure to realize the anticipated benefits of the acquisition, all of which could materially adversely impact our business, financial condition and results of operations.

Risks Relating to Liquidity and Capital Resources

The amount of statutory capital that we must hold to maintain our financial strength and credit ratings and meet certain regulatory requirements can vary significantly from time to time and is sensitive to a number of factors.

Statutory capital and reserve requirements for our insurance subsidiaries are prescribed by the applicable insurance regulators in the jurisdictions in which we operate, including Bermuda, the United States, the United Kingdom and the European Union. Insurance regulators have established risk-based capital adequacy measures, such as the BSCR in Bermuda and the Solvency II regime in the European Union and United Kingdom, which provide minimum solvency and liquidity requirements for insurance companies. The amount of capital that we and/or our insurance subsidiaries are required to hold may increase or decrease depending on a variety of factors including the amount of statutory income or losses generated by our insurance subsidiaries (which itself is sensitive to equity market and credit market conditions), the amount of additional capital our non-life run-off and live underwriting insurance subsidiaries must hold to support future growth, changes in the value of investments, changes in interest rates and foreign currency exchange rates, as well as changes to the relevant regulatory capital adequacy measures. Many of these factors are outside of our control, and our overall liquidity and credit ratings are significantly influenced by our insurance subsidiaries’ statutory capital amounts. If statutory capital requirements increase or if our insurance subsidiaries' solvency decreases, our subsidiaries would be required to hold more capital, and our ability to obtain distributions from these subsidiaries could be limited. If we fail to maintain adequate statutory capital, the regulators may restrict our activities and prohibit us and our subsidiaries from completing acquisitions without raising additional capital.

We may require additional capital and credit in the future that may not be available or may only be available on unfavorable terms.

Our future capital requirements depend on many factors, including acquisition activity, our ability to manage the run-off of our assumed policies, our ability to establish reserves at levels sufficient to cover losses, our underwriting plans, and our obligations to satisfy statutory capital requirements. We may need to raise additional funds through equity or debt financings in the future. Our ability to secure this financing may be affected by a number of factors, including volatility in the worldwide financial markets and the strength of our capital position and operating results. In addition, an unfavorable change or downgrade of our issuer credit ratings could increase the interest rate charged under our revolving credit facility and may make it more expensive for us to access capital markets. Any equity or debt financing, if available at all, may be on terms that are not favorable to us. In addition, we may not achieve the desired regulatory capital treatment for any potential issuance of debt or equity securities. In the case of equity financings, dilution to our existing shareholders could result, and any securities that are part of an equity financing may have rights, preferences and privileges that are senior to those of our already outstanding securities. If we cannot obtain adequate capital or credit, our business, results of operations and financial condition could be adversely affected by, among other things, our inability to finance future acquisitions.

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Uncertain conditions in the global economy generally may materially adversely affect our business, results of operations and financial condition.

In the event of financial turmoil affecting the global banking system and global financial markets (including the sovereign debt markets), additional consolidation of the financial services industry, or significant financial service institution failures, there could be a new or incremental tightening in the credit markets, low liquidity, and extreme volatility in fixed maturity, credit, currency, and equity markets. This could have a number of effects on our business, including our ability to obtain financing for future acquisitions. Even if financing is available, it may only be available on terms that are not favorable to us, which would decrease our profitability.

Global and local economic conditions could also affect demand for and claims made under our products, our counter-party credit risk, and the ability of our customers and other counterparties to establish or maintain their relationships with us.

Net investment income and net realized and unrealized gains or losses also could vary materially from expectations depending on gains or losses realized on the sale or exchange of financial instruments; impairment charges resulting from revaluations of debt and equity securities and other investments; interest rates; cash balances; and changes in the fair value of financial and derivative instruments. Increased volatility in the financial markets and overall economic uncertainty would increase the risk that the actual amounts realized in the future on our financial instruments could differ significantly from the fair values currently assigned to them.

Reinsurers may not satisfy their obligations to our insurance and reinsurance subsidiaries, which could result in significant losses or liquidity issues for us.

Our insurance and reinsurance subsidiaries are subject to credit risk with respect to their reinsurers because the transfer of risk to a reinsurer does not relieve our subsidiaries of their liability to the insured. Reinsurance companies may be negatively impacted or downgraded during difficult financial and economic conditions in the worldwide capital markets and economies. In addition, reinsurers may be unwilling to pay our subsidiaries even though they are able to do so, or disputes may arise regarding payment obligations. The failure of one or more of our subsidiaries’ reinsurers to honor their obligations in a timely fashion may affect our cash flows, reduce our net earnings or cause us to incur a significant loss. Disputes with our reinsurers may also result in unforeseen expenses relating to litigation or arbitration proceedings. A reinsurer’s inability or unwillingness to honor its obligations to StarStone and Atrium may negate the intended risk-reducing impact of our reinsurance purchasing programs.

Exposure to reinsurers who from time to time represent meaningful percentages of our total reinsurance balances recoverable on paid and unpaid losses may increase the risks described above. For information on reinsurance balances recoverable on paid and unpaid losses, see "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - reinsurance balances recoverable on paid and unpaid losses."

We are a holding company, and we are dependent on the ability of our subsidiaries to distribute funds to us.

We are a holding company and therefore we are dependent on distributions of funds from our operating subsidiaries to fund acquisitions, fulfill financial obligations in the normal course of our business, including payments on our outstanding Senior Notes, and pay dividends to our shareholders, including holders of our preferred shares and, in turn, the related depositary shares. The ability of our insurance and reinsurance subsidiaries to make distributions to us may be limited by various business considerations and applicable insurance laws and regulations in jurisdictions in which we operate (which are described in "Item 1. Business - Regulation"). The ability of our subsidiaries to make distributions to us may also be restricted by, among other things, other applicable laws and regulations and the terms of our debt obligations and our subsidiaries’ debt obligations. If our subsidiaries are restricted from making distributions to us, we may be unable to maintain adequate liquidity to fund acquisitions or fulfill our financial obligations.

Fluctuations in currency exchange rates may cause us to experience losses.

We maintain a portion of our investments, insurance liabilities and insurance assets denominated in currencies other than U.S. dollars. Consequently, we and our subsidiaries may experience foreign exchange losses, which could adversely affect our results of operations. We publish our consolidated financial statements in U.S. dollars. Therefore, fluctuations in exchange rates used to convert other currencies, particularly Australian dollars, Canadian dollars, British pounds and Euros, into U.S. dollars will impact our reported financial condition, results of operations and cash flows from year to year.

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Our failure to comply with covenants contained in our credit facilities or in the indenture governing our 4.5% Senior Notes due 2022 ("Senior Notes") could trigger prepayment obligations, which could adversely affect our results of operations and financial condition.

We and our subsidiaries currently have several outstanding credit facilities and outstanding Senior Notes. We depend on access to these funds in operating our business. The credit facilities and the indenture governing our Senior Notes contain various business and financial covenants that impose restrictions on us and certain of our subsidiaries with respect to, among other things, limitations on mergers and consolidations, acquisitions, amalgamations and sales of substantially all assets, indebtedness and guarantees, restrictions as to certain dispositions of stock and dividends and stock repurchases, investment constraints and limitations on liens on the capital stock of certain subsidiaries. We may also enter into future debt arrangements containing similar or different restrictive covenants. Our failure to comply with these covenants could result in an event of default under the credit facilities or the indenture governing our Senior Notes, which could result in us being required to repay the amounts outstanding under these facilities prior to maturity. These prepayment obligations could have an adverse effect on our results of operations and financial condition.

In addition, complying with these covenants could limit our financial and operational flexibility. Our credit facilities and Senior Notes are described in more detail in "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Debt Obligations."

Risks Relating to Our Investments

The value of our insurance and reinsurance subsidiaries’ investment portfolios and the investment income that our insurance and reinsurance subsidiaries receive from these portfolios may decline materially as a result of market fluctuations and economic conditions, including those related to interest rates and credit spreads.

We derive a significant portion of our income from our invested assets, which consist primarily of investments in fixed maturity securities. The net investment income that our subsidiaries obtain from investments in fixed maturity securities will generally increase or decrease with changes in interest rates. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. A rise in interest rates would increase net unrealized losses, which would decline over time as the security approaches maturity. Conversely, a decline in interest rates would increase net unrealized gains, which would decline over time as the security approaches maturity. The fair market value can also decrease as a result of a deterioration of the credit quality of those securities. Any perceived decrease in credit quality may cause credit spreads to widen and this would result in an increase in net unrealized losses. A deterioration of credit ratings on our fixed maturity security investments may result in a preference to liquidate these securities in the financial markets. If we liquidate these securities during a period of tightening credit, we may realize a significant loss.

The Financial Conduct Authority of the United Kingdom plans to phase out the London Interbank Offered Rate ("LIBOR") by the end of 2021. A significant portion of our investments in fixed maturities is in LIBOR-based instruments. There is currently no definitive replacement rate for LIBOR. Therefore, we are unable to determine the potential effect of the change on our investment results.

Some of our fixed maturity securities, such as mortgage-backed and other asset-backed securities, carry prepayment risk, or the risk that principal will be returned more rapidly or slowly than expected, as a result of interest rate fluctuations. When interest rates decline, consumers will generally make prepayments on their mortgages, causing us to be repaid more quickly than we might have originally anticipated, meaning that our opportunities to reinvest these proceeds back into the investment markets may be at reduced interest rates (with the converse being true in a rising interest rate environment). Mortgage-backed and other asset-backed securities are also subject to default risk on the underlying securitized mortgages, which would decrease the value of our investments.

The changes in the market value of our securities that are classified as trading or available-for-sale are reflected in our financial statements. Other-than-temporary impairment losses in the value of our fixed maturity securities are also reflected in our financial statements. As a result, a decline in the value of the securities in our investment portfolios may materially reduce our net income and shareholders' equity, and may cause us to incur a significant loss. For more information on our investment portfolios, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investable Assets."

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Our investments in alternative investments and our investments in joint ventures and/or entities accounted for using the equity method may be illiquid and volatile in terms of value and returns, which could negatively affect our investment income and liquidity.

In addition to fixed maturity securities, we have invested, and may from time to time continue to invest, in alternative investments such as hedge funds, fixed income funds, equity funds, private equity funds and co-investments, collateralized loan obligation ("CLO") equities, CLO equity funds and other alternative investments. These and other similar investments may be illiquid due to restrictions on sales, transfers and redemption terms, may have different, more significant risk characteristics than our investments in fixed maturity securities and may also have more volatile values and returns, all of which could negatively affect our investment income and overall portfolio liquidity.

We have also invested, and from time to time may continue to make investments in joint ventures and in other entities that we do not control. In these investments, many of which are accounted for using the equity method, we may lack complete management and operational control over the entities in which we are invested, which may limit our ability to take actions that could protect or increase the value of our investment. In addition, these investments may be illiquid due to contractual provisions, and our lack of operational control may prevent us from obtaining liquidity from these investments in a timely manner or on favorable terms.

Alternative or "other" investments may not meet regulatory admissibility requirements or may result in increased regulatory capital charges to our insurance subsidiaries that hold these investments, which could limit those subsidiaries' ability to make capital distributions to us and, consequently, negatively impact our liquidity. For more information on our alternative investments, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investable Assets."

The valuation of our investments may include methodologies, estimations and assumptions that are subject to differing interpretations and could result in changes to investment valuations that may materially adversely affect our financial condition or results of operations.

Fixed maturity and alternative investments, such as private equity funds and co-investments, fixed income funds, fixed income hedge funds, equity funds, private credit funds and CLO equity funds, as well as direct investments in CLO equities, represent the majority of our total cash and invested assets. These investments are reported at fair value on our consolidated balance sheet. Fair value prices for all trading and available-for-sale securities in the fixed maturities portfolio are independently provided by our investment accounting service providers, investment managers and investment custodians, each of which utilize internationally recognized independent pricing services. We record the unadjusted price provided by our accounting service providers, managers or custodians, after we perform an internal validation process. Fair value for our alternative investments is estimated based primarily on the most recently reported net asset values reported by the fund manager, which we may adjust following our internal review.

These valuation procedures involve estimates and judgments, and during periods of market disruptions (such as periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity), it may be difficult to value certain of our securities if trading becomes less frequent or market data becomes less observable. In addition, there may be certain asset classes that are now in active markets with significant observable data that become illiquid due to changes in the financial environment. In these cases, the valuation of a greater number of securities in our investment portfolio may require more subjectivity and management judgment. As a result, valuations may include inputs and assumptions that are less observable or require greater estimation as well as valuation methods that are more sophisticated or require greater estimation, which may result in valuations greater than the value at which the investments could ultimately be sold. Further, rapidly changing and unpredictable credit and equity market conditions could materially affect the valuation of securities carried at fair value as reported within our consolidated financial statements and the period-to-period changes in value could vary significantly. Decreases in value could have a material adverse effect on our financial condition and results of operations.

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The nature of our business liquidity demands and the structure of our entities' investment portfolios may adversely affect the performance of our investment portfolio and financial results and our investing flexibility.

We strive to structure our investments in a manner that recognizes our liquidity needs for future liabilities. Because of the unpredictable nature of losses that may arise under the insurance and reinsurance policies issued by certain of our subsidiaries and as a result of our opportunistic commutation strategy, our liquidity needs can be substantial and may arise at any time. In that regard, we attempt to correlate the maturity and duration of our investment portfolio to our general liability profile. If we are unsuccessful in managing our investment portfolio within the context of this strategy, we may be forced to liquidate our investments at times and at prices that are not optimal, and we may have difficulty liquidating some of our alternative investments due to restrictions on sales, transfers and redemption terms. This could have a material adverse effect on the performance of our investment portfolio.

We have many individual portfolios of cash and investments from our acquired companies and portfolios. Each investment portfolio has its own regulatory admissibility requirements, and each run-off entity is likely to have negative operating and financing cash flows due to commutation activity, claims settlements and capital distributions. These factors reduce our overall investing flexibility.

Risks Relating to Laws and Regulations

Insurance laws and regulations restrict our ability to operate, and any failure to comply with these laws and regulations, or any investigations, inquiries or demands by government authorities, may have a material adverse effect on our business.

We are subject to the insurance laws and regulations of a number of jurisdictions worldwide. Existing laws and regulations, among other things, limit the amount of dividends that can be paid to us by our insurance and reinsurance subsidiaries, prescribe solvency and capital adequacy standards, impose restrictions on the amount and type of investments that can be held to meet solvency and capital adequacy requirements, require the maintenance of reserve liabilities, and require pre-approval of acquisitions and certain affiliate transactions. Failure to comply with these laws and regulations or to maintain appropriate authorizations, licenses, and/or exemptions under applicable laws and regulations may cause governmental authorities to preclude or suspend our insurance or reinsurance subsidiaries from carrying on some or all of their activities, place one or more of them into rehabilitation or liquidation proceedings, impose monetary penalties or other sanctions on them or our affiliates, or commence insurance company delinquency proceedings against our insurance or reinsurance subsidiaries. The application of these laws and regulations by various governmental authorities may affect our liquidity and restrict our ability to expand our business operations through acquisitions or to pay dividends on our ordinary or preferred shares. Furthermore, compliance with legal and regulatory requirements may result in significant expenses, which could have a negative impact on our profitability. To further understand these regulatory requirements, see "Item 1. Business - Regulation."

In addition, the insurance and reinsurance industry has experienced substantial volatility as a result of investigations, litigation and regulatory activity by various insurance, governmental and enforcement authorities concerning certain practices within the insurance and reinsurance industry. Insurance and reinsurance companies that we have acquired, or may acquire in the future, may have been or may become involved in these or other investigations, litigation or regulatory activity and may have lawsuits filed or other regulatory actions taken against them. Our involvement in any such activity would cause us to incur legal costs and, if we or any of our insurance or reinsurance subsidiaries were found to have violated any laws or regulations, we could be required to pay fines and damages and incur other sanctions, perhaps in material amounts, which could have a material negative impact on our profitability.

Political, regulatory and industry initiatives could materially adversely affect our business by increasing the amount of regulation we face or changing the nature of the regulations that apply to us in operating our insurance businesses or acquiring new insurance businesses.

Increasingly, governmental authorities have taken interest in the potential systemic risks posed by the insurance and reinsurance industry as a whole. The insurance regulatory environment has become subject to increased scrutiny across a number of jurisdictions, and authorities regularly consider enhanced or new regulatory requirements and seek to exercise their supervisory authority in new and more extensive ways. Regulators are generally concerned with the protection of policyholders above other constituencies, including our shareholders. Additional laws and regulations have been and may continue to be enacted that may have adverse effects on our operations, financial condition, statutory capital adequacy, and liquidity. We cannot predict the exact nature, timing or scope of these initiatives; however, we believe it is likely there will continue to be increased regulatory intervention in our industry in the future, and these initiatives could adversely affect our business.

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In many of the jurisdictions in which we operate, including Bermuda, there are increased regulations relating to group supervision though cooperation and coordination among insurance regulators regardless of an individual company's domiciliary jurisdiction. The BMA acts as our Group supervisor, as described in "Item 1. Business - Regulation" which has led to increased regulatory reporting and oversight.

The implementation of Solvency II, an E.U.-wide directive covering the capital adequacy, risk management and regulatory reporting for insurers, requires significant resources to ensure compliance by our E.U. companies. Additionally, if our non-E.U. subsidiaries engage in E.U. insurance or reinsurance business, additional capital requirements may be imposed for such companies to continue to insure or reinsure E.U.-domiciled risk or cedants if their regulatory regime is not deemed to have Solvency II equivalence. Bermuda has gained Solvency II equivalence, and our Bermuda reinsurers are subject to requirements in line with a Solvency II framework.

In the United States, the Dodd-Frank Act addresses the entire financial services industry and includes initiatives such as the creation of a Federal Insurance Office and other federal oversight agencies, the requiring of more transparency, accountability and focus in protecting investors and businesses, the input of shareholders regarding executive compensation, and the enhanced empowerment of regulators to punish fraud and unethical business practices. Continued compliance with these laws and regulations is likely to result in additional regulation and additional costs for us.

In addition, increased scrutiny by insurance regulators of investments in or acquisitions of insurers or insurance holding companies by private equity firms or hedge funds may result in imposition of additional regulatory requirements and restrictions. We have in the past partnered with private equity firms in making acquisitions and may do so in the future. This increased scrutiny may make it difficult to complete U.S. acquisitions with private equity or hedge funds should we seek to do so. In addition, private equity firms and hedge funds have invested in Enstar and may seek to do so in the future. This increased scrutiny may materially adversely impact our ability to raise capital through transactions with these types of investors.

The United Kingdom's referendum vote to leave the European Union could adversely affect our business.

In an advisory referendum held on June 23, 2016, the United Kingdom voted to leave the European Union (commonly referred to as "Brexit"). The United Kingdom is scheduled to leave the European Union on March 29, 2019, and negotiations to determine the terms of the United Kingdom's withdrawal from the European Union are ongoing. The form of the United Kingdom's future relationship with the European Union remains uncertain. We have significant operations and employees in the United Kingdom, including our Lloyd's businesses. Brexit's impact on our U.K. businesses will depend on the United Kingdom and Lloyd's abilities to retain access to the E.U. markets, and our U.K. businesses could be adversely affected if adequate access to these markets is not obtained. Brexit may also lead to legal uncertainty and differences in national laws and regulations as the United Kingdom determines which E.U. laws to replace or replicate, and these issues could impact our structure and operations. Any of these effects of Brexit, and others we cannot anticipate, could adversely affect our business, results of operations, and financial condition.

Changes in accounting principles and financial reporting requirements could impact our reported financial results and our reported financial condition.

Our financial statements are prepared in accordance with U.S. GAAP, which is periodically revised by the Financial Accounting Standards Board ("FASB"), and they are subject to the accounting-related rules and interpretations of the SEC. We are required to adopt new and revised accounting standards implemented by the FASB.

Unanticipated developments in accounting practices may require us to incur considerable additional expenses to comply with such developments, particularly if we are required to prepare information relating to prior periods for comparative purposes or to apply the new requirements retroactively. The impact of changes in accounting standards, particularly those that apply to insurance companies, cannot be predicted but may affect the calculation of net earnings, shareholders' equity and other relevant financial statement line items. In addition, such changes may cause additional volatility in reported earnings, decrease the understandability of our financial results and affect the comparability of our reported results with the results of others.

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Risks Relating to our Operations

We are dependent on our executive officers, directors and other key personnel and the loss of any of these individuals could adversely affect our business.

Our success depends on our ability to attract and retain qualified employees and upon the ability of our senior management and other key employees to implement our business strategy. We believe that there are only a limited number of available qualified personnel in the businesses in which we compete, and the pool of highly skilled employees available to fill key positions at our companies may fluctuate based on market conditions. We rely substantially upon the services of our executive officers and our subsidiaries' executive officers and directors, as well as our local management teams, to implement our business strategies. The loss of the services of any of our management or other key personnel, or the loss of the services of or our relationships with any of our directors, could have a material adverse effect on our business. Higher demand for employees with appropriate skills could lead to increased compensation expectations for existing and prospective personnel across our organization, which could also make it difficult to maintain labor expenses at desired levels.

Our directors and executive officers may have ownership interests or other involvement with entities that could compete against us, and conflicts of interest might prevent us from pursuing desirable acquisitions, investments and other business opportunities.

Our directors and executive officers may have ownership interests or other involvement with entities that could compete against us or otherwise have interests that could, at times, be considered potentially adverse to us, either in the pursuit of acquisition targets, investments or in our business operations. We have also participated in transactions in which one or more of our directors or executive officers or their affiliates had an interest, and we may do so in the future. The interests of our directors and executive officers in such transactions or such entities may result in a conflict of interest for those directors and officers.

The Audit Committee of our Board of Directors, which is comprised entirely of independent directors, reviews any material transactions involving a conflict of interest and may take actions as it deems appropriate in the particular circumstances. We may not be able to pursue all advantageous transactions that we would otherwise pursue in the absence of a conflict, in particular if our Audit Committee is unable to determine that any such transaction is on terms as favorable as we could otherwise obtain in the absence of a conflict.

Cybersecurity events or other difficulties with our information technology systems could disrupt our business, result in the loss of critical and confidential information, increased costs, and adversely impact our reputation and results of operations.

We rely heavily on the successful, uninterrupted functioning of our information technology systems, as well as those of any third-party service providers we use. We rely on these systems to securely and accurately process, store, and transmit confidential and other data in connection with our critical operational functions such as paying claims, performing actuarial and other modeling, pricing, quoting and processing policies, cash and investment management, acquisition analysis, financial reporting and other necessary support functions. Our active underwriting companies rely on broker portals to bind certain business, and, therefore, a service interruption would negatively impact our ability to write business. Where we rely on third parties for outsourced functions and other services, our information may be exposed to the risk of a data breach or cyber-security incident through their systems. A failure of our information technology systems or those of our third-party service providers could materially impact our ability to perform the critical functions described above, affect the confidentiality, availability or integrity of our proprietary information and expose us to litigation and increase our administrative expenses.

Computer viruses, cyber-attacks, and other external hazards, as well as any internal process or employee failures, could expose our information technology systems to security breaches that may cause critical data to be corrupted or confidential or proprietary information to be exposed, or cause system disruptions or shut-downs. In addition to our own information, we receive and may be responsible for protecting confidential or personal information of clients, employees, and other third parties, which could also be compromised in the event of a security breach.

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Although we utilize numerous controls, protections and risk management strategies to attempt to mitigate these risks, and management is not aware of a material cyber-security incident to date, the sophistication and volume of these security threats continues to increase. We may not have the technical expertise or resources to successfully prevent every data breach or cyber-security incident. The potential consequences of a data breach or cyber-security incident could include claims against us, significant reputational damage to our company, damage to our business as a result of disclosure of proprietary information, and regulatory action against us, which may include fines and penalties. Such an incident could cause us to lose business and commit resources, management time and money to remediate these breaches and notify aggrieved parties, any of which in turn could have an adverse impact on our business. We may also experience increasing costs associated with implementing and maintaining adequate safeguards against these types of incidents and attacks.

In addition, the information security and data privacy regulatory environment is increasingly demanding. We are subject to numerous laws and regulations in jurisdictions within and without the United States governing the protection of the personal and confidential information of our clients and/or employees, including in relation to medical records and financial information. These laws and regulations are rapidly expanding, increasing in complexity and sometimes conflict between jurisdictions. For example, the E.U. General Data Protection Regulation ("GDPR") creates rights for individuals to control their personal data and sets forth the requirements with which companies handling the personal data of E.U.-based data subjects have to comply (regardless of whether such data handling involves E.U.-based operations). We are also subject to the GDPR through our handling of the personal data of E.U.-based subjects in connection with our ordinary course operations. If any person, including any of our employees or those with whom we share such information, negligently disregards or intentionally breaches our established controls with respect to our client data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines and/or criminal prosecution in one or more jurisdictions, including as a result of a violation of the GDPR.

If outsourced providers such as third-party administrators, managing general agents, investment managers or other service providers were to breach obligations owed to us, our business and results of operations could be adversely affected.

We outsource certain business functions to third-party providers, and these providers may not perform as anticipated or may fail to adhere to their obligations to us. For example, certain of our subsidiaries rely on relationships with a number of third-party administrators under contracts pursuant to which these third-party administrators manage and pay claims on our subsidiaries’ behalf and advise with respect to case reserves. In these relationships, we rely on controls incorporated in the provisions of the administration agreement, as well as on the administrator’s internal controls, to manage the claims process within our prescribed parameters. Our StarStone and Atrium subsidiaries use managing general agents, general agents and other producers to write and administer business on their behalf within prescribed underwriting authorities. We also rely on external investment managers to provide services pursuant to the terms of our investment management agreements, including following established investment guidelines. Although we monitor these administrators, agents and producers, and managers on an ongoing basis, our monitoring efforts may not be adequate or our service providers could exceed their authorities or otherwise breach obligations owed to us, which, if material, could adversely affect our business and results of operations.

Risks Relating to Taxation

Recently enacted U.S. tax reform legislation, various international tax transparency initiatives, and possible future tax reform legislation and regulations could materially affect us and our shareholders.

On December 22, 2017, the US government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”). The Tax Act is broad and contains many provisions that will have significant implications on us, and potentially on our shareholders, including re-measurement of deferred taxes and surplus due to the reduction in corporation income tax rate, and imposition of a new base-erosion anti-abuse tax ("BEAT") on affiliate transactions (including reinsurance arrangements between affiliated companies). In response to the introduction of BEAT, we non-renewed (as of January 1, 2018) certain of our active underwriting affiliate reinsurance transactions between our operating entities that are subject to U.S. taxation and our non-U.S. affiliates that are not. We continue to assess the future impact of BEAT on our transaction structuring.

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The Tax Act also includes modifications of the taxation of non-U.S. companies owned by U.S. shareholders. Certain aspects of the Tax Act require clarification through future regulatory action and accordingly, we are unable to definitively determine the impact to our shareholders. The Tax Act may increase the likelihood that we or our non-U.S. subsidiaries or joint ventures managed by us will be deemed a “controlled foreign corporation” (CFC) within the meaning of the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal tax purposes. Specifically, the Tax Act expands the definition of “United States shareholder” for CFC purposes to include U.S. persons who own, directly or constructively, 10% or more of the value of a non-U.S. corporation’s shares, rather than looking only to voting power held. Accordingly, the “voting cut-back” provisions included in our bye-laws that limit any U.S. shareholder from owning or controlling ordinary shares that constitute 9.5% or more of the voting power of all of our ordinary shares will be ineffective in avoiding “U.S. shareholder” status for U.S. persons who own 10% or more of the value of our shares. The Tax Act also expands certain attribution rules for share ownership in a way that would cause non-U.S. subsidiaries to now be treated as CFCs if owned in a group, such as Enstar, that has a non-U.S. parent company and also includes at least one U.S. subsidiary. In the event a corporation is characterized as a CFC, any “United States shareholder” of the CFC is required to include in taxable income each year the shareholder’s proportionate share of certain insurance and related investment income for the taxable year, even if such income is not distributed.

The Tax Act also contains modifications to certain provisions relating to passive foreign investment company (“PFIC”) status that if applicable to us could result in adverse tax consequences to U.S. persons who own our ordinary shares. While the Tax Act makes it more difficult to qualify for certain exceptions to PFIC status, we believe that we will not be a PFIC for U.S. federal income purposes for the foreseeable future under the enacted provisions of the Tax Act. In particular, we believe that the income of our non-U.S. subsidiaries that are insurance companies is derived in the "active conduct of an insurance business" by corporations that are predominately engaged in such business under the provision of the Tax Act, and that this is also the case for us when the operations of our subsidiaries are considered as a whole, under the look-through rules applicable to foreign holding companies. There are currently no final regulations regarding the application of the PFIC provisions of the Code to an insurance company, so the application of those provisions to insurance companies remains unclear in certain respects. The U.S. Internal Revenue Service (the "IRS") issued proposed regulations on this subject in April 2015, which, if finalized as proposed, might be construed to cause us to be treated as a PFIC. In response to the proposed regulations, comments have been submitted to the IRS on behalf of Bermuda-based insurance holding companies and others, requesting changes and clarifications to the proposed regulations so that a holding company with our structure will not be considered a PFIC. There can be no assurance that the regulations will be finalized in a manner that clearly accommodates our existing structure.

The U.S. and other countries and governing bodies have also enacted reform legislation aimed at increasing transparency on companies’ global tax footprint and profile. The Organization for Economic Co-operation and Development (the "OECD") is an intergovernmental economic organization founded to stimulate economic progress and trade. It develops economic policy recommendations to encourage policy reform in member countries. Created by the OECD under the initiative known as the “Base Erosion and Profit Shifting Project (“BEPS”), “Country-by-Country Reporting” (Action 13) aims to ensure that multi-national businesses provide appropriate and accurate information to each respective member and non-member region based on various metrics. These metrics are directed at counteracting the effects of global preferential tax regimes and increasing tax transparency. Bermuda has adopted OECD compliant Country-by-Country Reporting regulations for Bermuda headquartered companies which requires the Company to file a report containing results of our global operations. It is uncertain how cooperating jurisdictions, including those in which we operate, will utilize the data collected in our Bermuda filing. These initiatives could increase the burden and costs of compliance.

In December 2017, the EU Code Group included Bermuda on a list of jurisdictions that it was putting on notice of being considered to be non-cooperative for tax purposes. To avoid such consideration, Bermuda passed The Economic Substance Act 2018 (the “ESA”) in December 2018, which came into effect on January 1, 2019 and requires compliance by pre-existing entities on July 1, 2019. The legislation requires Bermuda companies engaging in a “relevant activity” (which includes insurance business and holding entity activities) to be locally managed and directed, to carry on core income generating activities in Bermuda, to maintain adequate physical presence in Bermuda, and to have an adequate level of local full time qualified employees and incur adequate operating expenditure in Bermuda. The guidance as to how Bermuda authorities will interpret and enforce the ESA is pending, and we therefore cannot predict their potential impact on our results of operations and financial condition. In the event that we are required to maintain additional staff or operations in Bermuda, we may incur increased operating expenditures that could negatively impact our results of operations.

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U.S. persons who own our ordinary shares might become subject to adverse U.S. tax consequences as a result of "related person insurance income," if any, of our non-U.S. insurance company subsidiaries.

For any of our wholly-owned non-U.S. insurance company subsidiaries, if (1) U.S. persons are treated as owning 25% or more of our shares, (2) the related person insurance income ("RPII") of that subsidiary were to equal or exceed 20% of its gross insurance income in any taxable year, and (3) direct or indirect insureds of that subsidiary (and persons related to such insureds) own (or are treated as owning) 20% or more of the voting power or value of our shares, then a U.S. person who owns our shares directly, or indirectly through non-U.S. entities, on the last day of the taxable year would be required to include in income for U.S. federal income tax purposes that person's pro rata share of the RPII of such a non-U.S. insurance company for the entire taxable year, whether or not any such amounts are actually distributed. (In the case of any of our partially-owned non-U.S. insurance company subsidiaries, the RPII provisions apply similarly, except that the percentage share ownership thresholds described in the preceding sentence are measured in terms of indirect ownership of the subsidiary's shares rather than in terms of ownership of our shares.)

Moreover, if the RPII rules of the Code were to apply to any of our non-U.S. insurance company subsidiaries, any RPII that is includible in the income of a U.S. tax-exempt organization would generally be treated as unrelated business taxable income. Although we and our subsidiaries intend to operate generally in a manner so as to avoid exceeding the foregoing thresholds for application of the RPII rules, there can be no assurance that this will always be the case. Accordingly, there can be no assurance that U.S. persons who own our ordinary shares will not be required to recognize gross income inclusions attributable to RPII.

In addition, the RPII rules provide that if a shareholder who is a U.S. person disposes of shares in a foreign insurance company that has RPII and in which U.S. persons collectively own 25% or more of the total combined voting power of all classes of stock entitled to vote, or the total value of the stock, any gain from the disposition will generally be treated as dividend income to the extent of the shareholder's share of the corporation's undistributed earnings and profits that were accumulated during the period that the shareholder owned the shares (whether or not those earnings and profits are attributable to RPII). Such a shareholder would also be required to comply with certain reporting requirements, regardless of the amount of shares owned by the shareholder. These rules should not apply to dispositions of our ordinary shares because we will not be directly engaged in the insurance business. The RPII rules have not been interpreted by the courts or the IRS and regulations interpreting the RPII rules exist only in proposed form. Accordingly, there is no assurance that our views as to the inapplicability of these rules to a disposition of our ordinary shares will be accepted by the IRS or a court.

We might incur unexpected U.S., U.K., Australia, or other tax liabilities if companies in our group that are incorporated outside those jurisdictions are determined to be carrying on a trade or business in such jurisdictions.

We and a number of our subsidiaries are companies formed under the laws of Bermuda or other jurisdictions that do not impose income taxes; it is our contemplation that these companies will not incur substantial income tax liabilities from their operations. Because the operations of these companies generally involve, or relate to, the insurance or reinsurance of risks that arise in higher tax jurisdictions, such as the United States, the United Kingdom and Australia, it is possible that the taxing authorities in those jurisdictions may assert that the activities of one or more of these companies creates a sufficient nexus in that jurisdiction to subject the company to income tax there. There are uncertainties in how the relevant rules apply to insurance businesses, and in our eligibility for favorable treatment under applicable tax treaties. Accordingly, it is possible that we could incur substantial unexpected tax liabilities.

Risks Relating to Ownership of our Shares

The market price for our ordinary shares and the depositary shares representing our preferred shares may experience volatility, thereby causing a potential loss of value to our investors.

The market price for our ordinary shares may fluctuate substantially and could cause investment losses due to, among other things, the following factors:

- announcements with respect to an acquisition or investment;
- changes in the value of our assets;
- our financial condition, performance and prospects, including our quarterly and annual operating results;
- sales, or the possibility or perception of future sales, by our existing shareholders;
- changes in general conditions in the economy and the insurance industry;

- economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally; and
- adverse press or news announcements.

The market price for our depositary shares representing our preferred shares may fluctuate substantially and could cause investments losses due to, among other things and in addition to the factors listed above, the following:

- whether dividends have been declared and are likely to be declared on the preferred shares from time to time;
- whether the ratings on the depositary shares representing our preferred shares provided by any ratings agency have changed;
- changes in our credit ratings or the ratings of our insurance subsidiaries' financial strength and claims paying ability published by major credit ratings agencies;
- the amount of total indebtedness we have outstanding;
- the level, direction and volatility of market interest rates generally;
- the market for similar securities; and
- economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

A few significant shareholders may influence or control the direction of our business. If the ownership of our ordinary shares continues to be highly concentrated, it may limit the ability of other shareholders to influence significant corporate decisions.

We have a number of shareholders with large interests, including several that may be affiliated with members of our Board of Directors. The interests of certain significant shareholders may not be fully aligned with those of other shareholders, and this may lead to a strategy that is not in other shareholders' best interest. As of December 31, 2018, CPPIB, funds managed by Hillhouse Capital its affiliates, Trident, Beck Mack & Oliver ("Beck Mack"), and two of Enstar's executive officer co-founders (collectively) beneficially owned approximately 12.5%, 9.7%, 9.1%, 3.9% and 3.8%, respectively, of our outstanding voting ordinary shares. CPPIB owns additional non-voting ordinary shares that, together with its voting shares, represented an economic interest of approximately 17.9% as of December 31, 2018. Hillhouse owns additional non-voting shares and warrants that, together with its voting shares, represented an economic interest of approximately 17.1% as of December 31, 2018.

Although they do not act as a group, the shareholders identified above may exercise significant influence over matters requiring shareholder approval, and their concentrated holdings may delay or deter possible changes in control of Enstar, which may reduce the market price of our ordinary shares.

Some aspects of our corporate structure may discourage third-party takeovers and other transactions, limit voting rights of certain shareholders to 9.5% or prevent the removal of our board of directors and management.

Some provisions of our bye-laws have the effect of making more difficult or discouraging unsolicited takeover bids from third parties or preventing the removal of our current board of directors and management. In particular, our bye-laws make it difficult for any U.S. shareholder or Direct Foreign Shareholder Group (a shareholder or group of commonly controlled shareholders of Enstar that are not U.S. persons) to own or control ordinary shares that constitute 9.5% or more of the voting power of all of our ordinary shares. The votes conferred by such shares will be reduced by whatever amount is necessary so that after any such reduction the votes conferred by such shares will constitute 9.5% of the total voting power of all ordinary shares entitled to vote generally. The primary purpose of this restriction was to reduce the likelihood that we or any of our non-U.S. subsidiaries will be deemed a "controlled foreign corporation" under prior U.S. federal tax law, which has subsequently changed (as described in "Risks Relating to Taxation"). However, this limit may also have the effect of deterring purchases of large blocks of our ordinary shares or proposals to acquire us, even if some or a majority of our shareholders might deem these purchases or acquisition proposals to be in their best interests. In addition, our bye-laws provide for a classified board, whose members may be removed by our shareholders only for cause by a majority vote, and contain restrictions on the ability of shareholders to nominate persons to serve as directors, submit resolutions to a shareholder vote and request special general meetings.

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These bye-law provisions make it more difficult to acquire control of us by means of a tender offer, open market purchase, proxy contest or otherwise. These provisions may encourage persons seeking to acquire control of us to negotiate with our directors, which we believe would generally best serve the interests of our shareholders. However, these provisions may have the effect of discouraging a prospective acquirer from making a tender offer or otherwise attempting to obtain control of us. In addition, these bye-law provisions may prevent the removal of our current board of directors and management. To the extent these provisions discourage takeover attempts, they may deprive shareholders of opportunities to realize takeover premiums for their shares or may depress the market price of the shares.

There are regulatory limitations on the ownership and transfer of our ordinary shares.

Insurance laws and regulations in the jurisdictions in which our insurance and reinsurance subsidiaries operate require prior notices or regulatory approval of changes in control of an insurer or its holding company. Different jurisdictions define changes in control differently, and generally any purchaser of 10% or more of the vote or value of our ordinary shares could become subject to regulation and be required to file certain notices and reports with the applicable insurance authorities. These laws may discourage potential acquisition proposals and may delay, deter or prevent a change in control of us, including transactions that some shareholders might consider to be desirable.

The market value of our ordinary shares may decline if large numbers of shares are sold.

Pursuant to our contractual obligations, on October 10, 2017, we filed a resale registration statement covering approximately 9.8 million ordinary shares (including voting ordinary shares issuable upon conversion of outstanding non-voting ordinary shares) primarily held by CPPIB, Hillhouse Capital and Trident. Upon effectiveness of the resale registration statement on December 13, 2018, a large number of ordinary shares became freely tradable without restrictions under the Securities Act. Our ordinary shares have in the past been, and may from time to time continue to be, thinly traded, and significant sales could adversely affect the market price for our ordinary shares and impair our ability to raise capital through offerings of our equity securities.

Because we are incorporated in Bermuda, it may be difficult for shareholders to serve process or enforce judgments against us or our directors and officers.

We are a Bermuda company. In addition, certain of our officers and directors reside in countries outside the United States. All or a substantial portion of our assets and the assets of these officers and directors are or may be located outside the United States. Investors may have difficulty effecting service of process within the United States on our directors and officers who reside outside the United States or recovering against us or these directors and officers on judgments of U.S. courts based on civil liabilities provisions of the U.S. federal securities laws even though we have appointed an agent in the United States to receive service of process. Further, no claim may be brought in Bermuda against us or our directors and officers for violation of U.S. federal securities laws, as such laws do not have force of law in Bermuda. A Bermuda court may, however, impose civil liability, including the possibility of monetary damages, on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Bermuda law. We believe that there is doubt as to whether the courts of Bermuda would enforce judgments of U.S. courts obtained in actions against us or our directors and officers, as well as our independent auditors, predicated upon the civil liability provisions of the U.S. federal securities laws or original actions brought in Bermuda against us or these persons predicated solely upon U.S. federal securities laws. Further, there is no treaty in effect between the United States and Bermuda providing for the enforcement of judgments of U.S. courts, and there are grounds upon which Bermuda courts may not enforce judgments of U.S. courts. Some remedies available under the laws of U.S. jurisdictions, including some remedies available under the U.S. federal securities laws, may not be allowed in Bermuda courts as contrary to that jurisdiction’s public policy. Because judgments of U.S. courts are not automatically enforceable in Bermuda, it may be difficult for you to recover against us based upon such judgments.

Shareholders who own our shares may have more difficulty in protecting their interests than shareholders of a U.S. corporation.

The Bermuda Companies Act (the "Companies Act"), which applies to us, differs in certain material respects from laws generally applicable to U.S. corporations and their shareholders. As a result of these differences, shareholders who own our shares may have more difficulty protecting their interests than shareholders who own shares of a U.S. corporation. For example, class actions and derivative actions are generally not available to shareholders under Bermuda law. Under Bermuda law, only shareholders holding collectively 5% or more of our outstanding ordinary shares or groups of shareholders numbering 100 or more are entitled to propose a resolution at our general meeting.

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We do not intend to pay cash dividends on our ordinary shares.

We do not intend to pay a cash dividend on our ordinary shares. Rather, we intend to use any retained earnings to fund the development and growth of our business. From time to time, our board of directors will review our alternatives with respect to our earnings and seek to maximize value for our ordinary shareholders. In the future, we may decide to commence a dividend program for the benefit of our ordinary shareholders. Any future determination to pay dividends on our ordinary shares will be at the discretion of our board of directors and will be limited by our position as a holding company that lacks direct operations, the results of operations of our subsidiaries, our financial condition, cash requirements and prospects and other factors that our board of directors deems relevant. In addition, there are significant regulatory and other constraints that could prevent us from paying dividends in any event. As a result, capital appreciation, if any, on our ordinary shares may be your sole source of gain for the foreseeable future.

Dividends on our preferred shares are non-cumulative.

Dividends on our preferred shares are non-cumulative and payable only out of available funds under Bermuda law. If our board of directors (or a duly authorized committee of the board) does not authorize and declare a dividend for any dividend period, holders of our preferred shares and, in turn, the depositary shares representing preferred shares, would not be entitled to receive any such dividend, and such unpaid dividend will not accrue and will not be payable. We will have no obligation to pay dividends for a dividend period on or after the dividend payment date for such period if our board of directors (or a duly authorized committee of the board) has not declared such dividend before the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to any outstanding preferred shares and/or our ordinary shares.

Our board of directors may decline to register a transfer of our ordinary shares under certain circumstances.

Our board of directors may decline to register a transfer of ordinary shares under certain circumstances, including if it has reason to believe that any non-de minimis adverse tax, regulatory or legal consequences to us, any of our subsidiaries or any of our shareholders may occur as a result of such transfer. Further, our bye-laws provide us with the option to repurchase, or to assign to a third party the right to purchase, the minimum number of shares necessary to eliminate any such non-de minimis adverse tax, regulatory or legal consequence. In addition, our board of directors may decline to approve or register a transfer of shares unless all applicable consents, authorizations, permissions or approvals of any governmental body or agency in Bermuda, the United States, the United Kingdom and other applicable jurisdictions required to be obtained prior to such transfer shall have been obtained. The proposed transferor of any shares will be deemed to own those shares for dividend, voting and reporting purposes until a transfer of such shares has been registered on our shareholder register.

It is our understanding that while the precise form of the restrictions on transfer contained in our bye-laws is untested, as a matter of general principle, restrictions on transfers are enforceable under Bermuda law and are not uncommon. These restrictions on transfer may also have the effect of delaying, deferring or preventing a change in control.

Certain regulatory and other constraints may limit our ability to pay dividends on our securities.

We are subject to Bermuda regulatory constraints that affect our ability to pay dividends and make other distributions on our ordinary and preferred shares. Under the Companies Act, we may declare or pay a dividend or distribution out of contributed surplus only if we have reasonable grounds to believe that we are, and would after the payment be, able to meet our liabilities as they become due or is the realizable value of our assets would thereby not be less than our liabilities.

Our ordinary and preferred shares are subordinate to our existing and future indebtedness.

Our preferred shares are equity interests and do not constitute indebtedness. As such, the preferred shares, in addition to our ordinary shares, will rank junior to all of our indebtedness and other non-equity claims with respect to assets available to satisfy our claims, including in our liquidation. The preferred shares are also contractually subordinated in right of payment to all obligations of our subsidiaries including all existing and future policyholder obligations of our subsidiaries. Additionally, neither our ordinary shares nor our preferred shares represent an interest in any of our subsidiaries, and accordingly, are structurally subordinated to all obligations of our subsidiaries.

There is no limitation on our issuance of securities that rank equally with or senior to the preferred shares.

We may issue, without limitation, (1) additional depositary shares representing additional preferred shares that would form part of one of the series of depositary shares representing our outstanding preferred shares, and (2) additional series of securities that rank equally with or senior to the outstanding preferred shares. The issuance of additional preferred shares on par with or senior to the outstanding preferred shares would dilute the interests of the holders of our preferred shares, and any issuance of preferred shares senior to our outstanding preferred shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our preferred shares, or to make payments to holders of our ordinary shares from remaining assets of the Company, in the event of a liquidation, dissolution or winding-up of Enstar.

Our ordinary shares rank junior to our outstanding preferred shares in the event of a liquidation, winding up or dissolution of the Company.

In the event of a liquidation, winding up or dissolution of the Company, our ordinary shares rank junior to our outstanding preferred shares. In such an event, there may not be sufficient assets remaining after payments to holders of our outstanding preferred shares to ensure payments to holders of ordinary shares.

Under certain limited circumstances, the terms of the preferred shares may change without the holders' consent or approval.

Under the terms of our outstanding preferred shares, at any time following specified tax or capital disqualification events, we may, without the consent of any holders of the preferred shares, vary the terms of the preferred shares such that they remain securities, or exchange the preferred shares for new securities, which (i) in the case of a tax event, would eliminate the substantial probability that we or any successor company would be required to pay any additional amounts with respect to such preferred shares as a result of a change in tax law or (ii) in the case of a capital disqualification event, for purposes of determining the solvency margin, capital adequacy ratios or any other comparable ratios, regulatory capital resource or level of Enstar Group or any member thereof, where subdivided into tiers, qualify as Tier 2 capital securities under then-applicable capital adequacy regulations imposed upon us by the BMA (or any successor agency or then-applicable regulatory authority) which would include, without limitation, the ECR. However, our exercise of this right is subject to certain conditions, including that the terms considered in the aggregate cannot be less favorable to the holders of the applicable preferred shares than the terms of such securities prior to being varied or exchanged.

The voting rights of holders of our preferred shares and, in turn, the depositary shares representing the preferred shares are limited, and there are provisions in our bye-laws that may further reduce such voting rights.

Holders of our outstanding preferred shares and, in turn, the depositary shares representing the preferred shares have no voting rights with respect to matters that generally require the approval of voting shareholders. In addition, if dividends on any of our outstanding preferred shares have not been declared or paid for the equivalent of six dividend payments, whether or not for consecutive dividend periods, holders of the outstanding preferred shares and, in turn, the depositary shares, will, subject to the terms and conditions contained in the certificates of designation governing the preferred shares, be entitled to vote for the election of two additional directors to our board of directors. The holders shall be divested of the foregoing voting rights if and when dividends for at least four dividend periods, whether or not consecutive, following a nonpayment event have been paid in full (or declared and a sum sufficient for such payment shall have been set aside). Furthermore, pursuant to our bye-laws, the voting rights exercisable by holders of the preferred shares may be limited so that certain persons or groups are not deemed to hold 9.5% or more of the voting power conferred by our issued shares. Under these provisions, some shareholders may have their voting rights limited to less than one vote per share. In addition, our board of directors may limit a shareholder's exercise of voting rights where it deems it necessary to do so to avoid adverse tax, legal or regulatory consequences. We also have the authority under our bye-laws to reasonably request information from any shareholder for the purpose of determining whether a shareholder’s voting rights are to be limited pursuant to the bye-laws. If a shareholder fails to respond to our request for information or submits incomplete or inaccurate information in response to a request by us, we may, in our reasonable discretion, eliminate the shareholder’s voting rights. In addition, holders of the depositary shares must act through the depositary to exercise any voting rights in respect of the preferred shares. Although each depositary share is entitled to 1/1,000th of a vote, the depositary can vote only whole preferred shares. While the depositary will vote the maximum number of whole preferred shares in accordance with the instructions it receives, any remaining votes of holders of the depositary shares will not be voted.

Our preferred shares ratings may be downgraded.

Our preferred shares are rated. However, if any ratings assigned to our preferred shares are subsequently lowered or withdrawn, or if it we issue other rated securities and they are rated lower than market expectations, it could adversely affect the market for or the market value of the outstanding depositary shares representing our preferred shares. A rating is not a recommendation to purchase, sell or hold any particular security, including our preferred shares and, in turn, the depositary shares. Ratings do not reflect market prices or suitability of a security for a particular investor and any rating of our preferred shares may not reflect all risks related to us and our business, or the structure or market value of the preferred shares or the depositary shares. Ratings only reflect the views of the rating agency or agencies issuing the ratings and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the depositary shares.

Market interest rates may adversely affect the value of the depositary shares representing our preferred shares.

One of the factors that will influence the price of the depositary shares representing our preferred shares will be the current dividend yield on the relevant series of preferred shares (as a percentage of the price of the depositary shares representing such preferred shares, as applicable) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of our depositary shares representing the preferred shares to seek a higher dividend yield, which could cause the market price of our depositary shares representing the preferred shares to decrease. Higher interest rates would also likely increase our borrowing costs and potentially decrease funds available to pay dividends on the preferred shares, which may also cause the market price of our depositary shares representing the preferred shares to decrease.

In addition, during the floating rate period of our outstanding series D preferred shares, the interest rate on such preferred shares is determined with reference to three-month LIBOR. To the extent that the three-month LIBOR rate is discontinued or is no longer quoted, the applicable base rate used to calculate the dividend rate on such preferred shares beginning on September 1, 2028 (when the floating rate period begins) will be determined using the alternative methods described in the certificate of designations relating to such preferred shares. Any of these alternative methods may result in dividend rates that are lower than or that do not otherwise correlate over time with the dividend rates that would have been applicable if the three-month LIBOR rate was available in its current form. Such alternative methods may include determinations and adjustments made by the calculation agent in consultation with us. Our interests and the interests of any calculation agent appointed by us and making the foregoing determinations or adjustments may be adverse to your interests as a holder of depositary shares representing preferred shares, and any of the foregoing determinations, adjustments or actions by such calculation agent could result in adverse consequences to the applicable dividend rate on such preferred shares, which could have adverse effects on the returns on, value of and market for such preferred shares and the depositary shares representing such preferred shares. If the calculation agent determines that LIBOR has been discontinued, in certain circumstances, such preferred shares would bear a fixed dividend rate and could decline in value because the premium, if any, over market dividend rates will decline.

We have no obligation to maintain any listing of the depositary shares representing our outstanding preferred shares.

Although the depositary shares representing our outstanding preferred shares are listed on NASDAQ, such listings may not provide significant liquidity, and transaction costs in any secondary market could be high. The difference between bid and ask prices in any secondary market could be substantial. As a result, holders of depositary shares representing our preferred shares (which do not have a maturity date) may be required to bear the financial risks of an investment in the depositary shares representing preferred shares for an indefinite period of time. We do not expect that there will be any separate public trading market for the preferred shares except as represented by the depositary shares. In addition, we undertake no obligation, and expressly disclaim any obligation, to maintain the listing of the depositary shares representing our preferred shares on NASDAQ or any other stock exchange. If we elect to discontinue the listing at any time or the depositary shares representing the preferred shares otherwise are not listed on an applicable stock exchange, the dividends paid after the delisting would not constitute qualified dividend income for U.S. federal income tax purposes. This is because dividends paid by a Bermuda corporation are qualified dividend income only if the stock with respect to which the dividends are paid is readily tradeable on an established securities market in the United States.

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A classification of the depositary shares representing our preferred shares by the National Association of Insurance Commissioners may impact U.S. insurance companies that purchase our preferred shares.

The National Association of Insurance Commissioners (the “NAIC”) may from time to time, in its discretion, classify securities in U.S. insurers’ portfolios as debt, preferred equity or common equity instruments. The NAIC’s written guidelines for classifying securities as debt, preferred equity or common equity include subjective factors that require the relevant NAIC examiner to exercise substantial judgment in making a classification. There is therefore a risk that the depositary shares representing our preferred shares may be classified by the NAIC as common equity instead of preferred equity. The NAIC classification determines the amount of risk-based capital (“RBC”) charges incurred by insurance companies in connection with an investment in a security. Securities classified as common equity by the NAIC carry RBC charges that can be significantly higher than the RBC requirement for debt or preferred equity. Therefore, any classification of the depositary shares representing our preferred shares as common equity may adversely affect U.S. insurance companies that hold depositary shares representing our preferred shares. In addition, a determination by the NAIC to classify the depositary shares representing our preferred shares as common equity may adversely impact the trading of the depositary shares representing our preferred shares in the secondary market.

Our preferred shares are subject to our rights of redemption.

Our preferred shares are redeemable pursuant to the terms set forth in the certificate of designations governing such series. Whenever we redeem preferred shares held by the depositary, the depositary will, as of the same redemption date, redeem the number of depositary shares representing preferred shares so redeemed. We have no obligation to redeem or repurchase the preferred shares under any circumstances. If the preferred shares are redeemed by us, you may not be able to reinvest the redemption proceeds in a comparable security at a similar return on your investment.

The regulatory capital treatment of the preferred shares may not be what we anticipate.

Our outstanding preferred shares are intended to constitute Tier 2 capital in accordance with the Insurance (Group Supervision) Rules 2011. In order for the preferred shares to continue to qualify as Tier 2 capital, the terms of the preferred shares should reflect the criteria contained in the Insurance (Group Supervision) Rules 2011 and any amendments thereto. No assurance can be made that the BMA will in the future deem that the preferred shares constitute Tier 2 capital under the Insurance (Group Supervision) Rules 2011.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

Not applicable.

ITEM 2. *PROPERTIES*

We lease office space in Hamilton, Bermuda, where our principal executive office is located. We also lease office space in a number of U.S. states, the United Kingdom, Australia, Ireland, Switzerland, Canada, Singapore and several Continental European countries.

We renew and enter into new leases in the ordinary course of our business. We believe that this office space is sufficient for us to conduct our current operations for the foreseeable future, although in connection with future acquisitions from time to time, we may expand to different locations or increase space to support any such growth.

In connection with the acquisition of DCo, LLC ("DCo") in December 2016, we acquired properties in the United States. The acquired properties have no present value and are not used to run our operations.

ITEM 3. *LEGAL PROCEEDINGS*

For a discussion of legal proceedings, see Note 23 - "Commitments and Contingencies" in the notes to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

ITEM 4. *MINE SAFETY DISCLOSURES*

Not applicable.

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PART II

ITEM 5. *MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Market Information and Number of Holders

Our ordinary voting shares are listed on the NASDAQ Global Select Market under the symbol "ESGR." There is no established trading market for our non-voting ordinary shares. On February 28, 2019, there were 1,557 shareholders of record of our voting ordinary shares and four shareholders of record of our non-voting ordinary shares. This is not the number of beneficial owners of our voting ordinary shares as some shares are held in “street name” by brokers and others on behalf of individual owners.

Dividend Information

We have not historically declared a dividend on our ordinary shares. Our strategy is to retain earnings and invest distributions from our subsidiaries back into the company. We do not currently expect to pay any dividends on our ordinary shares. Any payment of dividends must be approved by our Board of Directors. Our ability to pay dividends is subject to certain restrictions, as described in Note 22 - "Dividend Restrictions and Statutory Financial Information" in the notes to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

Issuer Purchases of Equity Securities

The following table provides information about ordinary shares acquired by the Company during the three months ended December 31, 2018, which are related to shares withheld from employees in order to facilitate the payment of withholding taxes on restricted shares. The Company does not have a share repurchase program.

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Program
October 1, 2018 - October 31, 2018	423	$189.49	—	$ —
November 1, 2018 - November 30, 2018	630	$178.80	—	$ —
December 1, 2018 - December 31, 2018	—	$—	—	$ —
	1,053		—	$ —

(1) Includes shares withheld from employees in order to facilitate the payment of withholding taxes on restricted shares granted pursuant to our equity incentive plan. The shares are calculated at their fair market value, as determined by reference to the closing price of our ordinary shares on the vesting date.

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Performance Graph

The following performance graph compares the cumulative total return on our ordinary shares with the cumulative total return on the NASDAQ Composite Index and the NASDAQ Insurance Index for the period that commenced December 31, 2013 and ended on December 31, 2018. The performance graph shows the value as of December 31 of each calendar year of $100 invested on December 31, 2013 in our ordinary shares, the NASDAQ Composite Index, and the NASDAQ Insurance Index assuming the reinvestment of dividends. Returns have been weighted to reflect relative market capitalization. This information is not necessarily indicative of future returns.

	Indexed Returns* for Years Ended December 31,					
	2013	**2014**	**2015**	**2016**	**2017**	**2018**
Enstar Group Limited	100.00	110.06	108.01	142.32	144.52	120.63
NASDAQ Composite Index	100.00	114.62	122.81	133.19	172.11	165.84
NASDAQ Insurance Index	100.00	106.26	110.19	139.95	152.28	136.05

*$100 invested on December 31, 2013 in stock or index, including reinvestment of dividends.

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ITEM 6. *SELECTED FINANCIAL DATA*

The following selected historical financial information for each of the past five fiscal years has been derived from our audited historical financial statements. This information is only a summary and should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes thereto included in Item 8 of this Annual Report on Form 10-K. The results of operations for historical accounting periods are not necessarily indicative of results to be expected for future accounting periods.

Since our inception, we have made numerous acquisitions of companies and portfolios of business that impact the comparability between periods of the information reflected below. In particular, our 2018 Maiden Re, Maiden Re North America, Coca-Cola, Kayla Re, Zurich Australia, Neon and Novae transactions, our 2017 QBE and RSA transactions, our 2016 acquisition of DCo, our 2015 acquisitions of Alpha, the life settlement companies of Wilton Re and Sussex Insurance Company ("Sussex"), and our 2014 acquisition of StarStone impact comparability to other periods, including with respect to net premiums earned. In addition, we classified our Pavonia and Laguna operations as held-for-sale, and Pavonia's results of operations were included in discontinued operations until the closing on December 29, 2017. Our acquisitions and significant new business are described in "Item 1. Business - Recent Acquisitions and Significant New Business" andNote 3 - "Acquisitions" and Note 4 - "Significant New Business" of our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

	Years Ended December 31,				
	2018	**2017**	**2016**	**2015**	**2014**
	(in thousands of U.S. dollars, except share and per share data)				
Statements of Earnings Data:					
Net premiums earned	$895,575	$613,121	$823,514	$753,744	$542,991
Fees and commission income	35,088	66,103	39,364	39,347	34,919
Net investment income	270,671	208,789	185,463	122,564	66,024
Net realized and unrealized gains (losses)	(412,884)	190,334	77,818	(41,523)	51,991
Net incurred losses and LAE	(454,025)	(193,551)	(174,099)	(104,333)	(9,146)
Acquisition costs	(192,790)	(96,906)	(186,569)	(163,716)	(117,542)
Total other expenses, net	(396,054)	(472,988)	(467,641)	(393,711)	(347,540)
Earnings (losses) from equity method investments	42,147	5,904	(5,400)	—	—
Net earnings (loss) from continuing operations	(212,272)	320,806	292,450	212,372	221,697
Net earnings (loss) from discontinuing operations	—	10,993	11,963	(2,031)	5,539
Net earnings (loss)	(212,272)	331,799	304,413	210,341	227,236
Net earnings (loss) attributable to noncontrolling interest	62,051	(20,341)	(39,606)	9,950	(13,487)
Net earnings (loss) attributable to Enstar Group Limited	(150,221)	311,458	264,807	220,291	213,749
Dividends on preferred shares	(12,133)	—	—	—	—
Net earnings (loss) attributable to Enstar Group Limited Ordinary Shareholders	$(162,354)	$311,458	$264,807	$220,291	$213,749
Per Ordinary Share Data:[(1)]					
Earnings per ordinary share attributable to Enstar Group Limited:					
Basic:					
Net earnings (loss) from continuing operations	$(7.84)	$15.50	$13.10	$11.55	$11.31
Net earnings (loss) from discontinuing operations	—	0.56	0.62	(0.11)	0.30
Net earnings (loss) per ordinary share	$(7.84)	$16.06	$13.72	$11.44	$11.61
Diluted:					
Net earnings (loss) from continuing operations	$(7.84)	$15.39	$13.00	$11.46	$11.15
Net earnings (loss) from discontinuing operations	—	0.56	0.62	(0.11)	0.29
Net earnings (loss) per ordinary share	$(7.84)	$15.95	$13.62	$11.35	$11.44

Weighted average ordinary shares outstanding:					
Basic	20,698,310	19,388,621	19,299,426	19,252,072	18,409,069
Diluted	20,904,176	19,527,591	19,447,241	19,407,756	18,678,130

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(1) Earnings per share is a measure based on net earnings divided by weighted average ordinary shares outstanding. Basic earnings per share is defined as net earnings available to ordinary shareholders divided by the weighted average number of ordinary shares outstanding for the period, giving no effect to dilutive securities. Diluted earnings per share is defined as net earnings available to ordinary shareholders divided by the weighted average number of shares and share equivalents outstanding calculated using the treasury stock method for all potentially dilutive securities. When the effect of dilutive securities would be anti-dilutive, these securities are excluded from the calculation of diluted earnings per share.

	December 31,				
	2018	**2017**	**2016**	**2015**	**2014**
	(in thousands of U.S. dollars, except share and per share data)				
Balance Sheet Data:					
Total investments	$11,242,061	$8,755,130	$7,332,425	$6,340,781	$4,844,352
Total cash and cash equivalents (inclusive of restricted)	982,584	1,212,836	1,318,645	1,295,169	1,429,622
Reinsurance balances recoverable on paid and unpaid losses	2,029,663	2,021,030	1,460,743	1,451,921	1,305,515
Total assets	16,556,270	13,606,422	12,865,744	11,772,534	9,936,885
Losses and loss adjustment expense liabilities	9,409,504	7,398,088	5,987,867	5,720,149	4,509,421
Policy benefits for life and annuity contracts	105,080	117,207	112,095	126,321	8,940
Debt obligations	861,539	646,689	673,603	599,750	320,041
Total Enstar Group Limited shareholders' equity	3,901,933	3,136,684	2,802,312	2,516,872	2,304,850
Book Value per Share:(1)					
Basic	$158.06	$161.63	$144.66	$130.65	$120.04
Diluted	$155.94	$159.19	$143.68	$129.65	$119.22
Shares Outstanding:					
Basic	21,459,997	19,406,722	19,372,178	19,263,742	19,201,017
Diluted	21,881,063	19,830,767	19,645,309	19,714,810	19,332,864

(1) Basic book value per share is calculated as total Enstar Group Limited shareholders' equity available to ordinary shareholders divided by the number of ordinary shares outstanding as at the end of the period, giving no effect to dilutive securities. Diluted book value per share is calculated as total Enstar Group Limited shareholders' equity available to ordinary shareholders plus the assumed proceeds from the exercise of outstanding warrants divided by the sum of the number of ordinary shares and ordinary share equivalents and warrants outstanding at the end of the period.

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ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report. Some of the information contained in this discussion and analysis or included elsewhere in this annual report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and the timing of events could differ materially from those anticipated by these forward-looking statements as a result of many factors, including those discussed under "Cautionary Statement Regarding Forward-Looking Statements", "Item 1A. Risk Factors" and elsewhere in this annual report.

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Business Overview

We are a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through our network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Our core focus is acquiring and managing insurance and reinsurance companies and portfolios of insurance and reinsurance business in run-off. Since the formation of our Bermuda-based holding company in 2001, we have completed over 90 acquisitions or portfolio transfers.

The substantial majority of our acquisitions have been in the non-life run-off business, which generally includes property and casualty, workers’ compensation, asbestos and environmental, construction defect, marine, aviation and transit, and other closed business.

While our core focus remains acquiring and managing non-life run-off business, we expanded our business to include active underwriting through our acquisitions of Atrium and StarStone in 2013 and 2014, respectively. We partnered with Trident in the Atrium and StarStone acquisitions, with Enstar owning a 59.0% interest, Trident owning a 39.3% interest, and Dowling owning a 1.7% interest. We also expanded our portfolio of run-off businesses in 2013 to include closed life and annuities, primarily through our acquisition of Pavonia. However, we disposed of Pavonia, which made up the majority of our life and annuities business, in 2017.

Our businesses strategies are discussed in "Item 1. Business - Company Overview", "- Business Strategy", "-Strategic Growth" and "- Recent Acquisitions and Significant New Business."

Key Performance Indicator

Our primary corporate objective is growing our fully diluted book value per share. This is driven primarily by growth in our net earnings, which is in turn driven in large part by successfully completing new acquisitions, effectively managing companies and portfolios of business that we have acquired, and executing on our active underwriting strategies. The drivers of our book value growth are discussed in "Item 1. Business - Business Strategy."

During 2018, our book value per share on a fully diluted basis decreased by 2.0% to $155.94 per share. The decrease was primarily attributable to net losses of $162.4 million, which were primarily driven by unrealized losses on investments and by adverse development in the reserves for our StarStone segment. See "Item 6. Selected Financial Data" herein for the computation of fully diluted book value per share. The growth of our fully diluted book value per share since becoming a public company is shown in the table below.

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The table below summarizes the calculation of our fully diluted book value per ordinary share as of December 31, 2018 and 2017:

	2018	2017	Change
	(in thousands of U.S. Dollars)		
Numerator:			
Total Enstar Group Limited Shareholder's Equity	$3,901,933	$3,136,684	$765,249
Less: Series D and E Preferred Shares	510,000	—	510,000
Total Enstar Group Limited Ordinary Shareholders' Equity (A)	3,391,933	3,136,684	255,249
Proceeds from assumed conversion of warrants [1]	20,229	20,229	—
Numerator for fully diluted book value per ordinary share calculations (B)	$3,412,162	$3,156,913	$255,249
Denominator:			
Ordinary shares outstanding (C)	21,459,997	19,406,722	2,053,275
Effect of dilutive securities:			
Share-based compensation plans	245,165	248,144	(2,979)
Warrants[1]	175,901	175,901	—
Fully diluted ordinary shares outstanding (D)	21,881,063	19,830,767	2,050,296
Book value per ordinary share			
Basic book value per ordinary share = (A) / (C)	$158.06	$161.63	$(3.57)
Fully diluted book value per ordinary share = (B) / (D)	$155.94	$159.19	$(3.25)

[1] There are warrants outstanding to acquire 175,901 Series C Non-Voting Ordinary Shares for an exercise price of $115.00 per share, subject to certain adjustments (the "Warrants"). The Warrants were issued in April 2011 and expire in April 2021. The Warrant holder may, at its election, satisfy the exercise price of the Warrants on a cashless basis by surrender of shares otherwise issuable upon exercise of the Warrants in accordance with a formula set forth in the Warrants.

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Current Outlook

Run-off

Our business strategy includes generating growth through acquisitions and reinsurance transactions, particularly in our Non-life Run-off segment, and during 2018 we completed six significant reinsurance transactions with Zurich Insurance Group ("Zurich"), Neon Underwriting Limited ("Neon"), Novae Syndicate 2007 ("Novae"), The Coca-Cola Company ("Coca-Cola"), Allianz SE ("Allianz") and Maiden Reinsurance Ltd. ("Maiden Re") in which we assumed aggregate gross and net reserves, including fair value adjustments, of $2,153.1 million and $1,780.3 million, respectively. In 2018, we also completed the acquisition of Maiden Reinsurance North America, Inc. (“Maiden Re North America”), in which we assumed gross reserves of $1,027.4 million.

As of December 31, 2018, our non-life run-off gross and net reserves were $7.5 billion and $6.1 billion, respectively, and we continue to evaluate opportunities for future growth.

On September 30, 2018, we completed the acquisition of Yosemite Insurance Company, which is now domiciled in Oklahoma. Although the acquired balances were not material, the transaction is notable for its strategic value. The State of Oklahoma has enacted Insurance Business Transfer legislation, which became effective November 1, 2018. The legislation will allow us to acquire U.S. loss reserves from insurers and reinsurers domiciled in any U.S. state via a court-approved statutory novation process.

We manage claims in a professional and disciplined manner, drawing on our global team of in-house claims management experts as we aim to proactively manage risks and claims efficiently. We employ an opportunistic commutation strategy in which we negotiate with policyholders and claimants with a goal of commuting or settling existing insurance and reinsurance liabilities at a discount to the ultimate liability and also to avoid unnecessary legal and other associated run-off fees and expense.

Underwriting

Our underwriting results can be affected by changes in premium rates, significant losses, development of prior year loss reserves and current year underwriting margins. Underwriting margins, premium rates, and terms of conditions continue to be under pressure in certain business lines. We continue to see overcapacity in many markets, which can impact premium rates and/or terms and conditions. If general economic conditions worsen, a decrease in the level of economic activity may impact insurable risks and our ability to write premium that is acceptable to us. We may adjust our level of reinsurance to maintain an amount of net exposure that is aligned with our risk tolerance.

Our industry continues to experience challenging underwriting market conditions, and our strategy is to continue to focus on a disciplined underwriting approach and strong risk management practices. As previously disclosed, we have affirmed our continued ownership of our active underwriting businesses, Atrium and StarStone.

At StarStone, we recently appointed new executive leadership. We expect to position the underwriting portfolio in 2019 to reflect market opportunities and achieve a mix of business for improved underwriting profitability. We have taken steps to exit unprofitable business lines and locations and we expect to write less gross premiums in 2019 compared to 2018. We, in partnership with StarStone's other shareholders, completed a transaction to provide capital support to StarStone in the form of a contribution to its contributed surplus account and a loss portfolio transfer and adverse development cover, effective October 1, 2018, provided through one of our subsidiaries. To fund the transaction, the shareholders contributed an aggregate amount of $135.0 million in proportion to their ownership interests. The quota share between StarStone and KaylaRe was not renewed effective January 1, 2019, however losses in the earlier calendar years will continue to fall due under the previous quota share agreement. We cannot be certain that we will not incur adverse development in the future, and we may also incur significant costs as we exit business lines, which may impact StarStone's return to profitability.

Investments

Markets are inherently uncertain and investment performance may be impacted by changes in market volatility. We expect to maintain our investment strategy, which is to seek superior risk adjusted returns while preserving liquidity and capital and maintaining a prudent diversification of assets. We will continue allocating a portion of our portfolio to non-investment grade securities or alternative investments, in accordance with our investment guidelines, which provide diversification against our fixed income investments and an opportunity for improved risk-adjusted returns.

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Our total investment results are a significant component of earnings and are comprised of:

- *Net investment income*. In a rising interest rate environment, our net investment income would improve as maturities are reinvested at higher rates. Conversely, in a declining interest rate environment, our net investment income would decline as maturities are reinvested at lower rates. All else being equal, we would also expect our net investment income to grow as total investable assets increases as we acquire more business, which would be partially offset by reductions in the investment portfolio for paid claims.
- *Net realized and unrealized gains or losses.* These arise from investments in fixed maturities, funds held, equity investments and other investments. Given the nature of our investments in fixed maturities and the average duration of our fixed maturity securities, the return of our fixed maturities investments will be impacted by changes in interest rates. In a rising rate environment, securities may experience unrealized losses prior to maturity. During 2018, we recognized net unrealized losses on our investments of $385.3 million, of which $211.4 million related to our investments in fixed maturities and funds withheld - directly managed, primarily due to rising sovereign yields and widening credit spreads and $164.0 million related to other investments. We generally account for our fixed maturity securities as "trading", whereas other companies in our industry may utilize "available-for-sale" accounting. The difference is that unrealized changes on investments classified as trading are recorded through earnings, whereas unrealized changes on investments classified as available-for-sale are recorded directly to shareholders' equity. We may experience further unrealized losses on our fixed maturity investments, depending on investment conditions and general economic conditions. Unrealized amounts would only become realized in the event of a sale of the specific securities prior to maturity or a credit default. For further information on the sensitivity of our portfolio to changes in interest rates, refer to the Interest Rate Risk section within Item 7A. "Quantitative and Qualitative Disclosures About Market Risk", included within this Annual Report on Form 10-K. For further discussion of our investments, see "Investable Assets" below.

U.S. Tax Reform

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”). In response to the introduction of the Tax Act, as of January 1, 2018 we non-renewed certain of our active underwriting affiliate reinsurance transactions ceded from our U.S. operating entities to our non-U.S. affiliates. We will continue to assess the impact of the Tax Act on our business as the regulations develop. Our subsidiaries' reinsurance strategies may be different than in the past, which may result in more risk being retained in our U.S. insurance companies, which would have the effect of requiring more capital in those companies and potentially increase our overall group effective tax rate over time.

Brexit

There has been volatility in the financial and foreign exchange markets following the Brexit referendum on June 23, 2016, and this is expected to continue. On March 29, 2017, Article 50 of the Lisbon Treaty was triggered, which allows two years for the United Kingdom and the 27 remaining European Union members to reach an agreement with regard to the terms on which the United Kingdom will leave the European Union, subject to an extension of the two year deadline beyond March 29, 2019 being agreed between the United Kingdom and the remaining European Union members. For companies based in the United Kingdom, including certain of our active underwriting and run-off companies, there continues to be heightened uncertainty regarding trading relationships with countries in the European Union after Brexit, pending the conclusion of the Brexit negotiations between the United Kingdom and the European Union. Both our StarStone and Atrium operations have well-diversified sources of premium, which may mitigate the potential impact of Brexit. The majority of business written in StarStone and Atrium is in U.S. dollars, so the impact of currency volatility on those segments has not been significant. In addition, StarStone already has established operations within the European Economic Area. On May 23, 2018, Lloyd's announced that it had received license approval from the Belgian insurance regulator for Lloyd's Insurance Company SA, which will be able to write non-life risks from the European Economic Area. In the near-term, access to markets is unaffected, and all contracts entered into up until Brexit are expected to remain valid into the post-Brexit period. With specific reference to our run-off business, we are expanding upon our existing run-off capabilities within the European Union for the purpose of receiving transfers of new run-off business. We have also investigated the post-Brexit additional requirements in each applicable state for the continued payment of policyholders' claims in respect of the existing run-off business of our United Kingdom Non-life Run-off companies.

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Underwriting Ratios

In presenting our results for the Atrium and StarStone segments, we discuss the loss ratio, acquisition cost ratio, operating expense ratio, and the combined ratio of our active underwriting operations within these segments. Management believes that these ratios provide the most meaningful measure for understanding our underwriting profitability. These measures are calculated using GAAP amounts presented on the statements of earnings for both Atrium and StarStone.

The loss ratio is calculated by dividing net incurred losses and LAE by net premiums earned. The acquisition cost ratio is calculated by dividing acquisition costs by net premiums earned. The operating expense ratio is calculated by dividing operating expenses by net premiums earned. The combined ratio is the sum of the loss ratio, the acquisition cost ratio and the operating expense ratio.

The Atrium segment also includes corporate expenses that are not directly attributable to the underwriting results in the segment. The corporate expenses include general and administrative expenses related to amortization of the definite-lived intangible assets in the holding company, and expenses relating to Atrium Underwriters Limited ("AUL") employee salaries, benefits, bonuses and current year share grant costs. The AUL general and administrative expenses are incurred in managing the syndicate. These are principally funded by the profit commission fees earned from Syndicate 609, which is a revenue item not included in the insurance ratios.

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Consolidated Results of Operations - For the Years Ended December 31, 2018, 2017 and 2016

The following table sets forth our consolidated statements of earnings for the years ended December 31, 2018, 2017 and 2016. For a discussion of the critical accounting policies that affect the results of operations, see "Critical Accounting Policies" below.

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
INCOME					
Net premiums earned	$895,575	$613,121	$282,454	$823,514	$(210,393)
Fees and commission income	35,088	66,103	(31,015)	39,364	26,739
Net investment income	270,671	208,789	61,882	185,463	23,326
Net realized and unrealized gains (losses)	(412,884)	190,334	(603,218)	77,818	112,516
Other income	35,085	22,605	12,480	10,236	12,369
	823,535	1,100,952	(277,417)	1,136,395	(35,443)
EXPENSES					
Net incurred losses and LAE	454,025	193,551	260,474	174,099	19,452
Life and annuity policy benefits	1,003	4,015	(3,012)	(2,038)	6,053
Acquisition costs	192,790	96,906	95,884	186,569	(89,663)
General and administrative expenses	407,375	435,985	(28,610)	423,734	12,251
Interest expense	26,217	28,102	(1,885)	20,642	7,460
Net foreign exchange losses	2,668	17,537	(14,869)	665	16,872
Loss on sale of subsidiary	—	16,349	(16,349)	—	16,349
	1,084,078	792,445	291,633	803,671	(11,226)
EARNINGS (LOSS) BEFORE INCOME TAXES	(260,543)	308,507	(569,050)	332,724	(24,217)
Income tax benefit (expense)	6,124	6,395	(271)	(34,874)	41,269
Earnings from equity method investments	42,147	5,904	36,243	(5,400)	11,304
NET EARNINGS (LOSS) FROM CONTINUING OPERATIONS	(212,272)	320,806	(533,078)	292,450	28,356
Net earnings from discontinued operations, net of income taxes	—	10,993	(10,993)	11,963	(970)
NET EARNINGS (LOSS)	(212,272)	331,799	(544,071)	304,413	27,386
Net loss (earnings) attributable to noncontrolling interest	62,051	(20,341)	82,392	(39,606)	19,265
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED	(150,221)	311,458	(461,679)	264,807	46,651
Dividends on preferred shares	(12,133)	—	(12,133)	—	—
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$(162,354)	$311,458	$(473,812)	$264,807	$46,651

Highlights

Consolidated Results of Operations for 2018

- Consolidated net losses of $162.4 million and basic and diluted losses per share of $7.84
- Non-GAAP operating income[1] of $61.6 million and diluted non-GAAP operating income per ordinary share[1] of $2.95
- Net earnings from Non-life Run-off segment of $25.2 million
- Net premiums earned of $895.6 million, including $146.3 million and $715.0 million in our Atrium and StarStone segments, respectively

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- Combined ratios of 94.5% and 135.1% for the active underwriting operations within our Atrium and StarStone segments, respectively
- Net investment income of $270.7 million and net realized and unrealized losses of $412.9 million

[1] Non-GAAP Financial Measure. For a reconciliation of non-GAAP operating income to net earnings (loss) calculated in accordance with GAAP and diluted non-GAAP operating income per ordinary share to diluted net earnings (loss) per ordinary share calculated in accordance with GAAP, see "Non-GAAP Financial Measures" below.

Consolidated Financial Condition as at December 31, 2018

- Total investments, cash and funds held of $12,545.9 million
- Total reinsurance balances recoverable on paid and unpaid losses of $2,029.7 million
- Total a

$1,111.8 million $1,761.8 million

$510.0 million

Consolidated Overview

2018 versus 2017: We reported consolidated net losses attributable to Enstar Group Limited ordinary shareholders of $162.4 million in 2018, a decrease of $473.8 million from net earnings of $311.5 million in 2017. The comparability of our results across different periods was impacted by the acquisitions and loss portfolio transfer reinsurance transactions we completed during 2018 with Maiden Re, Maiden Re North America, KaylaRe, Neon, Novae, Zurich , Coca-Cola and Allianz, and during 2017 with RSA and QBE. The most significant drivers of the change in our financial performance during 2018 as compared to 2017 included:

- *Non-life Run-off Segment* - Net reduction in the liability for net incurred losses and LAE within our Non-life Run-off segment continued to be one of the predominant drivers of our results in 2018, contributing $306.1 million of income to our consolidated results. Although this was an increase of $115.4 million from 2017, net earnings provided by the Non-life Run-off segment decreased by $318.6 million in 2018 compared to 2017 primarily due to net realized and unrealized losses, lower fee and commission income and higher operating expenses partially offset by lower corporate expenses and higher net investment income;
- *Higher Net Investment Income* - Total net investment income increased by $61.9 million in 2018, compared to 2017. The increase was primarily attributable to an increase in average invested assets and an increase in the book yield we obtained on our assets. The increase in average invested assets was primarily due to the KaylaRe, Neon, Novae and Zurich Australia transactions, which were completed in 2018. The increase in the book yield was primarily due to an increase in the yield curve;
- *Atrium* - Net earnings attributable to the Atrium segment were $9.0 million in 2018, compared to $5.4 million in 2017. The combined ratio in 2018 was 94.5%, compared to 99.9% in 2017, and the decrease was primarily driven by a lower loss ratio. The underwriting performance in 2017 was impacted by the large catastrophe losses, primarily hurricanes Harvey, Irma and Maria, compared to a relatively lower catastrophe year in 2018;
- *StarStone* - Net losses attributable to the StarStone segment were $158.6 million in 2018, compared to net earnings of $2.8 million in 2017. The decrease in earnings was primarily due to large current year loss activity, prior year adverse development and net realized and unrealized losses, partially offset by higher net investment income. The combined ratio was 135.1% in 2018 compared to 108.5% in 2017. The underwriting performance was impacted by large current year loss activity, prior year adverse development and the impact of intra-group cessions;
- *Other Activities* - Net losses attributable to our other activities were $38.0 million in 2018, compared to $40.6 million in 2017. This decrease was primarily driven by the loss on a sale of a subsidiary in 2017 which did not reoccur in 2018, partially offset by the dividends on the shares that were issued in 2018 and the income from discontinued operations in 2017 which did not reoccur in 2018;

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- *Net Realized and Unrealized Gains (Losses)* - In 2018, net realized and unrealized losses were $412.9 million, compared to gains of $190.3 million in 2017. The net realized and unrealized losses in 2018 were primarily attributable to an decrease in the valuation of our fixed maturity investments due to rising interest rates and losses on our other investments due to poor performance in the equity markets. Many insurance companies predominantly use available-for-sale accounting where unrealized amounts are recorded directly to shareholders' equity and therefore do not impact earnings. Unrealized amounts would only become realizable in the event of a sale of the specific securities prior to maturity or a credit default;
- *Noncontrolling Interest* - Net (earnings) losses attributable to noncontrolling interest is the share of results from those subsidiary companies in which there are either noncontrolling interests or redeemable noncontrolling interests. In 2018, the net loss attributable to noncontrolling interest was $62.1 million, compared to net earnings attributable to noncontrolling interest of $20.3 million in 2017. The reduction was primarily due to lower earnings in StarStone, as discussed above;
- *Income Taxes* - We recorded an income tax benefit of $6.1 million in 2018, compared to an income tax benefit of $6.4 million in 2017, a change of $0.3 million. Our effective tax rate was 2.8% in 2018 compared with (2.0)% in 2017, primarily relating to the geographic distribution of our pre-tax net earnings (losses) between our taxable and non-taxable jurisdictions in 2018, compared to changes relating to U.S. Tax Reform, which resulted in a tax benefit of $5.7 million in 2017; and
- Our non-GAAP operating income[1], which excludes the impact of unrealized losses on fixed maturity securities and other items, was $61.6 million for the year ended December 31, 2018, a decrease of $221.7 million from non-GAAP operating income of $283.3 million for the year ended December 31, 2017.

[1] Non-GAAP Financial Measure. For a reconciliation of non-GAAP operating income to net earnings (loss) calculated in accordance with GAAP, see "Non-GAAP Financial Measures" below.

2017 versus 2016: We reported consolidated net earnings attributable to Enstar Group Limited ordinary shareholders of $311.5 million in 2017, compared to $264.8 million in 2016, an increase of $46.7 million. Our results were impacted by the loss portfolio transfer reinsurance transactions we completed during 2017 with RSA and QBE, and during 2016 with Allianz, Coca-Cola and Neon. The most significant drivers of the change in our financial performance during 2017 as compared to 2016 included:

- *Non-life Run-off Segment* - Net reduction in the liability for net incurred losses and LAE within our Non-life Run-off segment was one of the predominant drivers of our consolidated earnings in 2017, contributing $190.7 million to consolidated net earnings. Although this was a decrease of $95.2 million from 2016, net earnings provided by the Non-life Run-off segment increased by $82.2 million in 2017 compared to 2016, primarily due to improved investment results, increased fee income and higher other income, partially offset by higher expenses and other items;
- *Higher Net Investment Income* - Total net investment income increased by $23.3 million in 2017, compared to 2016. The increase was primarily attributable to an increase in average invested assets and an increase in the book yield we obtained on our assets. The increase in average invested assets was primarily due to the transactions that were completed in 2017. The increase in the book yield was primarily due to our asset allocation strategies and an increase in the duration of our fixed maturity portfolio;
- *Atrium* - Net earnings attributable to the Atrium segment were $5.4 million in 2017, compared to $6.4 million in 2016, a decrease of $1.0 million. The combined ratio in 2017 was 99.9%, compared to 94.3% in 2016 and the increase was primarily driven by a higher loss ratio. The underwriting performance was impacted by the large losses in the third quarter of 2017, primarily hurricanes Harvey, Irma and Maria, partially offset by favorable prior year loss reserve development. Excluding the impact of hurricanes Harvey, Irma and Maria, the combined ratio was 86.7% for 2017;
- *StarStone* - Net earnings attributable to the StarStone segment were $2.8 million in 2017, compared to $25.2 million in 2016, a decrease of $22.4 million. The decrease in earnings was primarily due to catastrophe loss events, partially offset by improved investment returns. The combined ratio was 108.5% in 2017 compared to 98.2% in 2016. The underwriting performance was impacted by the large losses in the

third quarter of 2017, primarily hurricanes Harvey, Irma and Maria. Excluding the impact of hurricanes Harvey, Irma and Maria, the combined ratio was 96.7% for 2017;

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- *Other activities* - Net losses attributable to our other activities were $40.6 million in 2017, compared to $28.5 million in 2016.The higher net losses in 2017 were primarily driven by higher corporate expenses and a loss on the sale of Laguna, our Irish life insurance company;
- *Net Realized and Unrealized Gains (Losses)* - In 2017, net realized and unrealized gains were $190.3 million, compared to $77.8 million in 2016. The net realized and unrealized gains in 2017 were primarily attributable to an increase in the valuation of our funds held - directly managed and unrealized gains on our other investments;
- *Noncontrolling Interest* - Net (earnings) losses attributable to noncontrolling interest is the share of results from those subsidiary companies in which there are either noncontrolling interests or redeemable noncontrolling interests. In 2017, the net earnings attributable to noncontrolling interest were $20.3 million, compared to $39.6 million in 2016. The reduction was primarily due to lower earnings in both Atrium and StarStone as a result of the large losses in the third quarter of 2017, as discussed above;
- *Income Taxes* - We recorded an income tax benefit of $6.4 million in 2017, compared to income tax expense of $34.9 million in 2016, a change of $41.3 million. The effective tax rate was (2.0)% in 2017, compared to 10.7% in 2016, with the change primarily due to the significant decreases in the valuation allowance on our deferred tax assets in the U.S. in 2017 compared to 2016, including changes relating to the U.S. Tax Reform which results in a tax benefit of $5.7 million, as well as the geographic distribution of our pre-tax net earnings between our taxable and non-taxable jurisdictions.
- Our non-GAAP operating income[1], which excludes the impact of unrealized losses on fixed maturity securities and other items, was $283.3 million for the year ended December 31, 2017, an increase of $15.6 million from non-GAAP operating income of $267.8 million for the year ended December 31, 2016.

[1] Non-GAAP Financial Measure. For a reconciliation of non-GAAP operating income to net earnings (loss) calculated in accordance with GAAP, see "Non-GAAP Financial Measures" below.

Results of Operations by Segment - For the Years Ended December 31, 2018, 2017 and 2016

We have three reportable segments of business that are each managed, operated and reported on separately: (i) Non-life Run-off; (ii) Atrium; and (iii) StarStone. In addition, our other activities include our corporate expenses, debt servicing costs, holding company income and expenses, foreign exchange, our remaining life business and other miscellaneous items. For a description of our segments, see "Item 1. Business - Operating Segments." The following is a discussion of our results of operations by segment.

The below table provides a split by operating segment of the net earnings attributable to Enstar Group Limited ordinary shareholders for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Segment split of net earnings (loss) attributable to Enstar Group Limited:					
Non-life Run-off	$25,222	$343,800	$(318,578)	$261,644	$82,156
Atrium	8,997	5,423	3,574	6,416	(993)
StarStone	(158,580)	2,826	(161,406)	25,217	(22,391)
Other	(37,993)	(40,591)	2,598	(28,470)	(12,121)
Net earnings (loss) attributable to Enstar Group Limited ordinary shareholders	$(162,354)	$311,458	$(473,812)	$264,807	$46,651

The following is a discussion of our results of operations by segment.

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Non-life Run-off Segment

The following is a discussion and analysis of the results of operations for our Non-life Run-off segment for the years ended December 31, 2018, 2017 and 2016, which are summarized below:

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Gross premiums written	$(8,910)	$14,102	$(23,012)	$17,316	$(3,214)
Net premiums written	$(9,217)	$6,482	$(15,699)	$9,202	$(2,720)
Net premiums earned	$9,427	$14,162	$(4,735)	$16,755	$(2,593)
Net incurred losses and LAE	306,067	190,674	115,393	285,881	(95,207)
Acquisition costs	(4,006)	(328)	(3,678)	(4,198)	3,870
Operating expenses	(158,731)	(132,235)	(26,496)	(151,316)	19,081
Underwriting income	152,757	72,273	80,484	147,122	(74,849)
Net investment income	226,287	166,678	59,609	145,237	21,441
Net realized and unrealized gains (losses)	(381,712)	179,545	(561,257)	77,685	101,860
Fees and commission income	16,466	43,849	(27,383)	17,447	26,402
Other income	35,978	21,157	14,821	7,897	13,260
Corporate expenses	(39,093)	(101,592)	62,499	(61,583)	(40,009)
Interest expense	(30,616)	(28,970)	(1,646)	(22,268)	(6,702)
Net foreign exchange gains (losses)	2,534	(7,347)	9,881	1,684	(9,031)
EARNINGS (LOSS) BEFORE INCOME TAXES	(17,399)	345,593	(362,992)	313,221	32,372
Income tax benefit (expense)	3,581	6,990	(3,409)	(28,577)	35,567
Earnings (losses) from equity method investments	42,147	5,904	36,243	(5,400)	11,304
NET EARNINGS FROM CONTINUING OPERATIONS	28,329	358,487	(330,158)	279,244	79,243
Net earnings attributable to noncontrolling interest	(3,107)	(14,687)	11,580	(17,600)	2,913
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$25,222	$343,800	$(318,578)	$261,644	$82,156

Overall Results

2018 versus 2017: Net earnings were $25.2 million in 2018, compared to $343.8 million in 2017, a decrease of $318.6 million. This decrease was primarily attributable to a decrease of $561.3 million in earnings from net realized and unrealized gains (losses), an increase of $26.5 million in operating expenses and a decrease of $27.4 million in fees and commission income, partially offset by a higher reduction in net incurred losses and LAE of $115.4 million, a decrease in corporate expenses of $62.5 million, an increase in net investment income of $59.6 million and an increase in earnings from equity method investments of $36.2 million.

2017 versus 2016: Net earnings were $343.8 million in 2017, compared to $261.6 million in 2016, an increase of $82.2 million. The increase of $82.2 million was primarily attributable to an increase of $101.9 million in net realized and unrealized gains, an increase of $26.4 million in fees and commission income, an increase of $13.3 million in other income, an increase in net investment income of $21.4 million, and a decrease in operating expenses of $19.1 million. These items were partially offset by a lower reduction in net incurred losses and LAE of $95.2 million, and an increase in corporate expenses of $40.0 million. Income taxes were a benefit of $7.0 million in 2017, compared to a tax expense of $28.6 million in 2016. Investment results are separately discussed below in "Investments."

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Net Premiums Earned:

The following table shows the gross and net premiums written and earned for the Non-life Run-off segment for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Gross premiums written	$(8,910)	$14,102	$(23,012)	$17,316	$(3,214)
Ceded reinsurance premiums written	(307)	(7,620)	7,313	(8,114)	494
Net premiums written	(9,217)	6,482	(15,699)	9,202	(2,720)
Gross premiums earned	25,230	23,950	1,280	25,989	(2,039)
Ceded reinsurance premiums earned	(15,803)	(9,788)	(6,015)	(9,234)	(554)
Net premiums earned	$9,427	$14,162	$(4,735)	$16,755	$(2,593)

Because business in this segment is in run-off, our general expectation is for premiums associated with legacy business to decline in future periods. However, the actual amount in any particular year will be impacted by new acquisitions during the year, and the run-off of premiums from acquisitions completed in recent years.

2018 versus 2017: Net premiums written in 2018 of $(9.2) million primarily related to reductions in net written premium on legacy business for which corresponding unearned premium was also released. Net premiums earned of $9.4 million and $14.2 million in 2018 and 2017, respectively, primarily related to the legacy run-off business assumed.

2017 versus 2016: Premiums written and earned in 2017 and 2016 primarily related to the legacy run-off business assumed.

Net Incurred Losses and LAE:

The following table shows the components of net incurred losses and LAE for the Non-life Run-off segment for the years ended December 31, 2018, 2017 and 2016:

	2018			2017			2016		
	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total
	(in thousands of U.S. dollars)								
Net losses paid	$838,812	$5	$838,817	$578,888	$2,835	$581,723	$529,937	$3,869	$533,806
Net change in case and LAE reserves [(1)]	(552,124)	4,704	(547,420)	(381,450)	397	(381,053)	(608,168)	(617)	(608,785)
Net change in IBNR reserves [(2)]	(573,127)	7,742	(565,385)	(393,100)	2,373	(390,727)	(349,726)	2,342	(347,384)
Increase (reduction) in estimates of net ultimate losses	(286,439)	12,451	(273,988)	(195,662)	5,605	(190,057)	(427,957)	5,594	(422,363)
Reduction in provisions for bad debt	—	—	—	(1,536)		(1,536)	(13,822)	—	(13,822)
Increase (reduction) in provisions for unallocated LAE	(65,401)	—	(65,401)	(54,071)	261	(53,810)	(44,190)	235	(43,955)
Amortization of deferred charge assets	13,781	—	13,781	14,359	—	14,359	168,827	—	168,827
Amortization of fair value adjustments	12,877	—	12,877	10,114	—	10,114	25,432	—	25,432
Changes in fair value - fair value option	6,664	—	6,664	30,256	—	30,256	—	—	—
Net incurred losses and LAE	$(318,518)	$12,451	$(306,067)	$(196,540)	$5,866	$(190,674)	$(291,710)	$5,829	$(285,881)

(1) Net change in case and LAE reserves comprises the movement during the year in specific case reserve liabilities as a result of claims settlements or changes advised to us by our policyholders and attorneys, less changes in case reserves recoverable advised by us to our reinsurers as a result of the settlement or movement of assumed claims.

(2) Net change in IBNR represents the gross change in our actuarial estimates of IBNR, less amounts recoverable.

2018: The reduction in net incurred losses and LAE for the year ended December 31, 2018 of $306.1 million included net incurred losses and LAE of $12.5 million related to current period net earned premium. Excluding current period net incurred losses and LAE of $12.5 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $318.5 million, which was attributable to a reduction in estimates of net ultimate losses of $286.4 million, a reduction in provisions for unallocated LAE of $65.4 million relating to 2018 run-off activity, partially offset by the amortization of deferred charge assets of $13.8 million, amortization of fair value adjustments of $12.9 million and an increase in the fair value of liabilities of $6.7 million related to our assumed retroactive reinsurance agreements for which we have elected the fair value option.

The reduction in estimates of prior period net ultimate losses of $286.4 million for the year ended December 31, 2018 included a net reduction in case and IBNR reserves of $1,125.3 million, partially offset by net losses paid of $838.8 million.

The significant drivers of the 2018 results are explained below.

Workers' Compensation

A $154.6 million reduction in estimates of net ultimate losses in our workers' compensation line of business arose across multiple portfolios, where reported loss development was generally significantly less than expected. For certain of our portfolios, the lower than expected actual development was driven by significant pro-active settlement activity on individual claimants where we were able to close open claims earlier than was indicated by the original payout pattern, and, in other portfolios, based on the review of recent loss development activity we revised our actuarial development "tail factor" assumption, which led to a reduction in net ultimate losses. For example, in one portfolio we observed favorable incurred loss development, primarily relating to accident years 1995 through 2005 where we paid $22.7 million in loss payments to release a corresponding $37.0 million of associated case reserves for $14.3 million in favorable incurred loss development.

When actual development is less than expected for a sustained period of time across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. Updates to actuarial analysis, factoring in the less-than-expected reported incurred loss development for the year, is the primary driver of the $154.6 million reduction to workers' compensation net ultimate loss estimates.

For recently acquired portfolios of workers' compensation business, we have utilized our subsidiary, Paladin Managed Care Services ("Paladin"), to assist us in reviewing claims. Paladin generally produces savings related to medical expense liabilities over and above savings achieved by prior vendors of such services, and the savings lead to actual development that is less than expected, thereby driving reductions to the estimates of net ultimate losses. In one particular program, our claims personnel pursued a pro-active strategy of settling with numerous workers' compensation claimants whose injuries arose in recent accident years. For this portfolio, the claims team reduced the open inventory of claims by 78% during 2018. This reduction in exposure, when incorporated into an updated actuarial analysis, led to a reduction in our estimate of ultimate net losses of $30.2 million, primarily relating to accident years 2010 through 2014.

We also continue to actively seek to commute policies when possible, and where the commutation of the policy is settled at a level below the carried value of the loss reserves, we record a reduction in our estimates of net ultimate losses. During the year ended December 31, 2018, we completed 11 commutations across several portfolios that contributed to the reduction in estimates of net ultimate losses.

Asbestos

A $64.9 million reduction in estimates of net ultimate losses in our asbestos line of business arose primarily due to one asbestos portfolio where lower than expected volume of claims reported and a lower than expected severity on claims settled in the period, when projected to net ultimate losses through actuarial methodologies, resulted in a significant reduction in estimates of net ultimate losses. The volume of claims reported was 3% less than expected and the average cost per claim was 5% less than expected. Across our other asbestos portfolios we had a combination of commutations, detailed actuarial studies and lower than expected incurred loss development, which all resulted in reductions in estimates of net ultimate losses.

Other

All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, favorable actual versus expected loss development, pro-active claim management and commutations.

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The reduction of $65.4 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.
The amortization of deferred charge assets of $13.8 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments.
The amortization of fair value adjustments of $12.9 million was related to the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.
The increase in the fair value of liabilities for which we have elected the fair value option of $6.7 million was primarily due to changes in the discount rate and the application of the discount rate to the updated expected cash flow patterns.
2017: The reduction in net incurred losses and LAE for the year ended December 31, 2017 of $190.7 million included net incurred losses and LAE of $5.9 million related to current period net earned premium from previously acquired businesses that renewed certain policies while being run-off. Excluding current period net incurred losses and LAE of $5.9 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $196.5 million, which was attributable to a reduction in estimates of net ultimate losses of $195.7 million, and a reduction in provisions for unallocated LAE of $54.1 million, relating to 2017 run-off activity, partially offset by an increase in the fair value of liabilities of $30.3 million related to our assumed retroactive reinsurance agreements for which we have elected the fair value option, the amortization of the deferred charge assets of $14.4 million and the amortization of fair value adjustments over the estimated payout period relating to companies acquired amounting to $10.1 million.
The reduction in estimates of prior period net ultimate losses of $195.7 million for the year ended December 31, 2017 included a net reduction in case and IBNR reserves of $774.6 million, partially offset by net losses paid of $578.9 million.
The significant drivers of the 2017 results are explained below.
Workers' Compensation
A $155.0 million reduction in estimates of net ultimate losses in our workers' compensation line of business arose primarily in five separate portfolios. Across these five portfolios, the reported incurred loss development was generally significantly lower than expected. When actual development is less than expected for a sustained period of time, across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. In addition, we continue to pro-actively manage and settle claims where possible, commute policies if appropriate and, through Paladin, we are able to achieve significant savings on medical costs through active claims management strategies over the life of the reported claims. All of these items reduce the estimates of net ultimate losses.
Construction Defect
A $33.0 million reduction in estimates of net ultimate losses in our construction defect line of business arose primarily due to lower than expected actual incurred development in one portfolio. The active claims management approach that our claims team adopted for the assumed exposures within this portfolio led to a significant reduction loss in the inventory of the assumed open claims of 73% during 2017. This reduction in exposure, when incorporated into our updated actuarial analysis, resulted in a reduction in estimates of net ultimate losses for this line of business.
Asbestos
A $27.0 million increase in estimates of net ultimate losses in our asbestos line of business resulted from a ground-up study performed by a consulting actuarial firm on one of our portfolios. This study resulted in the recording of additional reserves of $60.5 million due to a small number of accounts that experienced an

increase in the notification of claims which are expected to attach to the excess policies that we reinsure. This increase was partially offset by favorable development of $33.5 million in our other portfolios of asbestos exposures arising primarily from lower than expected claim notifications.

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Other

All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, favorable actual versus expected loss development, pro-active claim management and commutations.

The reduction in provisions for bad debt of $1.5 million was a result of the favorable recoveries from reinsurers, the reduction in bad debt provisions for insolvent reinsurers as a result of distributions received and the reduction of specific provisions held for certain reinsurers.

The reduction of $54.1 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.

The amortization of deferred charge assets of $14.4 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments.

The amortization of fair value adjustment of $10.1 million was related to the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.

The increase in the fair value of liabilities for which we have elected the fair value option of $30.3 million was primarily due to changes in the discount rate and the application of the discount rate to the updated expected cash flow patterns.

2016: The reduction in net incurred losses and LAE for the year ended December 31, 2016 of $285.9 million included net incurred losses and LAE of $5.8 million related to current period net earned premium, primarily for the run-off business acquired with Sussex. Excluding current period net incurred losses and LAE of $5.8 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $291.7 million, which was attributable to a reduction in estimates of net ultimate losses of $428.0 million, a reduction in provisions for unallocated LAE of $44.2 million, relating to 2016 run-off activity, and a reduction in the provision for bad debt of $13.8 million, partially offset by the amortization of the deferred charge assets of $168.8 million and the amortization of fair value adjustments over the estimated payout period relating to companies acquired amounting to $25.4 million.

The reduction in estimates of prior period net ultimate losses of $428.0 million for the year ended December 31, 2016 included a net reduction in case and IBNR reserves of $957.9 million, partially offset by net losses paid of $529.9 million.

The significant drivers of the 2016 results are explained below.

Workers' Compensation

A $323.1 million reduction in estimates of net ultimate losses in our workers' compensation line of business arose primarily in three separate portfolios. Across these three portfolios, the reported incurred loss development was generally significantly lower than expected. When actual development is lower than expected for a sustained period of time across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. In one specific portfolio, having observed a general trend of lower than expected actual development over a sustained period of time, we revised the medical inflation assumption used to estimate case and LAE reserves for long term disability claimants. This change to an actuarial assumption, driven by observed actual development, resulted in a significant reduction in our estimates of net ultimate losses of $234.5 million, primarily across accident years 1991 through 2001. This was partially offset by a significant reduction in the related deferred charge asset as described below.

Asbestos

A $25.3 million reduction in estimates of net ultimate losses in our asbestos line of business arose primarily due to six commutations, which resulted in a $13.1 million reduction in net ultimate losses. The remainder of the reduction arose due to lower than expected actual loss development.

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Other

All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, generally favorable actual versus expected loss development, pro-active claim management and commutations.

The reduction in provisions for bad debt of $13.8 million was a result of the favorable recoveries from reinsurers, and the reduction in bad debt provisions for insolvent reinsurers as a result of distributions received, partially offset by additional provisions for certain reinsurers.

The reduction of $44.2 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.

The amortization of deferred charge assets of $168.8 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments. In the year ended December 31, 2016, the amortization of the deferred charge asset included an impairment of $38.6 million, which was offset in earnings by favorable loss reserve development.

The amortization of fair value adjustment of $25.4 million was related to the the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.

Acquisition Costs:

2018 versus 2017: Acquisition costs for the Non-life Run-off segment were $4.0 million in 2018, compared to $0.3 million in 2017, an increase of $3.7 million primarily related to net premiums earned on legacy run-off business assumed.

2017 versus 2016: Acquisition costs for the Non-life Run-off segment were $0.3 million in 2017, compared to $4.2 million for 2016, a decrease of $3.9 million. Acquisition costs in 2017 and 2016 primarily related to net premiums earned on legacy run-off business assumed.

Fees and Commission Income:

2018 versus 2017: Our management companies in the Non-life Run-off segment earned fees and commission income of $16.5 million and $43.8 million in 2018 and 2017, respectively, a decrease of $27.4 million. This decrease primarily resulted from a decrease in the profit commission and fee income earned from KaylaRe as a result of the acquisition and subsequent consolidation and elimination of transactions with KaylaRe, as described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. While our consulting subsidiaries continue to provide management and consultancy services, claims inspection services and reinsurance collection services to third-party clients in limited circumstances, the core focus of these subsidiaries is providing in-house services to companies within the Enstar group. These internal fees are eliminated upon consolidation of our results of operations.

2017 versus 2016: Our management companies in the Non-life Run-off segment earned fees and commission income of $43.8 million and $17.4 million in 2017 and 2016, respectively, an increase of $26.4 million. This increase primarily resulted from a $13.6 million increase in profit commission and fee income earned from KaylaRe, as described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. We also earned an additional $2.6 million of fee income in 2017 from a new third-party run-off management engagement. The remaining increase is derived from additional fees earned from existing third-party clients.

Other Income:

2018 versus 2017: Other income was $36.0 million in 2018, compared to $21.2 million in 2017, an increase of $14.8 million. The increase of $14.8 million is primarily due to a reduction in net liabilities relating to direct asbestos and environmental exposures carried by our subsidiary DCo LLC.

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2017 versus 2016: Other income was $21.2 million in 2017, compared to $7.9 million in 2016. The increase of $13.3 million is primarily attributable to an increase in recoveries of other assets.

General and Administrative Expenses:

General and administrative expenses consist of operating expenses and corporate expenses.

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Operating expenses	$158,731	$132,235	$26,496	$151,316	$(19,081)
Corporate expenses	39,093	101,592	(62,499)	61,583	40,009
General and administrative expenses	$197,824	$233,827	$(36,003)	$212,899	$20,928

2018 versus 2017: General and administrative expenses for the Non-life Run-off segment decreased by $36.0 million, from $233.8 million in 2017 to $197.8 million in 2018. The decrease in expenses in 2018 related primarily to a decrease in performance-based salary and benefits including stock compensation expense due to lower net earnings of the Non-life Run-off segment in 2018 compared to 2017.

2017 versus 2016: General and administrative expenses for the Non-life Run-off segment increased by $20.9 million from $212.9 million in 2016 to $233.8 million in 2017. The increase in expenses in 2017 primarily related to an increase in performance-based salary and benefits due to higher net earnings of the Non-life Run-off segment in 2017 compared to 2016, an increase in bank charges relating to the early repayment of certain credit facilities, and an increase in professional fees relating to significant new business transactions and projects.

Interest Expense:

2018 versus 2017: Interest expense was $30.6 million in 2018, which is broadly consistent with the interest expense of $29.0 million in 2017.

2017 versus 2016: Interest expense was $29.0 million in 2017, compared to $22.3 million in 2016, an increase of $6.7 million. The increase in interest expense was primarily due to the issuance of Senior Notes in the first quarter of 2017.

Net Foreign Exchange Gains (Losses):

2018 versus 2017: Net foreign exchange gains for the Non-life Run-off segment were $2.5 million in 2018 compared to net foreign exchange losses of $7.3 million in 2017. The change of $9.9 million in net foreign exchange gains (losses) arose primarily as a result of changes in exchange rates in 2017 and the resulting impact on our foreign currency denominated investments and subsidiaries, which was partially offset by the change in currency translation adjustment in the consolidated statement of comprehensive income.

2017 versus 2016: Net foreign exchange losses for the Non-life Run-off segment were $7.3 million in 2017, compared to net foreign exchange gains of $1.7 million in 2016. The change of $9.0 million in net foreign exchange gains (losses) in 2017 arose primarily as a result of changes in exchange rates and the resulting impact on our foreign currency denominated investments and subsidiaries, which was partially offset by the change in currency translation adjustment in the consolidated statement of comprehensive income.

Income Tax (Expense) Benefit:

2018 versus 2017: We recorded an income tax benefit of $3.6 million for our Non-life Run-off segment in 2018, compared to an income tax benefit of $7.0 million in 2017, a change of $3.4 million. The effective tax rate was (14.5)% in 2018 compared with (2.0)% in 2017. Our tax rate was impacted by having proportionately lower net income in our tax paying subsidiaries in 2018 than in 2017. In addition, our tax rate was impacted by U.S. Tax Reform, resulting in a tax benefit of $0.6 million in 2018 and a tax benefit of $5.7 million in 2017. Income tax expense is primarily generated through our foreign operations outside of Bermuda, principally in the United States, the United Kingdom, Continental Europe and Australia. The effective tax rate, which is calculated as income tax expense or benefit divided by income before tax, is driven primarily by the geographic distribution of pre-tax net income between jurisdictions with comparatively higher tax rates and those with comparatively lower income tax rates and as a result may fluctuate significantly from period to period.

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2017 versus 2016: We recorded an income tax benefit of $7.0 million in 2017, compared to an income tax expense of $28.6 million in 2016, a change of $35.6 million. The effective tax rate was (2.0)% for 2017, compared to 9.3% in 2016. The deferred tax valuation allowance was decreased in relation to (i) the decrease of the deferred tax asset due to the reduction in the U.S. income tax rate from 35% to 21%, (ii) the current year utilization of deferred tax assets, partially offset by an increase relating to deferred tax assets, which we have deemed are not likely to be realized. In addition, our tax rate was impacted by U.S. Tax Reform resulting in a tax benefit of $5.7 million, as well as having proportionately lower net income in our tax paying subsidiaries in 2017 than in 2016.

Earnings from Equity Method Investments:

2018 versus 2017: We recorded earnings from equity method investments of $42.1 million for our Non-life Run-off segment in 2018, compared to earnings of $5.9 million in 2017, a change of $36.2 million. The income in 2018 was primarily due to (i) our investment in KaylaRe, which was an equity method investment until May 2018 when we purchased the remainder of the equity interests that we did not already own and (ii) earnings from our investment in Monument.

2017 versus 2016: We recorded earnings from equity method investments of $5.9 million for our Non-life Run-off segment in 2017, compared to losses of $5.4 million in 2016, a change of $11.3 million. The earnings in 2017 were primarily due to our investment in KaylaRe.

Noncontrolling Interest:

2018 versus 2017: Net earnings attributable to noncontrolling interest in our Non-life Run-off segment were $3.1 million in 2018, compared to $14.7 million in 2017, a decrease of $11.6 million. The decrease of $11.6 million in 2018 was due primarily to the decrease in earnings for those companies where there is a noncontrolling interest. The number of subsidiaries in this segment with a noncontrolling interest remained unchanged at two as at December 31, 2018 and December 31, 2017.

2017 versus 2016: Net earnings attributable to noncontrolling interest in our Non-life Run-off segment was $14.7 million in 2017, compared to $17.6 million in 2016, a decrease of $2.9 million. The decrease of $2.9 million in 2017 was primarily due to the decrease in earnings for those companies where there is a noncontrolling interest. The number of subsidiaries in this segment with a noncontrolling interest remained unchanged at two as at December 31, 2017 and 2016.

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Atrium Segment

The Atrium segment includes Atrium 5 Ltd. ("Atrium 5"), Atrium Underwriters Limited ("AUL") and Northshore Holdings Limited. Atrium 5 results represent its proportionate share of the results of Syndicate 609 for which it provides 25% of the underwriting capacity and capital. AUL results largely represent fees charged to Syndicate 609 and a 20% profit commission on the results of the syndicate less salaries and general and administrative expenses incurred in managing the syndicate. AUL also includes other Atrium Group non-syndicate fee income and associated expenses. Northshore Holdings Limited results include the amortization of intangible assets that were fair valued upon acquisition.

The following is a discussion and analysis of the results of operations for our Atrium segment for the years ended December 31, 2018, 2017 and 2016, which are summarized below.

	2018	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Gross premiums written	$171,494	$153,472	$18,022	$143,170	$10,302
Net premiums written	$153,488	$134,214	$19,274	$140,437	$(6,223)
Net premiums earned	$146,315	$134,747	$11,568	$124,416	$10,331
Net incurred losses and LAE	(69,810)	(69,419)	(391)	(58,387)	(11,032)
Acquisition costs	(50,646)	(47,688)	(2,958)	(44,670)	(3,018)
Operating expenses	(17,777)	(17,444)	(333)	(14,233)	(3,211)
Underwriting income	8,082	196	7,886	7,126	(6,930)
Net investment income	5,686	4,218	1,468	2,940	1,278
Net realized and unrealized gains (losses)	(3,251)	1,117	(4,368)	(601)	1,718
Fees and commission income	18,622	22,788	(4,166)	18,189	4,599
Other income	162	230	(68)	206	24
Corporate expenses	(6,921)	(12,142)	5,221	(10,899)	(1,243)
Interest expense	—	(559)	559	(198)	(361)
Net foreign exchange losses	(3,394)	(5,060)	1,666	(3,310)	(1,750)
EARNINGS BEFORE INCOME TAXES	18,986	10,788	8,198	13,453	(2,665)
Income tax expense	(3,732)	(1,593)	(2,139)	(2,573)	980
NET EARNINGS FROM CONTINUING OPERATIONS	15,254	9,195	6,059	10,880	(1,685)
Net earnings attributable to noncontrolling interest	(6,257)	(3,772)	(2,485)	(4,464)	692
NET EARNINGS ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$8,997	$5,423	$3,574	$6,416	$(993)
Underwriting ratios:					
Loss ratio [(1)]	47.7 %	51.5 %	(3.8)%	46.9 %	4.6 %
Acquisition cost ratio [(1)]	34.6 %	35.4 %	(0.8)%	35.9 %	(0.5)%
Operating expense ratio [(1)]	12.2 %	13.0 %	(0.8)%	11.5 %	1.5 %
Combined ratio [(1)]	94.5 %	99.9 %	(5.4)%	94.3 %	5.6 %

(1)Refer to "Underwriting Ratios" for a description of how these ratios are calculated.

Overall Results

An analysis of the components of the segment's net earnings is shown below, after the attribution of net earnings to noncontrolling interest.

The lower combined ratio in 2018 is primarily due to a decrease in the net loss ratio. The decrease in the net loss ratio is primarily attributable to the large losses in 2017, namely those attributable to hurricanes Harvey, Irma and Maria.

Investment results are separately discussed below in "Investments."

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Gross Premiums Written:

The following table provides gross premiums written by line of business for the Atrium segment for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Marine, Aviation and Transit	$40,227	$35,105	$5,122	$38,920	$(3,815)
Binding Authorities	76,389	65,990	10,399	60,238	5,752
Reinsurance	17,763	19,730	(1,967)	14,223	5,507
Accident and Health	18,836	17,364	1,472	14,371	2,993
Non-Marine Direct and Facultative	18,279	15,283	2,996	15,418	(135)
Total	$171,494	$153,472	$18,022	$143,170	$10,302

See below for a discussion of the drivers of the increase in net premiums earned for 2018 as compared with 2017, which also explain the increase in gross premiums written for the same periods.

Net Premiums Earned:

The following table provides net premiums earned by line of business for the Atrium segment for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Marine, Aviation and Transit	$31,738	$29,234	$2,504	$33,657	$(4,423)
Binding Authorities	67,423	60,293	7,130	54,048	6,245
Reinsurance	14,029	16,173	(2,144)	11,443	4,730
Accident and Health	17,689	15,777	1,912	12,196	3,581
Non-Marine Direct and Facultative	15,436	13,270	2,166	13,072	198
Total	$146,315	$134,747	$11,568	$124,416	$10,331

2018 versus 2017: Net premiums earned for the Atrium segment were $146.3 million in 2018, compared to $134.7 million in 2017, an increase of $11.6 million. The increase was seen across all lines of business in 2018, except reinsurance. The net premiums earned related to the binding authorities line of business increased due to the continued growth of the international professional liability business due to new underwriters hired in recent years, as well as the continued success of AU Gold, Atrium's proprietary online underwriting platform. Marine, aviation and transit net premiums earned increased due to opportunities arising following the exit of certain Lloyd's syndicates. Non-marine direct and facultative net premiums earned increased due to new opportunities following losses from the large catastrophe losses in 2017 and targeted premium growth. Offsetting these increases was a reduction in net premiums earned for the reinsurance line of business due to lower renewals in 2018 due to risk selection and maintaining pricing standards.

2017 versus 2016: Net premiums earned for the Atrium segment were $134.7 million in 2017, compared to $124.4 million in 2016, an increase of $10.3 million. The increase was seen across all lines of business in 2017, except marine, aviation and transit. The premium increase for the binding authorities line reflects the continued growth of international professional liability business due to new underwriters hired in recent years, as well as the continued success of AU Gold, Atrium's proprietary online underwriting platform. New business has been written by property reinsurance underwriters who joined Atrium during 2016. Offsetting these increases was a reduction in premium for the marine, aviation and transit class, where continued pressure on premium rates and terms and conditions led to the non-renewal of certain business in order to maintain underwriting discipline.

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Net Incurred Losses and LAE:

The following table shows the components of net incurred losses and LAE for the Atrium segment for the years ended December 31, 2018, 2017 and 2016:

	2018			2017			2016		
	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total
	(in thousands of U.S. dollars)								
Net losses paid	$28,969	$35,537	$64,506	$31,107	$24,571	$55,678	$24,416	$23,582	$47,998
Net change in case and LAE reserves [(1)]	(10,161)	16,492	6,331	(13,324)	21,662	8,338	(13,115)	12,967	(148)
Net change in IBNR reserves [(2)]	(27,507)	31,598	4,091	(35,650)	43,329	7,679	(20,543)	34,243	13,700
Increase (reduction) in estimates of net ultimate losses	(8,699)	83,627	74,928	(17,867)	89,562	71,695	(9,242)	70,792	61,550
Increase in provisions for bad debt	—	—	—	89	70	159	—	—	—
Increase (reduction) in provisions for unallocated LAE	—	—	—	(442)	727	285	(421)	566	145
Amortization of fair value adjustments	(5,118)	—	(5,118)	(2,720)	—	(2,720)	(3,308)	—	(3,308)
Net incurred losses and LAE	$(13,817)	$83,627	$69,810	$(20,940)	$90,359	$69,419	$(12,971)	$71,358	$58,387

(1) Net change in case and LAE reserves comprises the movement during the period in specific case reserve liabilities as a result of claims settlements or changes advised to us by our policyholders and attorneys, less changes in case reserves recoverable advised by us to our reinsurers as a result of the settlement or movement of assumed claims.

(2) Net change in IBNR reserves represents the gross change in our actuarial estimates of IBNR reserves, less amounts recoverable.

2018 versus 2017: Net incurred losses and LAE were $69.8 million in 2018, compared to $69.4 million in 2017, an increase of $0.4 million. Net favorable prior period loss development in 2018 and 2017 was $13.8 million and $20.9 million, respectively, and was experienced across most lines of business. Excluding prior year loss development, net incurred losses and LAE in 2018 and 2017 were $83.6 million and $90.4 million, respectively. There was a lower level of catastrophe losses in 2018 when compared with 2017. The losses in 2018 included $6.7 million in respect of the California wildfires and Hurricane Matthew, compared to $18.5 million incurred in 2017 in respect of the large catastrophe events that occurred in the third quarter of 2017, primarily hurricanes Harvey, Irma and Maria. Excluding these large catastrophe events, the current year losses were $76.9 million in 2018, compared to $71.9 million in 2017. The catastrophe events in 2018 predominantly impacted the binding authorities line of business.

2017 versus 2016: Net incurred losses and LAE were $69.4 million in 2017, compared to $58.4 million in 2016, an increase of $11.0 million. Net favorable prior period loss development in 2017 and 2016 was $20.9 million and $13.0 million, respectively, and was experienced across most lines of business. Excluding prior year loss development, net incurred losses and LAE in 2017 and 2016 were $90.4 million and $71.4 million, respectively. The losses in 2017 included $18.5 million in respect of the large catastrophe events that occurred in the third quarter of 2017, primarily hurricanes Harvey, Irma and Maria. Excluding these large catastrophe events, the current year losses were $71.9 million in 2017, broadly consistent with 2016. The large catastrophe events impacted the binding authorities, non-marine direct and facultative and reinsurance lines of business.

Acquisition Costs:

2018 versus 2017: Acquisition costs were $50.6 million in 2018, compared to $47.7 million in 2017, an increase of $3.0 million. The Atrium acquisition cost ratios for 2018 and 2017 were 34.6% and 35.4%, respectively, a decrease of 0.8%. The decrease in the ratio was primarily due to changes in the business mix.

2017 versus 2016: Acquisition costs were $47.7 million in 2017, compared to $44.7 million in 2016, an increase of $3.0 million. The acquisition cost ratios in 2017 and 2016 were 35.4% and 35.9%, respectively, a decrease of 0.5%. The decrease in the ratio was primarily due to changes in the business mix.

Operating Expenses:

2018 versus 2017: Operating expenses for the Atrium segment were $17.8 million in 2018, which was broadly consistent with $17.4 million in 2017.

2017 versus 2016: Operating expenses for the Atrium segment were $17.4 million in 2017, compared to $14.2 million in 2016, an increase of $3.2 million. The increase of $3.2 million in 2017 primarily relates to profit commission payable to AUL and bonus costs which are based on the Lloyd's year of account results. These results are being driven by the favorable prior year loss development, which was greater in 2017 compared to 2016.

Fees and Commission Income:

2018 versus 2017: Fees and commission income was $18.6 million in 2018, compared to $22.8 million in 2017, a decrease of $4.2 million. The fees represent management and profit commission fees earned by us in relation to AUL's management of Syndicate 609 and other underwriting consortiums. Thedecrease of $4.2 million in 2018 was primarily due to profit commission on lower syndicate profits arising on the prior year underwriting profits in 2018 as compared with 2017.

2017 versus 2016: Fees and commission income was $22.8 million in 2017, compared to $18.2 million in 2016, an increase of $4.6 million. The increase of $4.6 million in 2017 was primarily due to profit commission on higher syndicate profits arising on the prior year underwriting profits in 2017 as compared with 2016.

Corporate Expenses:

2018 versus 2017: Corporate expenses for the Atrium segment were $6.9 million in 2018, compared to $12.1 million in 2017, a decrease of $5.2 million. This decrease was primarily related to lower variable expenses relating to the Atrium employee share incentive plan.

2017 versus 2016: Corporate expenses for the Atrium segment were $12.1 million in 2017, compared to $10.9 million in 2016, an increase of $1.2 million.

Net Foreign Exchange Losses

2018 versus 2017: Net foreign exchange losses for the Atrium segment were $3.4 million in 2018 compared to $5.1 million in 2017. The net foreign exchange losses in 2018 resulted primarily from recognizing realized losses on the foreign currency available for sale investment portfolio, which were mostly reclassified from accumulated other comprehensive income.

2017 versus 2016: Net foreign exchange losses for the Atrium segment were $5.1 million in 2017 compared to $3.3 million in 2016. Net foreign exchange losses in 2017 resulted primarily from recognizing realized losses on the foreign currency available for sale investment portfolio, which were mostly reclassified from accumulated other comprehensive income.

Income Tax Expense:

2018 versus 2017: We recorded income tax expense of $3.7 million in 2018, compared to $1.6 million in 2017, an increase of $2.1 million, primarily due to higher earnings in the Atrium segment. Income tax expense is associated with the operations of Atrium 5 and AUL in the United Kingdom. The effective tax rates for the Atrium segment in 2018 and 2017 were 19.7% and 14.8%, respectively.

2017 versus 2016: We recorded income tax expense of $1.6 million in 2017, compared to $2.6 million in 2016, a decrease of $1.0 million, primarily due to lower earnings in the Atrium segment. The effective tax rates for the Atrium segment in 2017 and 2016 were 14.8% and 19.1%, respectively.

Noncontrolling Interest:

2018 versus 2017: Net earnings attributable to noncontrolling interest in our Atrium segment were $6.3 million in 2018, compared to $3.8 million in 2017, a change of $2.5 million, which was primarily due to higher earnings in the Atrium segment. As of December 31, 2018, Trident and Dowling had a combined 41.0% noncontrolling interest in the Atrium segment.

2017 versus 2016: Net earnings attributable to noncontrolling interest in our Atrium segment were $3.8 million in 2017, compared to $4.5 million in 2016, a change of $0.7 million, which was primarily due to lower earnings in the Atrium segment. As of December 31, 2017, Trident and Dowling had a combined 41.0% noncontrolling interest in the Atrium segment.

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StarStone Segment

The results of our StarStone segment include the results of StarStone and StarStone Specialty Holdings Limited ("StarStone Group"). Our StarStone segment also includes the results of KaylaRe's reinsurance of StarStone Group from the date that Enstar completed the acquisition of KaylaRe and other intra-group cessions.

The following is a discussion and analysis of the results of operations for the StarStone segment for the years ended December 31, 2018, 2017 and 2016, which are summarized below.

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars)				
Gross premiums written	$1,121,135	$895,160	$225,975	$854,699	$40,461
Net premiums written	$805,562	$464,901	$340,661	$648,036	$(183,135)
Net premiums earned	$714,959	$459,403	$255,556	$676,608	$(217,205)
Net incurred losses and LAE	(673,383)	(314,806)	(358,577)	(401,593)	86,787
Acquisition costs	(135,452)	(48,012)	(87,440)	(138,822)	90,810
Operating expenses	(156,726)	(135,558)	(21,168)	(124,239)	(11,319)
Underwriting income (loss)	(250,602)	(38,973)	(211,629)	11,954	(50,927)
Net investment income	35,973	27,706	8,267	22,221	5,485
Net realized and unrealized gains (losses)	(17,672)	16,613	(34,285)	5,728	10,885
Fees and commission income	—	632	(632)	5,102	(4,470)
Other income (losses)	(541)	570	(1,111)	740	(170)
Interest expense	(624)	(1,902)	1,278	(47)	(1,855)
Net foreign exchange gains (losses)	(2,856)	(926)	(1,930)	754	(1,680)
EARNINGS (LOSS) BEFORE INCOME TAXES	(236,322)	3,720	(240,042)	46,452	(42,732)
Income tax benefit (expense)	6,327	988	5,339	(3,693)	4,681
NET EARNINGS (LOSS) FROM CONTINUING OPERATIONS	(229,995)	4,708	(234,703)	42,759	(38,051)
Net loss (earnings) attributable to noncontrolling interest	71,415	(1,882)	73,297	(17,542)	15,660
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$(158,580)	$2,826	$(161,406)	$25,217	$(22,391)
Underwriting ratios:					
Loss ratio (1)	94.2%	68.5%	25.7%	59.4%	9.1%
Acquisition cost ratio (1)	18.9%	10.5%	8.4%	20.5%	(10.0)%
Operating expense ratio (1)	22.0%	29.5%	(7.5)%	18.3%	11.2%
Combined ratio (1)	135.1%	108.5%	26.6%	98.2%	10.3%

(1) Refer to "Underwriting Ratios" for a description of how these ratios are calculated.

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Effective May 14, 2018, Enstar completed the acquisition of KaylaRe. In addition, effective October 1, 2018 the StarStone Group transferred certain reserves relating to discontinued lines of business and entered via an intra-group reinsurance agreement with another Enstar group subsidiary. The transactions between StarStone Group and other group entities, including KaylaRe (the "StarStone Intra-Group Cessions") are eliminated upon consolidation. As a result, our StarStone segment results have changed significantly and the following table summarizes the impact of these StarStone Intra-Group Cessions which are included in the StarStone segment for the year ended December 31, 2018:

	2018		
	StarStone Group	StarStone Intra-Group Cessions	StarStone Segment
	(in thousands of U.S. dollars)		
Net premiums written	$670,912	$134,650	$805,562
Net premiums earned	$560,670	$154,289	$714,959
Net incurred losses and LAE	(472,564)	(200,819)	(673,383)
Acquisition costs	(75,952)	(59,500)	(135,452)
Operating expenses	(153,733)	(2,993)	(156,726)
Underwriting loss	(141,579)	(109,023)	(250,602)
Net investment income	35,973	—	35,973
Net realized and unrealized losses	(17,672)	—	(17,672)
Other expenses	(541)	—	(541)
Interest income (expenses)	(2,500)	1,876	(624)
Net foreign exchange gain	(1,208)	(1,648)	(2,856)
LOSS BEFORE INCOME TAXES	(127,527)	(108,795)	(236,322)
Income tax benefit	6,327	—	6,327
NET LOSS	(121,200)	(108,795)	(229,995)
Net loss attributable to noncontrolling interest	49,877	21,538	71,415
NET LOSS ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$(71,323)	$(87,257)	$(158,580)
Underwriting ratios:			
Loss ratio [1]	84.3 %	130.2 %	94.2 %
Acquisition cost ratio [1]	13.5 %	38.6 %	18.9 %
Operating expense ratio [1]	27.5 %	1.9 %	22.0 %
Combined ratio [1]	125.3 %	170.7 %	135.1 %

(1) Refer to "Underwriting Ratios" for a description of how these ratios are calculated.

Overall Results

The StarStone segment recorded net losses of $158.6 million in 2018, compared to net earnings of $2.8 million in 2017, a decrease of $161.4 million. The combined ratio increased to 135.1% in 2018, compared to 108.5% in 2017. The unfavorable results were primarily attributable to current year large loss activity in the international property, construction, marine cargo and marine hull and war lines of business, and prior year adverse development on our U.S. healthcare, excess casualty, marine, aviation and construction lines of business in 2018. The increase in net premiums written and earned was primarily due to growth in gross premiums written and the impact of consolidating KaylaRe after its acquisition, which eliminated the impact of the cession to KaylaRe on a total segment basis resulting in higher retained premium and higher net premiums earned. The increase of 8.4 points in the acquisition cost ratio is driven by the elimination of the ceding commission earned on the cession to KaylaRe as described below. The decrease of 7.5 percentage points in the operating expense ratio is a result of net premiums earned increasing by more than the increase in expenses.

During late 2018, we appointed new executive leadership at StarStone and undertook a strategic review, which has resulted in StarStone exiting certain business lines and greater focus on lines of business delivering underwriting profitability. As such, we expect gross premiums written in 2019 to be less than 2018 and we may incur additional expenses as we continue this strategic review.

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Investment results are separately discussed below in "Investments."

Gross Premiums Written:

The following table provides gross premiums written by line of business for the StarStone segment for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Casualty	$332,042	$289,274	$42,768	$267,352	$21,922
Marine	272,714	213,754	58,960	202,672	11,082
Property	304,939	217,680	87,259	203,336	14,344
Aerospace	73,534	65,804	7,730	68,104	(2,300)
Workers' Compensation	137,906	108,648	29,258	113,235	(4,587)
Total	$1,121,135	$895,160	$225,975	$854,699	$40,461

2018 versus 2017: Gross premiums written increased by $226.0 million during 2018 as a result of new business written in the U.S. and Europe for casualty, marine and property lines. Our largest line of business, casualty, experienced growth in U.S. excess casualty and new business opportunities through our European and Bermuda platforms. Marine includes diversified lines, with most of the growth in gross premiums written occurring due to the impact of new business underwritten by teams hired in 2017 and 2018. Our property line experienced the most growth due to new opportunities within our US platforms.

2017 versus 2016: Gross premiums written increased by $40.5 million during 2017 as a result of new business written in the U.S. and Europe for casualty, marine and property lines. Our largest line of business, casualty, experienced growth in U.S. excess casualty, partially offset by a reduction in U.S. healthcare resulting from a change in underwriting strategy. Marine includes diversified lines, with most of the growth in gross premiums written occurring in the marine cargo line. Our property line experienced growth due to international property business. The aerospace and workers' compensation lines of business decreased, the latter due to the timing of contract renewals, and some opportunistic business written in 2016 that was not renewed in 2017.

Net Premiums Earned:

The following table provides net premiums earned by line of business for the StarStone segment for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Casualty	$253,065	$172,209	$80,856	$226,330	$(54,121)
Marine	188,556	117,864	70,692	162,333	(44,469)
Property	156,695	96,757	59,938	132,927	(36,170)
Aerospace	57,776	30,148	27,628	66,937	(36,789)
Workers' Compensation	58,867	42,425	16,442	88,081	(45,656)
Total	$714,959	$459,403	$255,556	$676,608	$(217,205)

2018 versus 2017: Net premiums earned for the StarStone segment were $715.0 million in 2018, compared to $459.4 million in 2017, an increase of $255.6 million. This increase was primarily attributable to the impact of consolidating KaylaRe after its acquisition, which eliminated the impact of the cession to KaylaRe on a total segment basis and increased net premiums earned and gross premiums written. Net premiums earned for the StarStone Group were $560.7 million in 2018, an increase of $101.2 million from 2017. This increase was driven by the casualty, marine, and property lines of business due to increased premiums written, as discussed above.

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2017 versus 2016: Net premiums earned for the StarStone segment were $459.4 million in 2017, compared to $676.6 million in 2016, a decrease of $217.2 million. The decrease was primarily attributable to the 35% whole account quota share reinsurance cession to KaylaRe which covers all business written during underwriting years 2016 and 2017. The amount ceded to KaylaRe was $233.9 million. Excluding the amount ceded to KaylaRe, net premiums earned increased by $16.7 million. This increase was driven by casualty, marine and property, while aerospace and workers' compensation decreased in line with decreases in current and prior year decreases in gross premiums written.

Net Incurred Losses and LAE:

The following table shows the components of net incurred losses and LAE for the StarStone segment for the years ended December 31, 2018, 2017 and 2016:

	2018			2017			2016		
	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total	Prior Periods	Current Period	Total
	(in thousands of U.S. dollars)								
Net losses paid	$326,352	$150,778	$477,130	$252,926	$54,867	$307,793	199,125	52,128	251,253
Net change in case and LAE reserves [(1)]	(81,491)	157,378	75,887	(63,785)	95,470	31,685	(51,309)	124,358	73,049
Net change in IBNR reserves [(2)]	(144,212)	258,091	113,879	(208,244)	184,704	(23,540)	(156,546)	232,189	75,643
Increase (reduction) in estimates of net ultimate losses	100,649	566,247	666,896	(19,103)	335,041	315,938	(8,730)	408,675	399,945
Increase (reduction) in provisions for unallocated LAE	(5,892)	12,645	6,753	(6,774)	6,587	(187)	(3,611)	7,154	3,543
Amortization of fair value adjustments	(266)	—	(266)	(945)	—	(945)	(1,895)	—	(1,895)
Net incurred losses and LAE	$94,491	$578,892	$673,383	$(26,822)	$341,628	$314,806	(14,236)	415,829	401,593

(1) Net change in case and LAE reserves comprises the movement during the period in specific case reserve liabilities as a result of claims settlements or changes advised to us by our policyholders and attorneys, less changes in case reserves recoverable advised by us to our reinsurers as a result of the settlement or movement of assumed claims.

(2) Net change in IBNR reserves represents the gross change in our actuarial estimates of IBNR reserves, less amounts recoverable.

2018 versus 2017: Net incurred losses and LAE were $673.4 million in 2018, compared to $314.8 million in 2017, an increase of $358.6 million. The loss ratio for 2018 was 94.2%, compared to a loss ratio of 68.5% in 2017. Excluding net prior year loss development, net incurred losses and LAE were $578.9 million in 2018, compared to $341.6 million in 2017.

Current year loss activity was $578.9 million in 2018, driven by higher frequency and severity of large losses in the current year compared to prior year, which impacted our international property, construction, marine cargo and marine hull and war lines of business. Net adverse prior year loss development in 2018 was $94.5 million, compared to favorable prior year loss development of $26.8 million in 2017. Net adverse prior year loss development in 2018 was primarily related to U.S. healthcare, excess casualty, marine, aviation and construction lines of business. Net favorable prior year loss development in 2017 was primarily related to U.S. excess casualty and workers' compensation.

2017 versus 2016: Net incurred losses and LAE were $314.8 million in 2017, compared to $401.6 million in 2016, a decrease of $86.8 million. The movement for 2017 includes $53.4 million of net incurred losses in respect of the large catastrophe events that occurred in the third quarter of 2017, for hurricanes Harvey, Irma and Maria. Excluding these large catastrophe events, the movement was a decrease of $139.8 million. The decrease is primarily due to business ceded to KaylaRe under the 35% quota share cession for underwriting years 2016 and 2017. The loss ratio for 2017 was 68.5% (or 56.8% excluding the impact of the catastrophe losses), compared to a loss ratio of 59.4% in 2016. Excluding net prior year loss development, net incurred losses and LAE in 2017 were $341.6 million, compared to $415.8 million in 2016.

Net favorable prior year loss development in 2017 was $26.8 million, compared to $14.2 million in 2016. Net favorable prior year loss development in 2017 was primarily related to U.S. excess casualty and workers’ compensation. Net favorable prior year loss development in2016 was primarily related to marine liability, offshore and terrorism.

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Acquisition Costs:
2018 versus 2017: Acquisition costs of the StarStone segment were $135.5 million in 2018, compared to $48.0 million in 2017, an increase of $87.4 million. The acquisition cost ratios for 2018 and 2017 were 18.9% and 10.5%, respectively, with the increase primarily attributable to the impact of consolidating KaylaRe into the segment after its acquisition, which eliminated the favorable impact of ceding acquisition costs to KaylaRe in 2018, compared to the $99.5 million of acquisition costs ceded in 2017. Acquisition costs for the StarStone Group were $76.0 million in 2018, compared to $48.0 million in 2017, an increase of $27.9 million. The acquisition cost ratios for the StarStone Group in 2018 and 2017 were 13.5% and 10.5%, respectively, an increase of 3.0 percentage points, primarily due to changing business mix.
2017 versus 2016: Acquisition costs of the StarStone segment were $48.0 million in 2017, compared to $138.8 million in 2016, a decrease of $90.8 million. The decrease was primarily due to the impact of ceding $99.5 million of acquisition costs in 2017 on the KaylaRe quota share reinsurance contract. The acquisition cost ratio was 10.5% in 2017, compared to 20.5% in 2016, a decrease of 10.0%. The decrease was primarily due to the KaylaRe cession. Excluding the impact of the KaylaRe cession, the acquisition cost ratio was 21.2%, which is a slight increase on the prior year ratio of 20.5%.
Operating Expenses:
2018 versus 2017: Operating expenses were $156.7 million in 2018, compared to $135.6 million in 2017, an increase of $21.2 million. The increase was partly due to an increase in non-recurring compensation and other costs in respect of our strategic review of certain lines of business as described above, and IT project costs due to enhancements in underwriting and claims systems.
2017 versus 2016: Operating expenses were $135.6 million in 2017, compared to $124.2 million in 2016, an increase of $11.3 million. The increase was primarily due to an increase in compensation costs in respect of additional headcount for our growth strategies in certain lines of business, and the prior year included the impact of favorable foreign exchange rates.
Fees and Commission Income:
2018 versus 2017: Fees and commission income was $nil in 2018, compared to $0.6 million in 2017, a decrease of $0.6 million.

2017 versus 2016: Fees and commission income was $0.6 million in 2017, compared to $5.1 million in 2016, a decrease of $4.5 million. Fees and commission income for 2017 and 2016 primarily represents income related to the KaylaRe cession, as described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.
Interest Expense:
2018 versus 2017: Interest expense was $0.6 million in 2018, compared to $1.9 million in 2017, a decrease of $1.3 million. The decrease was due to interest charged by KaylaRe in respect of the whole account quota share, which is on a funds-withheld basis and now eliminates on a total segment basis after the consolidation of KaylaRe.

2017 versus 2016: Interest expense was $1.9 million in 2017, compared to $nil in 2016, an increase of $1.9 million. The increase was due to interest charged by KaylaRe in respect of the whole account quota share, which is on a funds-withheld basis.

Net Foreign Exchange Gains (Losses):
2018 versus 2017: Net foreign exchange losses of $2.9 million in 2018, compared to net foreign exchange losses of $0.9 million in 2017, a change of $1.9 million. The net foreign exchange losses were primarily driven by movements in the British Pound and Euro exchange rates against the U.S. Dollar, net of currency matching and hedging activities.
2017 versus 2016: Net foreign exchange losses of $0.9 million in 2017, compared to net foreign exchange gains of $0.8 million in 2016, a change of $1.7 million. The net foreign exchange losses in 2017 were

primarily driven by movements in the British Pound and Euro exchange rates against the U.S. Dollar, net of currency matching and hedging activities.

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Income Tax (Expense) Benefit:

2018 versus 2017: We recorded an income tax benefit of $6.3 million in 2018, compared to an income tax benefit of $1.0 million in 2017, a change of $5.3 million. The income tax benefit in 2018 was primarily due to the net losses in the StarStone Group, as discussed above. The income tax benefit in 2017 was primarily due to the recognition of deferred tax assets in the U.S. resulting from changes to our U.S. reinsurance program following U.S. Tax Reform.

2017 versus 2016: We recorded an income tax benefit of $1.0 million in 2017, compared to an income tax expense of $3.7 million in 2016, a change of $4.7 million. The income tax benefit in 2017 was primarily due to the recognition of deferred tax assets in the U.S. resulting from changes to our U.S. reinsurance program following U.S. Tax Reform. The income tax expense in 2016 was primarily related to corporation tax in our U.S. entities, offset by lower U.K corporation tax due to group relief with the Atrium segment.

Noncontrolling Interest:

2018 versus 2017: Net losses attributable to noncontrolling interest were $71.4 million in 2018, compared to net earnings attributable to noncontrolling interest of $1.9 million in 2017, a change of $73.3 million, primarily due to the net losses in the StarStone Group, as discussed above. As of December 31, 2018, Trident and Dowling had a combined 41.0% noncontrolling interest in the StarStone Group.

2017 versus 2016: Net earnings attributable to noncontrolling interest were $1.9 million in 2017, compared to $17.5 million in 2016, a change of $15.7 million, primarily due to the large catastrophe events in the third quarter of 2017, hurricanes Harvey, Irma, and Maria, which resulted in lower net earnings in 2017, compared to 2016. As of December 31, 2017, Trident and Dowling had a combined 41.0% noncontrolling interest in the StarStone Group.

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Other

Our other activities, which do not qualify as a reportable segment, include our corporate expenses, financing costs, holding company income and expenses, foreign exchange, our remaining life business and other miscellaneous items. The presentation of the results of our other activities reflect the classification of Pavonia as discontinuing operations and held-for-sale. Following the sale of Pavonia and Laguna in 2017, the sale of our life settlements investments during 2018 and the transfer of our remaining life assurance policies from Alpha to Monument, which is expected to close during 2019, we will have de minimis residual life business in our consolidated operations.

The following is a discussion and analysis of our results of operations for our other activities for the years ended December 31, 2018, 2017 and 2016, which are summarized below.

	2018	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Net premiums earned	$24,874	$4,809	$20,065	$5,735	$(926)
Net incurred losses and LAE	(16,899)	—	(16,899)	—	—
Life and annuity policy benefits	(1,003)	(4,015)	3,012	2,038	(6,053)
Acquisition costs	(2,686)	(878)	(1,808)	1,121	(1,999)
Underwriting income (loss)	4,286	(84)	4,370	8,894	(8,978)
Net investment income	2,725	10,187	(7,462)	15,065	(4,878)
Net realized and unrealized losses	(10,249)	(6,941)	(3,308)	(4,994)	(1,947)
Fees and commission expense	—	(1,166)	1,166	(1,374)	208
Other income (losses)	(514)	648	(1,162)	1,393	(745)
Corporate expenses	(28,127)	(37,014)	8,887	(61,464)	24,450
Interest expense	5,023	3,329	1,694	1,871	1,458
Net foreign exchange gains (losses)	1,048	(4,204)	5,252	207	(4,411)
Loss on sale of subsidiary	—	(16,349)	16,349	—	(16,349)
LOSS BEFORE INCOME TAXES	(25,808)	(51,594)	25,786	(40,402)	(11,192)
Income tax benefit (expense)	(52)	10	(62)	(31)	41
NET LOSS FROM CONTINUING OPERATIONS	(25,860)	(51,584)	25,724	(40,433)	(11,151)
Net earnings from discontinued operations, net of income taxes	—	10,993	(10,993)	11,963	(970)
NET LOSS ATTRIBUTABLE TO ENSTAR GROUP LIMITED	(25,860)	(40,591)	14,731	(28,470)	(12,121)
Dividends on preferred shares	(12,133)	—	(12,133)	—	—
NET LOSS ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$(37,993)	$(40,591)	$2,598	$(28,470)	$(12,121)

Overall Results:

Net losses were $38.0 million for 2018 and $40.6 million for 2017, a decrease in net losses of $2.6 million, which primarily resulted from a loss on sale of our Laguna subsidiary of $16.3 million in 2017, a $8.9 million decrease in corporate expenses, a $5.3 million increase in foreign exchange gains and a $4.4 million increase in underwriting income, partially offset by a $12.1 million increase in dividends on shares, an $11.0 million decrease in income from discontinued operations and a $7.5 million decrease in net investment income.

Net losses were $40.6 million in 2017, compared to net losses of $28.5 million in 2016, an increase in net losses of $12.1 million, primarily due to a loss on sale of subsidiary of $16.3 million in 2017, a $9.0 million decrease in underwriting income from our remaining Life business and a $4.9 million decrease in net investment income, partially offset by a $15.8 million decrease in stock compensation expense which was higher in 2016 due to the valuation of stock appreciation right awards due to an increase in the share price.

For 2018, 2017 and 2016, the contribution to net earnings from our Pavonia life and annuities business, classified as discontinuing operations, was $nil, $11.0 million and $12.0 million, respectively. For further information refer to Note 5 - "Divestitures, Held-for-Sale Businesses and Discontinued Operations" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

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Investment results are separately discussed below in "Investments."

Underwriting Income:

2018 versus 2017: Underwriting income was $4.3 million in 2018, compared to an underwriting loss of $0.1 million in 2017, an increase of $4.4 million. Our other activities includes our remaining life business and other active underwriting.

2017 versus 2016: Underwriting loss was $0.1 million in 2017, compared to underwriting income of $8.9 million in 2016, a decrease of $9.0 million which primarily results from a $7.2 million decrease in underwriting income in respect of our life businesses, Alpha and Laguna.

Corporate Expenses:

2018 versus 2017: Corporate expenses were $28.1 million in 2018, compared to $37.0 million in 2017, a decrease of $8.9 million, primarily due to a decrease in performance-based salary and benefits including stock compensation expense.

2017 versus 2016: Corporate expenses were $37.0 million in 2017, compared to $61.5 million in 2016, a decrease of $24.5 million. The decrease was primarily due to a $15.8 million decrease in stock compensation expense which was higher in 2016 due to the valuation of stock appreciation right awards caused by an increase in the share price.

Interest Expense:

2018 versus 2017: Interest income was $5.0 million in 2018, reflected on the interest expense line, compared to $3.3 million in 2017, a decrease of $1.7 million. This represents the elimination of interest expense between our reportable segments.

2017 versus 2016: Interest income was $3.3 million in 2017, reflected on the interest expense line, compared to $1.9 million in 2016, a decrease of $1.5 million. This represents the elimination of interest expense between our reportable segments.

Net Foreign Exchange Gains (Losses):

2018 versus 2017: Net foreign exchange gains were $1.0 million in 2018, compared to net losses of $4.2 million in 2017, a change of $5.3 million, which primarily resulted from foreign exchange losses in 2017 realized by certain of our Life subsidiaries whose functional currency is the Euro, and who were holding more U.S. dollar assets than U.S. dollar liabilities.

2017 versus 2016: Net foreign exchange losses were $4.2 million in 2017, compared to net gains of $0.2 million in 2016, a change of $4.4 million which primarily resulted from foreign exchange losses in 2017 as described above.

Loss of Sale on Subsidiary and Net Earnings (Losses) from Discontinued Operations, Net of Tax:

During 2017, we sold our wholly-owned Irish life subsidiary Laguna and recorded a loss on sale of $16.3 million. For 2018, 2017 and 2016, the contribution to net earnings from our Pavonia life and annuities business, classified as discontinued operations, was $nil, $11.0 million and $12.0 million, respectively. For further information refer to Note 5 - "Divestitures, Held-for-Sale Businesses and Discontinued Operations" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Dividends on Preferred shares

In 2018, we issued $400.0 million of Series D Preferred Shares and $110.0 million of Series E Preferred Shares, which have a 7% dividend. In 2018, we paid $12.1 million of dividends on our Series D Preferred Shares. No dividends were paid on our Series E Preferred Shares during 2018.

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Investable Assets

We define investable assets as the sum of total investments, cash and cash equivalents, restricted cash and cash equivalents and funds held. Investments consist primarily of investment grade, liquid, fixed maturity securities of short-to-medium duration, equities and other investments. Cash and cash equivalents and restricted cash and cash equivalents is comprised mainly of cash, high-grade fixed deposits, and other highly liquid instruments such as commercial paper with maturities of less than three months at the time of acquisition and money market funds. Funds held primarily consists of investment grade, liquid, fixed maturity securities of short-to-medium duration. Assets held-for-sale are excluded from our definition of investable assets.

Investable assets were $12.5 billion as at December 31, 2018 as compared to $10.1 billion as at December 31, 2017, an increase of 23.5%. The increase was primarily due to the investments and funds held balance acquired in relation to the Maiden Re North America, Neon, Novae, Zurich Australia and Kayla Re transactions.

Schedules of maturities for our fixed maturity securities are included in Note 6 - "Investments" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Investment Strategies

Our key investment objectives are as follows:

- To follow an investment strategy designed to emphasize the security and growth of our invested assets that also meet our credit quality and diversification objectives.
- To provide sufficient liquidity for the prompt payment of claims and contract liabilities.
- To seek superior risk-adjusted returns, by allocating a portion of our portfolio to non-investment grade securities in accordance with our investment guidelines.
- To consider the duration characteristics of our liabilities in determining the extent to which we correlate with assets of comparable duration depending on our other investment strategies and to the extent practicable.

In the Non-life Run-off, Atrium and StarStone segments, we generally seek to maintain investment portfolios that are shorter or of equivalent duration to the liabilities in order to provide liquidity for the settlement of losses and, where possible, to avoid having to liquidate longer-dated investments. In the Non-life Run-off segment, the commutations of liabilities also have the potential to accelerate the natural payout of losses, which requires liquidity.

Our fixed maturity securities include U.S. government and agency investments, highly rated sovereign and supranational investments, high-grade corporate investments, and mortgage-backed and asset-backed investments. We allocate a portion of our investment portfolio to other investments, including private equity funds, fixed income funds, hedge funds, equity funds, CLO equities, CLO equity funds, real estate debt fund and private credit funds.

We utilize and pay fees to various companies to provide investment advisory and/or management services. These fees, which are predominantly based upon the amount of assets under management, are included in net investment income.

Our investment performance is subject to a variety of risks, including risks related to general economic conditions, market volatility, interest rate fluctuations, foreign exchange risk, liquidity risk and credit and default risk. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. An increase in interest rates could result in significant losses, realized or unrealized, in the value of our investment portfolio. A portion of our non-investment grade securities consists of alternative investments that subject us to restrictions on redemption, which may limit our ability to withdraw funds for some period of time after the initial investment. The values of, and returns on, such investments may also be more volatile. For more information on these risks, refer to "Item 1A. Risk Factors - Risks Relating to Our Investments" and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

In 2018, we increased our allocation to other investments and equity method investments, which collectively constituted 17.2% of our investable assets as of December 31, 2018 (2017: 13.6%), and 55.2%

of our total shareholders' equity as of December 31, 2018 (2017: 43.9%). We believe our other investments and equity method investments portfolio provides diversification against our fixed income investments and an opportunity for improved risk-adjusted return, however, the returns of these investments may be more volatile and we may experience significant unrealized gains or losses in a particular quarter or year.

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Composition of Investable Assets By Segment

Across all of our segments, we strive to structure our investments in a manner that recognizes our liquidity needs and in order to meet our obligation to pay losses. Our remaining life business did not qualify as a reportable segment and is reflected as Other below. We consider the duration characteristics of our liabilities in determining the extent to which we correlate with assets of comparable duration depending on our other investment strategies and to the extent practicable. If our liquidity needs or general liability profile change unexpectedly, we may adjust the structure of our investment portfolio to meet our revised expectations. The following tables summarize the composition of total investable assets by segment as of December 31, 2018 and 2017:

	2018				
	Non-life Run-off	**Atrium**	**StarStone**	**Other**	**Total**
	(in thousands of U.S. dollars)				
Short-term investments, trading, at fair value	$106,375	$541	$7,200	$—	$114,116
Fixed maturities, trading, at fair value	5,790,219	139,121	1,319,453	—	7,248,793
Fixed maturities, available-for-sale, at fair value	—	29,975	—	121,634	151,609
Funds held - directly managed	1,198,154	—	—	—	1,198,154
Equities, at fair value	335,632	3,193	28,300	—	367,125
Other investments, at fair value	1,825,307	7,166	113,024	12,260	1,957,757
Equity method investments	204,507	—	—	—	204,507
Total investments	9,460,194	179,996	1,467,977	133,894	11,242,061
Cash and cash equivalents (including restricted cash)	585,956	54,679	318,811	23,138	982,584
Funds held by reinsured companies	263,713	26,489	20,823	10,242	321,267
Total investable assets	$10,309,863	$261,164	$1,807,611	$167,274	$12,545,912
Duration (in years) [1]	5.41	1.70	2.66	5.70	4.86
Average credit rating [2]	A+	AA-	A+	AA-	A+

	2017				
	Non-life Run-off	**Atrium**	**StarStone**	**Other**	**Total**
	(in thousands of U.S. dollars)				
Short-term investments, trading, at fair value	$165,388	$2,452	$12,371	$—	$180,211
Fixed maturities, trading, at fair value	4,407,094	107,083	1,181,896	—	5,696,073
Fixed maturities, available-for-sale, at fair value	44	79,246	—	130,995	210,285
Funds held - directly managed	1,179,940	—	—	—	1,179,940
Equities, at fair value	97,187	2,671	6,745	—	106,603
Other investments, at fair value	732,482	6,523	159,239	15,148	913,392
Other investments, at cost	—	—	—	125,621	125,621
Equity method investments	343,005	—	—	—	343,005
Total investments	6,925,140	197,975	1,360,251	271,764	8,755,130
Cash and cash equivalents (including restricted cash)	868,243	51,500	264,664	28,429	1,212,836
Funds held by reinsured companies	133,731	26,646	15,006	—	175,383
Total investable assets	$7,927,114	$276,121	$1,639,921	$300,193	$10,143,349
Duration (in years) [1]	5.67	1.86	2.33	5.52	4.98
Average credit rating [2]	A+	AA-	A+	AA-	A+

[1] The duration calculation includes cash and cash equivalents, short-term investments, fixed maturities and the fixed maturities within our funds held - directly managed portfolios at December 31, 2018 and 2017.

[2] The average credit ratings calculation includes cash and cash equivalents, short-term investments, fixed maturities and and the fixed maturities within our funds held - directly managed portfolios at December 31, 2018 and 2017.

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As at both December 31, 2018 and 2017, our investment portfolio, including funds held - directly managed had an average credit quality rating of A+. As at December 31, 2018 and 2017, our fixed maturity investments (classified as trading and available-for-sale and our fixed maturity investments included within funds held - directly managed) that were non-investment grade (i.e. rated lower than BBB- and non-rated securities) comprised 3.8% and 5.6% of our total fixed maturity investment portfolio, respectively. A detailed schedule of average credit ratings by asset class as at December 31, 2018 is included in Note 6 - "Investments" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Composition of Investment Portfolio by Asset Class

The following table summarizes the fair value and composition of our investment portfolio by asset class as at December 31, 2018 and 2017:

	2018							
	Fair Value							
	AAA Rated	**AA Rated**	**A Rated**	**BBB Rated**	**Non-investment Grade**	**Not Rated**	**Total**	**%**
	(in thousands of U.S. dollars, except percentages)							
Fixed maturity and short-term investments, trading and available-for-sale and funds held - directly managed								
U.S. government & agency	$502,819	$7,426	$—	$—	$ —	$—	$510,245	4.5 %
U.K. government	2,144	298,487	—	—	—	—	300,631	2.7 %
Other government	322,606	213,639	69,601	154,800	32,592	572	793,810	7.1 %
Corporate	129,059	470,571	2,306,532	1,731,398	197,822	4,458	4,839,840	43.1 %
Municipal	7,934	69,270	41,666	11,395	—	—	130,265	1.2 %
Residential mortgage-backed	644,418	51,729	8,658	10,495	54,727	3,530	773,557	6.9 %
Commercial mortgage-backed	487,054	70,620	77,538	60,879	7,297	9,675	713,063	6.3 %
Asset-backed	358,574	68,174	125,644	66,136	17,573	380	636,481	5.7 %
Total	2,454,608	1,249,916	2,629,639	2,035,103	310,011	18,615	8,697,892	77.5 %
Other assets included within funds held - directly managed							14,780	0.1 %
Equities								
Publicly traded equities							138,415	1.2 %
Privately held equities							228,710	2.0 %
Total							367,125	3.2 %
Other investments								
Hedge funds							852,584	7.6 %
Equity funds							333,681	3.0 %
Fixed income funds							403,858	3.6 %
Private equity funds							248,628	2.2 %
CLO equities							39,052	0.3 %
CLO equity funds							37,260	0.3 %
Private credit funds							33,381	0.3 %
Other							9,313	0.1 %
Total							1,957,757	17.4 %
Equity method investments							204,507	1.8 %
Total investments	**$2,454,608**	**$1,249,916**	**$2,629,639**	**$2,035,103**	**$ 310,011**	**$18,615**	**$11,242,061**	**100.0%**

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	2017							
	Fair Value							
	AAA Rated	AA Rated	A Rated	BBB Rated	Non-investment Grade	Not Rated	Total	%
	(in thousands of U.S. dollars, except percentages)							
Fixed maturity and short-term investments, trading and available-for-sale and funds held - directly managed								
U.S. government & agency	$626,709	$1,364	$—	$—	$ —	$—	$628,073	7.2 %
U.K. government	1,009	309,876	—	—	—	—	310,885	3.6 %
Other government	133,610	99,439	81,956	62,964	6,641	—	384,610	4.4 %
Corporate	130,813	400,670	2,169,888	1,279,171	188,237	4,892	4,173,671	47.6 %
Municipal	26,313	83,526	43,313	11,135	—	—	164,287	1.9 %
Residential mortgage-backed	195,825	7,425	14,204	678	98,997	1,054	318,183	3.6 %
Commercial mortgage-backed	425,264	44,752	79,813	59,358	9,555	13,992	632,734	7.2 %
Asset-backed	366,633	47,255	68,489	69,116	88,019	—	639,512	7.3 %
Total	1,906,176	994,307	2,457,663	1,482,422	391,449	19,938	7,251,955	82.8 %
Other assets included within funds held - directly managed							14,554	0.2 %
Equities								
Publicly traded equities							106,603	1.2 %
Privately held equities							—	— %
Total							106,603	1.2 %
Other investments								
Private equity funds							289,556	3.3 %
Equity funds							249,475	2.9 %
Fixed income funds							229,999	2.6 %
Hedge funds							63,773	0.7 %
CLO equities							56,765	0.7 %
CLO equity funds							12,840	0.1 %
Private credit funds							10,156	0.1 %
Other							828	— %
Total							913,392	10.4 %
Other investments								
Life settlements							131,896	1.5 %
Equity method investments							343,005	3.9 %
Total investments	**$1,906,176**	**$994,307**	**$2,457,663**	**$1,482,422**	**$ 391,449**	**$19,938**	**$8,761,405**	**100.0%**

A description of our investment valuation processes is included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies - Investments" and Note 11 - "Fair Value Measurements" of our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

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The following tables summarize the amortized cost, gross unrealized gains and losses and the fair value of our short-term investments and fixed maturity investments, classified as trading and available-for-sale, and the fixed maturity investments included within our funds held - directly managed as of December 31, 2018 and 2017:

	2018			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses Non-OTTI**	**Fair Value**
U.S. government and agency	$512,360	$ 1,904	$(4,019)	$510,245
U.K. government	301,749	6,526	(7,644)	300,631
Other government	814,614	5,261	(26,065)	793,810
Corporate	5,019,018	12,195	(191,373)	4,839,840
Municipal	132,928	494	(3,157)	130,265
Residential mortgage-backed	772,457	5,846	(4,746)	773,557
Commercial mortgage-backed	729,232	2,613	(18,782)	713,063
Asset-backed	642,618	1,032	(7,169)	636,481
	$8,924,976	$ 35,871	$(262,955)	$8,697,892

	2017			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses Non-OTTI**	**Fair Value**
U.S. government and agency	$631,237	$ 772	$(3,936)	$628,073
U.K. government	288,949	22,073	(137)	310,885
Other government	379,084	7,831	(2,305)	384,610
Corporate	4,101,783	88,795	(16,907)	4,173,671
Municipal	159,821	4,967	(501)	164,287
Residential mortgage-backed	314,887	5,775	(2,479)	318,183
Commercial mortgage-backed	643,072	2,448	(12,786)	632,734
Asset-backed	632,426	7,642	(556)	639,512
	$7,151,259	$ 140,303	$(39,607)	$7,251,955

We generally account for our fixed maturity securities as "trading", whereas other companies in our industry may utilize "available-for-sale" accounting. The difference is that unrealized changes on investments classified as trading are recorded through earnings, whereas unrealized changes on investments classified as available-for-sale are recorded directly to shareholders' equity. We may experience further unrealized losses on our fixed maturity investments, depending on investment conditions and general economic conditions. Unrealized amounts would only become realized in the event of a sale of the specific securities prior to maturity or a credit default. For further information on the sensitivity of our portfolio to changes in interest rates, refer to the Interest Rate Risk section within "Item 7A. Quantitative and Qualitative Disclosures About Market Risk", included within this Annual Report on Form 10-K. For further discussion of our investments, see "Investable Assets" below.

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The following table summarizes the composition of our top ten corporate issuers included within our short-term investments and fixed maturity investments, classified as trading and available-for-sale and the fixed maturity investments included within our funds held - directly managed balance as at December 31, 2018:

	Fair Value (in thousands of U.S. dollars)	**Average Credit Rating**
JPMorgan Chase & Co	$108,973	A
Apple Inc	97,702	AA+
Citigroup Inc	82,585	A-
General Electric Co	76,811	BBB+
Morgan Stanley	76,345	A-
Wells Fargo & Co	73,372	A
Bank of America Corp	72,133	A-
HSBC Holdings PLC	62,765	A
Anheuser-Busch InBev SA/NV	59,512	BBB+
Comcast Corp	52,870	A-
	$763,068	

Eurozone Exposure

As at December 31, 2018 and 2017, we owned $68.3 million and $26.9 million, respectively, of investments in fixed maturity securities issued by the sovereign governments of Italy, Ireland and Spain.

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Investment Results - Consolidated

Comparability between periods is impacted by our acquisitions and significant new business as described in "Item 1. Business - Recent Acquisitions and Significant New Business" and Note 3 - "Acquisitions" and Note 4 - "Significant New Business" of our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

The following table summarizes our consolidated investment results for the years ended December 31, 2018, 2017 and 2016.

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars, except percentages)				
Fixed maturity investments	$189,000	$144,367	$44,633	$114,885	$29,482
Short-term investments and cash and cash equivalents	12,117	9,314	2,803	4,491	4,823
Funds held	10,041	601	9,440	22,583	(21,982)
Funds held – directly managed	37,623	32,479	5,144	5,769	26,710
Investment income from fixed maturities and cash and cash equivalents	**248,781**	**186,761**	**62,020**	**147,728**	**39,033**
Equity investments	5,397	4,355	1,042	4,874	(519)
Other investments	19,703	14,337	5,366	22,515	(8,178)
Life settlements and other	6,511	14,370	(7,859)	18,191	(3,821)
Investment income from equities and other investments	**31,611**	**33,062**	**(1,451)**	**45,580**	**(12,518)**
Gross investment income	280,392	219,823	60,569	193,308	26,515
Investment expenses	(9,721)	(11,034)	1,313	(7,845)	(3,189)
Net investment income	**$270,671**	**$208,789**	**$61,882**	**$185,463**	**$23,326**
Net realized gains (losses) on fixed maturity securities	$(27,709)	$5,186	$(32,895)	$2,232	$2,954
Net realized investment losses on fixed maturity securities in funds held - directly managed portfolios	(3,940)	(4,219)	279	(14,616)	10,397
Net realized investment gains on equity investments, trading	4,016	701	3,315	5,348	(4,647)
Total net realized gains (losses) on sale	(27,633)	1,668	(29,301)	(7,036)	8,704
Fixed maturity securities, trading	(165,187)	35,878	(201,065)	36,314	(436)
Fixed maturity securities in funds held - directly managed portfolios	(46,257)	33,902	(80,159)	(28,317)	62,219
Equity investments, trading	(9,831)	16,498	(26,329)	6,561	9,937
Other investments	(163,976)	102,388	(266,364)	70,296	32,092
Total net unrealized gains (losses)	(385,251)	188,666	(573,917)	84,854	103,812
Net realized and unrealized gains (losses)	**$(412,884)**	**$190,334**	**$(603,218)**	**$77,818**	**$112,516**
Investment Book Yield					
Income from cash and fixed maturities	$248,781	$186,761	$62,020	$147,728	$39,033
Average aggregate fixed maturities and cash and cash equivalents, at cost [(1)]	$9,498,578	$8,362,062	$1,136,516	$7,358,424	$1,003,638
Investment book yield	2.62%	2.23%	0.39%	2.01%	0.22%
Financial Statement Portfolio Return					
Total financial statement return	$(142,213)	$399,123	$(541,336)	$263,281	$135,842
Average aggregate invested assets, at fair value [(1)]	$11,206,825	$9,545,415	$1,661,410	$8,524,264	$1,021,151
Financial statement portfolio return	(1.27)%	4.18%	(5.45)%	3.09%	1.09%

(1) These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

2018 versus 2017: Net investment income increased by $61.9 million during 2018, primarily due to a $62.0 million increase in net investment income from fixed maturities and cash and cash equivalents, principally driven by an increase of $1.1 billion in our average balance of fixed maturities and cash and cash equivalents. The increase in average balance of fixed maturities and cash and cash equivalents was primarily due to the transactions with Coca-Cola, KaylaRe, Zurich, Neon and Novae. The book yield increased by 39 basis points primarily due to higher reinvestment rates as a result of broad increases in effective yields.

Net realized and unrealized losses were $412.9 million in 2018, compared to net realized and unrealized gains of $190.3 million in 2017, a decrease of $603.2 million. Included in net realized and unrealized gains (losses) are the following items:

- net realized losses on sale of investments of $27.6 million in 2018, compared to net realized gains of $1.7 million in 2017, a decrease of $29.3 million;
- net unrealized losses on fixed maturity securities, trading of $165.2 million in 2018, compared to net unrealized gains of $35.9 million in 2017, a decrease of $201.1 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period;
- net unrealized losses on fixed maturities securities in funds held - directly managed portfolios of $46.3 million in 2018, compared to net unrealized gains of $33.9 million in 2017, a decrease of $80.2 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period.
- net unrealized losses on equity investments, trading of $9.8 million in 2018, compared to net unrealized gains of $16.5 million in 2017, a decrease of $26.3 million, primarily driven by unfavorable volatility in equity markets in 2018; and
- net unrealized losses on other investments of $164.0 million in 2018, compared to net unrealized gains of $102.4 million in 2017, a decrease of $266.4 million. The decrease for 2018 primarily comprised unrealized losses in our equity funds and hedge funds, principally driven by unfavorable volatility in the equity markets in 2018. The unrealized gains in 2017 primarily comprised unrealized gains in our equity funds, fixed income funds, hedge funds, private equities and CLO equities.

2017 versus 2016: Net investment income increased by $23.3 million during 2017, primarily due to a $39.0 million increase in net investment income from fixed maturities and cash and cash equivalents, principally driven by an increase of $1.0 billion in our average balance of fixed maturities and cash and cash equivalents. The increase in average balance of fixed maturities and cash and cash equivalents was primarily due to the transactions with RSA and QBE. The book yield increased by 22 basis points primarily due to higher reinvestment rates. Net investment income from equities and other investments decreased by $12.5 million primarily due to a decrease in the income received from CLO equities and private equity investments.

Net realized and unrealized gains were $190.3 million in 2017, compared to $77.8 million of net realized and unrealized gains in 2016, an increase of $112.5 million. Included in net realized and unrealized gains and losses are the following items:

- net realized gains on sale of investments of $1.7 million in 2017, compared to net realized losses of $7.0 million in 2016, an increase of $8.7 million;
- net unrealized gains on fixed maturity securities, trading of $35.9 million in 2017, compared to net unrealized gains of $36.3 million in 2016, a decrease of $0.4 million, primarily driven by increased treasury yields in 2017, offset by tightening credit spreads;
- net unrealized gains on fixed maturities securities in funds held - directly managed portfolios of $33.9 million in 2017, compared to an unrealized losses of $28.3 million in 2016, an increase of $62.2 million, primarily driven by the impact of tightening credit spreads.
- net unrealized gains on equity investments, trading of $16.5 million in 2017, compared to net unrealized gains of $6.6 million in 2016, an increase of $9.9 million, primarily driven by strong returns in the equity markets in 2017; and

- net unrealized gains on other investments of $102.4 million in 2017, compared to net unrealized gains on other investments of $70.3 million in 2016, an increase of $32.1 million, primarily driven by higher returns in

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private equity and private equity funds, offset by lower returns on CLO equities, CLO equity funds, bond funds and hedge funds.

Investment Results - By Segment

The following tables summarize our investment results by segment for the years ended December 31, 2018, 2017 and 2016. These tables have been prepared on a basis consistent with the consolidated table above.

Non-Life Run-off

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars, except percentages)				
Fixed maturity investments	$151,771	$113,206	$38,565	$88,580	$24,626
Short-term investments and cash and cash equivalents	8,574	7,516	1,058	2,973	4,543
Funds held	9,422	601	8,821	22,583	(21,982)
Funds held – directly managed	37,623	32,479	5,144	5,769	26,710
Investment income from fixed maturities and cash and cash equivalents	**207,390**	**153,802**	**53,588**	**119,905**	**33,897**
Equity investments	3,831	4,234	(403)	4,705	(471)
Other investments	19,186	13,914	5,272	22,159	(8,245)
Other	2,452	3,093	(641)	3,897	(804)
Investment income from equities and other investments	**25,469**	**21,241**	**4,228**	**30,761**	**(9,520)**
Gross investment income	232,859	175,043	57,816	150,666	24,377
Investment expenses	(6,572)	(8,365)	1,793	(5,429)	(2,936)
Net investment income	**$226,287**	**$166,678**	**$59,609**	**$145,237**	**$21,441**
Net realized gains (losses) on fixed maturity securities	$(22,905)	$7,631	$(30,536)	$(13)	$7,644
Net realized investment losses on fixed maturity securities in funds held - directly managed portfolios	(3,940)	(4,219)	279	(14,616)	10,397
Net realized investment gains on equity investments, trading	3,272	659	2,613	4,871	(4,212)
Total net realized gains (losses) on sale	(23,573)	4,071	(27,644)	(9,758)	13,829
Fixed maturity securities, trading	(149,340)	28,857	(178,197)	36,599	(7,742)
Fixed maturity securities in funds held - directly managed portfolios	(46,257)	33,902	(80,159)	(28,317)	62,219
Equity investments, trading	(11,655)	15,171	(26,826)	6,063	9,108
Other investments	(150,887)	97,544	(248,431)	73,098	24,446
Total net unrealized gains (losses)	(358,139)	175,474	(533,613)	87,443	88,031
Net realized and unrealized gains (losses)	**$(381,712)**	**$179,545**	**$(561,257)**	**$77,685**	**$101,860**
Investment Book Yield					
Income from cash and fixed maturities	$207,390	$153,802	$53,588	$119,905	$33,897
Average aggregate fixed maturities and cash and cash equivalents, at cost [(1)]	$7,537,621	$6,449,143	$1,088,478	$5,370,302	$1,078,841
Investment book yield	2.75 %	2.38 %	0.37 %	2.23 %	0.15 %
Financial Statement Portfolio Return					
Total financial statement return	$(155,425)	$346,223	$(501,648)	$222,922	$123,301
Average aggregate invested assets, at fair value [(1)]	$9,041,377	$7,315,153	$1,726,224	$6,279,130	$1,036,023
Financial statement portfolio return	(1.72)%	4.73 %	(6.45)%	3.55 %	1.18 %

[(1)] These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

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2018 versus 2017: Net investment income increased by $59.6 million during 2018, primarily due to a $53.6 million increase in net investment income from fixed maturities and cash and cash equivalents, principally driven by an increase of $1.1 billion in our average balance of fixed maturities and cash and cash equivalents. The increase in our average balance of fixed maturities and cash and cash equivalents was primarily due to the transactions with Coca-Cola, KaylaRe, Zurich, Neon and Novae. The book yield increased by 37 basis points primarily due to higher reinvestment rates as a result of broad increases in effective yields.

Net realized and unrealized losses were $381.7 million in 2018, compared to net realized and unrealized gains of $179.5 million in 2017, a decrease of $561.3 million. Included in net realized and unrealized gains (losses) are the following items:

- net realized losses on sale of investments of $23.6 million in 2018, compared to net realized gains of $4.1 million in 2017, a decrease of $27.6 million;
- net unrealized losses on fixed maturity securities, trading of $149.3 million in 2018, compared to net unrealized gains of $28.9 million in 2017, a decrease of $178.2 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period;
- net unrealized losses on fixed maturities securities in funds held - directly managed portfolios of $46.3 million in 2018, compared to unrealized gains of $33.9 million in 2017, representing a decrease of $80.2 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period.
- net unrealized losses on equity investments, trading of $11.7 million in 2018, compared to net unrealized gains of $15.2 million in 2017, a decrease of $26.8 million, primarily driven by unfavorable volatility in the equity markets in 2018; and
- net unrealized losses on other investments of $150.9 million in 2018, compared to net unrealized gains of $97.5 million in 2017, a decrease of $248.4 million. The decrease for 2018 was primarily comprised of unrealized losses in our equity funds and hedge funds, principally due to the poor performance of the equity markets in 2018 The unrealized gains in 2017 primarily comprised unrealized gains in our equity funds, fixed income funds, hedge funds, private equities and CLO equities.

2017 versus 2016: Net investment income increased by $21.4 million during 2017, primarily due to a $33.9 million increase in net investment income from fixed maturities and cash and cash equivalents, principally driven by an increase of $1.1 billion in our average balance of fixed maturities and cash and cash equivalents. The increase in our average balance of fixed maturities and cash and cash equivalents was primarily due to the transactions with QBE and RSA. The book yield increased by 15 basis points due to higher reinvestment rates. Net investment income from equities and other investments decreased by $9.5 million primarily due to a decrease in income received from CLO equities and private equity investments.

Net realized and unrealized gains were $179.5 million in 2017, compared to net realized and unrealized gains of $77.7 million in 2016, an increase of $101.9 million. Included in net realized and unrealized gains (losses) are the following:

- net realized gains on sale of investments of $4.1 million in 2017, compared to net realized losses of $9.8 million in 2016, a change of $13.8 million;
- net unrealized gains on fixed maturity securities, trading of $28.9 million in 2017, compared to net unrealized gains of $36.6 million in 2016, a decrease of $7.7 million, primarily driven by increased treasury yields in 2017, offset by tightening credit spreads;
- net unrealized gains on fixed maturities securities in funds held - directly managed portfolios of $33.9 million in 2017, compared to net unrealized losses of $28.3 million in 2016, representing an increase of $62.2 million, primarily driven by the impact of tighter credit spreads.
- net unrealized gains on equity investments, trading of $15.2 million in 2017, compared to net unrealized gains of $6.1 million in 2016, an increase of $9.1 million, primarily driven by strong returns in the equity markets in 2017; and
-

net unrealized gains on other investments of $97.5 million in 2017, compared to net unrealized gains of $73.1 million in 2016, an increase of $24.4 million, primarily driven by higher returns in the private equity funds offset by lower returns on CLO equities, CLO equity funds, bond funds and hedge funds.

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Atrium

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars, except percentages)				
Fixed maturity investments	$4,052	$2,901	$1,151	$2,645	$256
Short-term investments and cash and cash equivalents	550	394	156	652	(258)
Funds held	619	—	619	—	—
Investment income from fixed maturities and cash and cash equivalents	**5,221**	**3,295**	**1,926**	**3,297**	**(2)**
Equity investments	55	27	28	—	27
Other	684	1,155	(471)	(171)	1,326
Investment income from equities and other investments	**739**	**1,182**	**(443)**	**(171)**	**1,353**
Gross investment income	5,960	4,477	1,483	3,126	1,351
Investment expenses	(274)	(259)	(15)	(186)	(73)
Net investment income	**$5,686**	**$4,218**	**$1,468**	**$2,940**	**$1,278**
Net realized gains (losses) on fixed maturity securities	$(485)	$(118)	$(367)	$131	$(249)
Net realized investment gains on equity investments, trading	226	17	209	—	17
Total net realized gains (losses) on sale	(259)	(101)	(158)	131	(232)
Fixed maturity securities, trading	(2,029)	(90)	(1,939)	(732)	642
Equity investments, trading	(380)	317	(697)	—	317
Other investments	(583)	991	(1,574)	—	991
Total net unrealized gains (losses)	(2,992)	1,218	(4,210)	(732)	1,950
Net realized and unrealized gains (losses)	**$(3,251)**	**$1,117**	**$(4,368)**	**$(601)**	**$1,718**
Investment Book Yield					
Income from cash and fixed maturities	$5,221	$3,295	$1,926	$3,297	$(2)
Average aggregate fixed maturities and cash and cash equivalents, at cost [(1)]	$265,238	$263,275	$1,963	$308,235	$(44,960)
Investment book yield	1.97%	1.25%	0.72%	1.07%	0.18%
Financial Statement Portfolio Return					
Total financial statement return	$2,435	$5,335	$(2,900)	$2,339	$2,996
Average aggregate invested assets, at fair value[(1)]	$272,386	$269,225	$3,161	$304,561	$(35,336)
Financial statement portfolio return	0.89%	1.98%	(1.09)%	0.77%	1.21%

(1) These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

2018 versus 2017: Net investment income increased by $1.5 million during 2018, primarily due to a $1.9 million increase in net investment income from fixed maturities and cash and cash equivalents. The book yield increased by 72 basis points, primarily due to higher reinvestment rates as a result of broad increases in effective yields and also asset allocation strategies. Net realized and unrealized gains (losses) decreased by $4.4 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period and lower returns in other investments and equities.

2017 versus 2016: Net investment income increased by $1.3 million during 2017. The book yield increased by 18 basis points, primarily driven by higher reinvestments and an increase in duration. Net realized and unrealized gains (losses) increased by $1.7 million driven by the impact of tightening credit spreads and increased returns in other investments and equities.

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StarStone

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars, except percentages)				
Fixed maturity investments	$31,780	$26,640	$5,140	$21,790	$4,850
Short-term investments and cash and cash equivalents	2,839	1,280	1,559	689	591
Investment income from fixed maturities and cash and cash equivalents	**34,619**	**27,920**	**6,699**	**22,479**	**5,441**
Equity investments	1,511	94	1,417	169	(75)
Other	2,522	1,865	657	1,528	337
Investment income from equities and other investments	**4,033**	**1,959**	**2,074**	**1,697**	**262**
Gross investment income	38,652	29,879	8,773	24,176	5,703
Investment expenses	(2,679)	(2,173)	(506)	(1,955)	(218)
Net investment income	**$35,973**	**$27,706**	**$8,267**	**$22,221**	**$5,485**
Net realized gains (losses) on fixed maturity securities	$(4,325)	$(2,687)	$(1,638)	$1,409	$(4,096)
Net realized investment gains on equity investments, trading	518	24	494	477	(453)
Total net realized gains (losses) on sale	(3,807)	(2,663)	(1,144)	1,886	(4,549)
Fixed maturity securities, trading	(13,818)	7,227	(21,045)	835	6,392
Equity investments, trading	2,204	1,010	1,194	498	512
Other investments	(2,251)	11,039	(13,290)	2,509	8,530
Total net unrealized gains (losses)	(13,865)	19,276	(33,141)	3,842	15,434
Net realized and unrealized gains (losses)	**$(17,672)**	**$16,613**	**$(34,285)**	**$5,728**	**$10,885**
Investment Book Yield					
Income from cash and fixed maturities	$34,619	$27,920	$6,699	$22,479	$5,441
Average aggregate fixed maturities and cash and cash equivalents, at cost [1]	$1,535,360	$1,482,437	$52,923	$1,484,121	$(1,684)
Investment book yield	2.25%	1.88%	0.37%	1.51%	0.37%
Financial Statement Portfolio Return					
Total financial statement return	$18,301	$44,319	$(26,018)	$27,949	$16,370
Average aggregate invested assets, at fair value[1]	$1,670,240	$1,650,429	$19,811	$1,609,747	$40,682
Financial statement portfolio return	1.10%	2.69%	(1.59)%	1.74%	0.95%

(1) These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

2018 versus 2017: Net investment income increased by $8.3 million during 2018, primarily due to a $6.7 million increase in net investment income from fixed maturities and cash and cash equivalents, principally driven by $52.9 million increase in our average balance of fixed maturities and cash and cash equivalents. The book yield increased by 37 basis points due to higher reinvestment rates as a result of broad increases in effective yields.

The decrease in net realized and unrealized gains (losses) of $34.3 million primarily comprised:

- net realized losses on sale of investments of $3.8 million in 2018, compared to net realized losses of $2.7 million in 2017, an increase of $1.1 million;
- net unrealized losses on fixed maturity securities, trading of $13.8 million in 2018 compared to net unrealized gains of $7.2 million in 2017, a decrease of $21.0 million, primarily driven by lower valuations due to increased sovereign yields and widening of corporate credit spreads in the current period;

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- net unrealized losses on other investments of $2.3 million in 2018, compared to net unrealized gains of $11.0 million, a decrease of $13.3 million. The decrease was due to lower returns on private equities, equity fund and hedge funds, partially offset by higher returns on bond funds.

2017 versus 2016: Net investment income increased by $5.5 million during 2017, primarily due to a $5.4 million increase in net investment income from fixed maturities and cash and cash equivalents. The book yield increased by 37 basis points primarily due to higher reinvestment rates and increase in duration. Net realized and unrealized gains increased by $10.9 million primarily due net unrealized gains of $19.3 million in 2017 compared to net unrealized gains of $3.8 million in 2016, offset by a decrease in realized gains of $4.5 million. The increase in net unrealized gains on fixed maturity investments was primarily due to the tightening credit spreads, partially offset by an increase in yields. The increase in net unrealized gains on other investments was primarily due to higher returns on private equity and bond funds.

Other Activities

	2018	2017	Change	2016	Change
	(in thousands of U.S. dollars, except percentages)				
Net investment income	$2,725	$10,187	$(7,462)	$15,065	$(4,878)
Net realized and unrealized losses	$(10,249)	$(6,941)	$(3,308)	$(4,994)	$(1,947)
Financial Statement Portfolio Return					
Total financial statement return	$(7,524)	$3,246	$(10,770)	$10,071	$(6,825)
Average aggregate invested assets, at fair value (1)	$222,822	$310,608	$(87,786)	$330,826	$(20,218)
Financial statement portfolio return	(3.38)%	1.05%	(4.43)%	3.04%	(1.99)%

(1) These amounts are an average of the amounts disclosed in our quarterly U.S. GAAP consolidated financial statements.

2018 versus 2017: Net investment income decreased by $7.5 million during 2018 primarily due to a decrease in the income from life settlements. Net realized and unrealized losses increased by $3.3 million, primarily due to higher impairments on the life settlement portfolio in 2018 compared to 2017.

2017 versus 2016: Net investment income decreased by $4.9 million during 2017 primarily due to a decrease in the income from life settlements. Net realized and unrealized losses increased by $1.9 million, primarily due to higher impairments on the life settlement portfolio in 2017 compared to 2016.

Liquidity and Capital Resources

Overview

We aim to generate cash flows from our insurance operations and investments, preserve sufficient capital for future acquisitions, and develop relationships with lenders who provide borrowing capacity at competitive rates.

Our capital resources as at December 31, 2018 included ordinary shareholders' equity of $3.4 billion, preferred equity of $510.0 million, redeemable noncontrolling interest of $458.5 million classified as temporary equity, and debt obligations of $861.5 million. The redeemable noncontrolling interest may be settled in the future in cash or our ordinary shares, at our option. Based on our current loss reserves position, our portfolios of in-force insurance and reinsurance business, and our investment positions, we believe we are well capitalized.

The following table details our capital position as at December 31, 2018 and 2017:

	2018	2017	Change
	(in thousands of U.S. dollars)		
Ordinary shareholders' equity	$3,391,933	$3,136,684	$255,249
Series D and E Preferred Shares	510,000	—	510,000
Total Enstar Group Limited Shareholders' Equity (A)	3,901,933	3,136,684	765,249
Noncontrolling interest	12,056	9,264	2,792
Total Shareholders' Equity (B)	3,913,989	3,145,948	768,041
Senior Notes	348,054	347,516	538
Revolving credit facility	15,000	225,110	(210,110)
2018 EGL Term Loan Facility	498,485	—	498,485
2016 EGL Term Loan Facility	—	74,063	(74,063)
Total debt (C)	861,539	646,689	214,850
Redeemable noncontrolling interest (D)	458,543	479,606	(21,063)
Total capitalization = (B) + (C) + (D)	$5,234,071	$4,272,243	$961,828
Total capitalization attributable to Enstar = (A) + (C)	$4,763,472	$3,783,373	$980,099
Debt to total capitalization	16.5 %	15.1 %	1.4 %
Debt and Series D and E Preferred Shares to total capitalization	26.2 %	15.1 %	11.1 %
Debt to total capitalization attributable to Enstar	18.1 %	17.1 %	1.0 %
Debt and Series D and E Preferred Shares to total capitalization attributable to Enstar	28.8 %	17.1 %	11.7 %

As of December 31, 2018, we had $602.1 million of cash and cash equivalents, excluding restricted cash that supports insurance operations, and included in this amount was $445.5 million held by our foreign subsidiaries outside of Bermuda. Based on our group's current corporate structure with a Bermuda domiciled parent company and the jurisdictions in which we operate, if the cash and cash equivalents held by our foreign subsidiaries were to be distributed to us, as dividends or otherwise, such amount would not be subject to incremental income taxes, however in certain circumstances withholding taxes may be imposed by some jurisdictions, including by the United States. Based on existing tax laws, regulations and our current intentions, there were no accruals as of December 31, 2018 for any material withholding taxes on dividends or other distributions, as described in Note 20 - "Income Taxation" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Dividends

Enstar has not historically declared a dividend on our ordinary shares. Our strategy is to retain earnings and invest distributions from our subsidiaries back into the company. We do not currently expect to pay any dividends on our ordinary shares.

On June 28, 2018, we issued 16,000 Series D Preferred Shares with an aggregate liquidation value of $400.0 million. On November 21, 2018, we issued 4,400 Series E Preferred Shares with an aggregate liquidation value of $110.0 million. The dividends on the Series D and E Preferred Shares are non-cumulative and may be paid quarterly in arrears on the first day of March, June, September and December of each year, only when, as and if declared.

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The following table details the dividends that have been declared and paid on our Series D and E Preferred Shares from January 1, 2018 to March 1, 2019:

Preferred Share Series	Date Declared	Record Date	Date Payable	Dividend per: Preferred Share	Dividend per: Depositary Share	Total Dividends Paid in 2018
				(in U.S. dollars)		(in thousands of U.S. dollars)
Series D	July 31, 2018	August 15, 2018	September 1, 2018	$320.83	$ 0.32083	$ 5,133
Series D	November 6, 2018	November 15, 2018	December 1, 2018	$437.50	$ 0.43750	7,000
Series D	February 21, 2019	February 15, 2019	March 1, 2019	$437.50	$ 0.43750	—
Series E	February 21, 2019	February 15, 2019	March 1, 2019	$486.11	$ 0.48611	—
						$ 12,133

Any payment of common or preferred dividends must be approved by our Board of Directors. Our ability to pay common and preferred dividends is subject to certain restrictions, as described in Note 22 - "Dividend Restrictions and Statutory Financial Information" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Sources and Uses of Cash

Holding Company Liquidity

The potential sources of cash flows to Enstar as a holding company consist of cash flows from our subsidiaries including dividends, advances and loans, and interest income on loans to our subsidiaries. We also borrow from our credit facilities and, during 2018, we entered into a new unsecured term loan facility as described below.

We use cash to fund new acquisitions of companies and significant new business. We also utilize cash for our operating expenses associated with being a public company, and to pay interest and principal on loans from subsidiaries and debt obligations including loans under our credit facilities.

Our holding company cash flows are summarized in "Item 8. Financial Statements and Supplementary Data - Schedule II - Condensed Financial Information of Registrant - Statements of Cash Flows - Parent Company Only for the years ended December 31, 2018, 2017 and 2016" and the notes thereto.

We may, from time to time, raise capital from the issuance of equity, debt or other securities as we continuously evaluate our strategic opportunities. We filed an automatic shelf registration statement on October 10, 2017 with the U.S. Securities and Exchange Commission ("SEC") to allow us to conduct future offerings of debt, equity and other securities, if desired.

On June 28, 2018, we issued 16,000 Series D Preferred Shares with an aggregate liquidation value of $400.0 million. The net proceeds from the Series D Preferred Shares were used to repay a portion of amounts outstanding under our revolving credit facility, and fully repay our previous term loan facility. On November 21, 2018, we issued 4,400 Series E Preferred Shares with an aggregate liquidation value of $110.0 million. The net proceeds from the Series E Preferred Shares were used to fund our new business in Non-life Run-off operations.

As we are a holding company and have no substantial operations of our own, our assets consist primarily of investments in subsidiaries and our loans and advances to subsidiaries. Dividends from our insurance subsidiaries are restricted by insurance regulation.

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Operating Company Liquidity

The ability of our insurance and reinsurance subsidiaries to pay dividends and make other distributions is limited by the applicable laws and regulations of the jurisdictions in which our insurance and reinsurance subsidiaries operate, including Bermuda, the United Kingdom, the United States, Australia and Continental Europe, which subject these subsidiaries to significant regulatory restrictions. These laws and regulations require, among other things, certain of our insurance and reinsurance subsidiaries to maintain minimum capital resources requirements and limit the amount of dividends and other payments that these subsidiaries can pay to us, which in turn may limit our ability to pay dividends and make other payments. For more information on these laws and regulations, see "Item 1. Business - Regulation." As of December 31, 2018, all of our insurance and reinsurance subsidiaries' capital resources levels were in excess of the minimum levels required. The ability of our subsidiaries to pay dividends is subject to certain restrictions, as described in Note 22 - "Dividend Restrictions and Statutory Financial Information" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.
Our subsidiaries' ability to pay dividends and make other forms of distributions may also be limited by our repayment obligations under certain of our outstanding loan facility agreements. Variability in ultimate loss payments may also result in increased liquidity requirements for our subsidiaries. During 2018, 2017 and 2016, our regulated subsidiaries paid aggregate capital distributions and dividends of $243.0 million, $580.3 million and $517.1 million, respectively.

In the Non-life Run-off segment, sources of funds primarily consist of cash and investment portfolios acquired on the completion of acquisitions and loss portfolio transfer reinsurance agreements. Cash balances acquired upon our purchase of insurance or reinsurance companies are classified as cash provided by investing activities. Cash acquired from loss portfolio transfer reinsurance agreements is classified as cash provided by operating activities. We expect to use funds acquired from cash and investment portfolios, collected premiums, collections from reinsurance debtors, fees and commission income, investment income and proceeds from sales and redemptions of investments to meet expected claims payments and operational expenses with the remainder used for acquisitions and additional investments. In the Non-life Run-off segment, we generally expect negative operating cash flows to be met by positive investing cash flows.

In the Atrium and StarStone segments we expect a net provision of cash from operations as investment income earned and collected premiums should generally be in excess of total net claim payments, losses incurred on earned premiums and operating expenses.

Overall, we expect our cash flows, together with our existing capital base and cash and investments acquired on the acquisition of insurance and reinsurance subsidiaries, to be sufficient to meet cash requirements and to operate our business.

Cash Flows

The following table summarizes our consolidated cash flows, including those related to restricted cash, from operating, investing and financing activities for the years ended December 31, 2018, 2017 and 2016:

Cash provided by (used in):	**2018**	**2017**	**Change**	**2016**	**Change**
	(in thousands of U.S. dollars)				
Operating activities	$(160,072)	$(343,107)	$183,035	$(202,689)	$(140,418)
Investing activities	(825,754)	293,262	(1,119,016)	156,709	136,553
Financing activities	752,986	(65,476)	818,462	83,441	(148,917)
Effect of exchange rate changes on cash	2,588	9,512	(6,924)	(13,985)	23,497
Net increase (decrease) in cash and cash equivalents	(230,252)	(105,809)	(124,443)	23,476	(129,285)
Cash and cash equivalents, beginning of year	1,212,836	1,318,645	(105,809)	1,295,169	23,476
Cash and cash equivalents, end of year	$982,584	$1,212,836	$(230,252)	$1,318,645	$(105,809)

Details of our consolidated cash flows are included in "Item 8. Financial Statements and Supplementary Data - Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016."

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2018 versus 2017: Cash used in operating activities was $160.1 million for the year ended December 31, 2018 compared to $343.1 million for the year ended December 31, 2017. The negative operating cash flow was predominantly driven by: (i) net paid losses in our Non-Life Run-off segment for the years ended December 31, 2018 and 2017 of $838.8 million and $581.7 million, respectively; partially offset by (ii) cash and restricted cash acquired in Non-life Run-off reinsurance transactions for the years ended December 31, 2018 and 2017 of $652.0 million and $428.6 million, respectively. In addition, we are also continuously seeking to deploy surplus operating cash into our investing activities.

Cash used in investing activities for 2018 primarily related to net purchases of other investments of $464.7 million and cash and total acquisitions net of cash acquired of $245.2 million, principally related to the Maiden Re North America transaction. In 2017, cash provided by investing activities was primarily due to $126.6 million from the sale of a subsidiary and net redemptions of other investments of $122.9 million.

Cash provided by financing activities for 2018 of $753.0 million primarily related to the net proceeds of $495.4 million from the issuance of the Series D and E Preferred Shares, net inflows of $218.2 million from our credit facilities, which were principally used to fund new business and acquisitions, and $55.4 million of inflows in respect of contributions by noncontrolling interests. Cash used in financing activities for 2017 of $65.5 million primarily related to net repayments of $38.0 million from our credit facilities, consisting of the repayment of the Sussex Facility in full and the repayment of a portion of the EGL Revolving Credit Facility, partially offset by the issuance of our $350.0 million Senior Notes. In addition, we paid $27.5 million in dividends to noncontrolling interests.

2017 versus 2016: Cash used in operating activities was $343.1 million and $202.7 million for the years ended December 31, 2017 and 2016, respectively. The negative operating cash flow was predominantly driven by net paid losses in our Non-Life Run-off segment for the years ended December 31, 2017 and 2016 of $581.7 million and $533.8 million, respectively, partially offset by cash and restricted cash acquired in Non-life Run-off reinsurance transactions for the years ended December 31, 2017 and 2016 of $428.6 million and $174.5 million, respectively.

Cash provided by investing activities for 2017 of $293.3 million primarily related to net cash provided by sale of subsidiaries of $126.6 million and net cash used in acquisitions of $4.2 million, compared to net cash used in acquisitions of $18.5 million in 2016. In addition, net redemptions of other investments and net sales of available for sale securities provided cash of $122.9 million and $71.5 million, compared to $154.0 million and $29.0 million, in 2017 and 2016, respectively.

Cash used in financing activities for 2017 primarily related to net repayments of $38.0 million from our credit facilities, consisting of the repayment of the Sussex Facility in full and the repayment of a portion of the EGL Revolving Credit Facility, partially offset by the issuance of our $350.0 million Senior Notes. In addition, we paid $27.5 million in dividends to noncontrolling interests. During 2016, we had net borowings of $77.8 million from our credit facilities primarily utilized to finance acquisitions and significant new business.

Investable Assets

We define investable assets as the sum of total investments, cash and cash equivalents, restricted cash and cash equivalents and funds held. Investable assets were $12.5 billion as at December 31, 2018 as compared to $10.1 billion as at December 31, 2017, an increase of 23.5%. The increase was primarily due to the investments and funds held balance acquired in relation to the Maiden Re North America, Neon, Novae, Zurich Australia and Kayla Re transactions.

For information regarding our investment strategy, portfolio and results, refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Investments".

Included within our investable assets we had funds held - directly managed as of December 31, 2018 and 2017, of $1,198.2 million and $1,179.9 million, respectively. Our funds held - directly managed is carried on our consolidated balance sheets at fair value. For further information regarding our funds held - directly managed, refer to Note 6 - "Investments" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

In addition, as at December 31, 2018 and 2017, we had funds held by ceding companies of $321.3 million and $175.4 million, respectively, which are carried at cost with a fixed crediting rate.

For information regarding credit risk, refer to "Item 7A. Quantitative and Qualitative Disclosures About Market Risk - Credit Risk - Funds Held" of this Annual Report on Form 10-K.

Reinsurance Balances Recoverable on Paid and Unpaid Losses

As at December 31, 2018 and 2017, we had reinsurance balances recoverable on paid and unpaid losses of $2,029.7 million and $2,021.0 million, respectively. The increase is primarily related to the transactions with Maiden Re North America, Novae and Neon, partially offset by the acquisition of KaylaRe.

Our insurance and reinsurance run-off subsidiaries and portfolios, prior to acquisition, used retrocessional agreements to reduce their exposure to the risk of insurance and reinsurance assumed. On an annual basis, both Atrium and StarStone purchase a tailored outwards reinsurance program designed to manage their risk profiles. The majority of Atrium’s and StarStone's third-party reinsurance cover is with highly rated reinsurers or is collateralized by letters of credit.

We remain liable to the extent that retrocessionaires do not meet their obligations under these agreements, and therefore, we evaluate and monitor concentration of credit risk among our reinsurers. Provisions are made for amounts considered potentially uncollectible.

For further information regarding our reinsurance balances recoverable on paid and unpaid losses, refer to Note 8 - "Reinsurance Balances Recoverable on Paid and Unpaid Losses" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Debt Obligations

We utilize debt financing and loan facilities primarily for acquisitions and significant new business, and, from time to time, for general corporate purposes. For information regarding our debt arrangements, including our loan covenants, refer to Note 15 - "Debt Obligations and Credit Facilities" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. Our debt obligations as of December 31, 2018 and 2017 were $861.5 million and $646.7 million, respectively, as detailed in the below table:

Facility	**Origination Date**	**Term**	**2018**	**2017**
Senior Notes	March 10, 2017	5 years	$348,054	$347,516
EGL Revolving Credit Facility	August 16, 2018	5 years	15,000	—
Previous EGL Revolving Credit Facility	September 16, 2014	5 years	—	225,110
2018 EGL Term Loan Facility	December 27, 2018	3 years	498,485	—
2016 EGL Term Loan Facility	November 18, 2016	3 years	—	74,063
Total debt obligations			$861,539	$646,689

On March 10, 2017, we issued Senior Notes (the "Notes") for an aggregate principal amount of $350.0 million. The Notes pay 4.5% interest semi-annually and mature on March 10, 2022. The Notes are unsecured and unsubordinated obligations that rank equal to any of our other unsecured and unsubordinated obligations, senior to any future obligations that are expressly subordinated to the Notes, effectively subordinated to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness, and structurally subordinated to all liabilities of our subsidiaries.

On August 16, 2018, we and certain of our subsidiaries, as borrowers and guarantors, entered into a new five-year unsecured $600.0 million revolving credit agreement. The credit agreement expires in August 2023 and we have the option to increase the commitments under the facility by up to an aggregate of $400.0 million, subject to the terms of the agreement. Borrowings under the facility will bear interest at a rate based on the Company's long term senior unsecured debt ratings. In connection with our entry into the credit agreement described above, we terminated and fully repaid our previous revolving credit agreement. As at December 31, 2018, we were permitted to borrow up to an aggregate of $600.0 million under the facility. As at December 31, 2018, there was $585.0 million of available unutilized capacity under this facility. We are in compliance with the covenants of the facility. Subsequent to December 31, 2018, we utilized $173.0 million and repaid $46.0 million, bringing the unutilized capacity under this facility to $458.0 million.

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On December 27, 2018, we entered into and fully utilized a three-year $500.0 million unsecured term loan (the "2018 EGL Term Loan Facility"). Interest is payable at least every three months at the London Interbank Offered Rate ("LIBOR") or the alternate base rate ("ABR") plus a margin set forth in the agreement. In the event of default, the interest rate may increase and the agent may, and at the request of the required lenders shall, cancel lender commitments and demand early repayment. The proceeds were partially used to fund the acquisition of Maiden Re North America. We also previously had an unsecured term loan (the "2016 EGL Term Loan Facility") with outstanding principal of $74.1 million as of December 31, 2017. This previous facility was fully repaid and terminated during 2018.

Financial and business covenants imposed on us, in relation to our revolving credit facility and our term loan credit facility include certain limitations on mergers and consolidations, acquisitions, indebtedness and guarantees, restrictions as to dispositions of stock and assets, and limitations on liens. Generally, the financial covenants require us to maintain a gearing ratio of consolidated indebtedness to total capitalization of not greater than 0.35 to 1.0 and to maintain a consolidated net worth of not less than the aggregate of (i) $2.3 billion, (ii) 50% of net income available for distribution to the Company's ordinary shareholders at any time after August 16, 2018, and (iii) 50% of the proceeds of any common stock issuance made after August 16, 2018. In addition, we must maintain eligible capital in excess of the enhanced capital requirement imposed on us by the Bermuda Monetary Authority pursuant to the Insurance (Group Supervision) Rules 2011 of Bermuda. We are in compliance with these covenants.

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Contractual Obligations

The following table summarizes, as of December 31, 2018, our future payments under contractual obligations and estimated payments for losses and LAE and policy benefits by expected payment date. The table excludes short-term liabilities and includes only obligations that are expected to be settled in cash.

	Total	Less than 1 Year	1 - 3 years	3 - 5 years	6 - 10 years	More than 10 Years
	(in millions of U.S. dollars)					
Operating Activities						
Estimated gross reserves for losses and LAE [(1)]						
Asbestos	$1,617.0	$97.8	$180.4	$168.1	$300.5	$870.2
Environmental	222.7	20.4	37.8	33.4	52.8	78.3
General Casualty	879.5	201.4	254.8	143.9	135.0	144.4
Workers' compensation/personal accident	2,286.8	257.3	370.2	283.0	411.0	965.3
Marine, aviation and transit	374.7	106.7	115.1	49.8	51.6	51.5
Construction defect	120.0	26.4	40.9	24.9	18.8	9.0
Professional indemnity/ Directors & Officers	820.5	190.9	258.1	147.0	131.3	93.2
Motor	886.3	314.5	258.7	102.2	83.1	127.8
Property	205.9	97.1	59.6	21.6	15.5	12.1
Other	386.1	101.1	102.3	53.8	58.5	70.4
Total Non-Life Run-off	7,799.5	1,413.6	1,677.9	1,027.7	1,258.1	2,422.2
Atrium	235.4	96.7	85.0	32.5	17.8	3.4
StarStone	1,584.1	567.7	567.3	228.3	158.7	62.1
Other	18.9	3.0	7.5	3.6	3.2	1.6
ULAE	360.9	65.1	80.9	49.0	58.6	107.3
Estimated gross reserves for losses and LAE [(1)]	9,998.8	2,146.1	2,418.6	1,341.1	1,496.4	2,596.6
Policy benefits for life and annuity contracts [(2)]	121.0	6.0	11.5	11.8	28.7	63.0
Operating lease obligations	65.4	9.5	20.5	14.1	19.2	2.1
Investing Activities						
Investment commitments to private equity funds	228.2	107.4	103.9	16.9	—	—
Investment commitments to equity method investments	167.2	167.2	—	—	—	—
Financing Activities						
Loan repayments (including estimated interest payments)	996.3	40.0	579.6	376.7	—	—
Total	$11,576.9	$2,476.2	$3,134.1	$1,760.6	$1,544.3	$2,661.7

(1) The reserves for losses and LAE represent management’s estimate of the ultimate cost of settling losses. The estimation of losses is based on various complex and subjective judgments. Actual losses paid may differ, perhaps significantly, from the reserve estimates reflected in our financial statements. Similarly, the timing of payment of our estimated losses is not fixed and there may be significant changes in actual payment activity. The assumptions used in estimating the likely payments due by period are based on our historical claims payment experience and industry payment patterns, but due to the inherent uncertainty in the process of estimating the timing of such payments, there is a risk that the amounts paid in any such period can be significantly different from the amounts disclosed above. The amounts in the above table represent our estimates of known liabilities as of December 31, 2018 and do not take into account corresponding reinsurance recoverable amounts that would be due to us. Furthermore, certain of the reserves included in the audited consolidated financial statements as of December 31, 2018 were acquired by us and initially recorded at fair value with subsequent amortization, whereas the expected payments by period in the table above are the estimated payments at a future time and do not reflect the fair value adjustment in the amount payable.

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(2) Policy benefits for life and annuity contracts recorded in our audited consolidated balance sheet as at December 31, 2018 of $105.1 million are computed on a discounted basis, whereas the expected payments by period in the table above are the estimated payments at a future time and do not reflect a discount of the amount payable.

In addition to the contractual obligations in the table above, we also have the right to purchase the redeemable noncontrolling interests ("RNCI") from the RNCI holders at certain times in the future (each such right, a "call right") and the RNCI holders have the right to sell their RNCI interests to us at certain times in the future (each such right, a "put right"). The RNCI rights are described in Note 21 - "Related Party Transactions" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

For additional information relating to our commitments and contingencies, see Note 23 - "Commitments and Contingencies" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

At December 31, 2018, we did not have any off-balance sheet arrangements, as defined by Item 303(a) (4) of Regulation S-K.

Critical Accounting Policies

We believe the following accounting policies impact the most significant judgments and estimates used in the preparation of our financial statements.

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Losses and Loss Adjustment Expenses - Non-Life Run-off

The following tables provides a breakdown of gross and net losses and LAE reserves, consisting of Outstanding Loss Reserve ("OLR") and IBNR by line of business and adjustments for fair value resulting from business combinations, adjustments for where we elected the fair value option, deferred charge assets and ULAE, as of December 31, 2018 and 2017:

	2018					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Asbestos	$341,544	$1,275,476	$1,617,020	$321,356	$1,171,754	$1,493,110
Environmental	96,665	126,035	222,700	93,095	117,384	210,479
General casualty	500,033	379,484	879,517	416,097	298,612	714,709
Workers' compensation/personal accident	1,454,178	832,615	2,286,793	1,115,116	537,782	1,652,898
Marine, aviation and transit	301,783	72,888	374,671	227,994	78,023	306,017
Construction defect	20,712	99,288	120,000	19,310	94,736	114,046
Professional indemnity/Directors & Officers	603,665	216,839	820,504	426,020	166,898	592,918
Motor	564,307	321,992	886,299	414,847	304,874	719,721
Property	168,267	37,631	205,898	160,873	36,817	197,690
Other	220,615	165,519	386,134	175,289	111,453	286,742
	$4,271,769	$3,527,767	$7,799,536	$3,369,997	$2,918,333	$6,288,330
Fair value adjustments			(217,527)			(203,183)
Fair value adjustments - fair value option			(374,752)			(244,013)
Deferred charge assets on retroactive reinsurance			—			(86,585)
ULAE			333,405			333,405
Total			$7,540,662			$6,087,954

	2017					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Asbestos	$366,446	$1,434,598	$1,801,044	$341,355	$1,337,467	$1,678,822
Environmental	95,801	95,259	191,060	91,049	93,345	184,394
General casualty	344,425	266,526	610,951	276,791	194,747	471,538
Workers' compensation/personal accident	1,458,430	748,949	2,207,379	889,265	371,161	1,260,426
Marine, aviation and transit	109,102	56,284	165,386	90,101	51,904	142,005
Construction defect	28,701	135,608	164,309	27,406	122,307	149,713
Professional indemnity/Directors & Officers	214,803	40,265	255,068	181,027	39,591	220,618
Motor	242,213	30,734	272,947	98,866	19,321	118,187
Property	65,445	9,706	75,151	52,236	8,554	60,790
Other	260,337	85,998	346,335	205,322	75,376	280,698
	$3,185,703	$2,903,927	$6,089,630	$2,253,418	$2,313,773	$4,567,191
Fair value adjustments			(125,998)			(113,028)
Fair value adjustments - fair value option			(314,748)			(182,764)
Deferred charge assets on retroactive reinsurance			—			(80,192)
ULAE			300,588			300,588
Total			$5,949,472			$4,491,795

As of December 31, 2018 and 2017, the IBNR reserves (net of reinsurance balances receivable) accounted for $2,918.3 million, or 46.4%, and $2,313.8 million, or 50.7%, respectively, of our total Non-life Run-off net losses and LAE, excluding the fair value adjustments, deferred charge assets and ULAE.

Our primary objective in running off the operations of acquired companies and portfolios of insurance and reinsurance business in run-off is to increase book value by settling loss reserves below their acquired fair value. The earnings created in each acquired company or portfolio of insurance and reinsurance business, together with the related decrease in loss reserves, lead to a reduction in the capital required for each company, thereby providing the ability to distribute both earnings and excess capital to the parent company.

- To the extent that the nature of the acquired loss reserves are conducive to commutation, our aim is to settle the majority of the acquired loss reserves within a time frame of approximately five to seven years from the date of acquisition.
- To the extent that acquired reserves are not conducive to commutation, we will instead adopt a disciplined claims management approach to pay only valid claims on a timely basis and endeavor to reduce the level of acquired LAE provisions by streamlining claims handling procedures.

By adopting either of the above run-off strategies, we would expect that over the targeted life of the run-off, acquired ultimate loss reserves would settle below their acquired value, resulting in reductions in ultimate losses and LAE liabilities. There can be no assurance, however, that we will successfully implement our strategy.

Commutations of blocks of policies, along with disciplined claims management, have the potential to produce favorable claims development compared to established reserves. For each newly-acquired company, we determine a commutation strategy that broadly identifies commutation targets using the following criteria:

- previous commutations completed by existing portfolio companies with policyholders of the newly-acquired company;
- nature of liabilities;
- size of incurred loss reserves;
- recent loss development history; and
- targets for claims audits.

Once commutation targets are identified, they are prioritized into target years of completion. At the beginning of each year, the approach to commutation negotiations is determined by the commutation team, including claims and exposure analysis and broker account reconciliations. On completion of this analysis, settlement parameters are set around incurred liabilities. Commutation discussions can take many months or even years to come to fruition. Commutation targets not completed in a particular year are re-prioritized for the following year.

Every commutation, irrespective of value, requires the approval of our senior management. The impact of the commutation activity on the IBNR reserve is reflected as part of our annual actuarial reviews of reserves. However, if a significant commutation is completed during the year, loss reserves will be adjusted in the corresponding quarter to reflect management's then best estimate of the impact on remaining IBNR reserves.

Commutations provide an opportunity for us to exit exposures to entire policies with insureds and reinsureds for an agreed upon payment, or payments, often at a discount to the previously estimated ultimate liability. As a result of exiting all exposures to such policies, all advised case reserves and IBNR reserves relating to the insured or reinsured are eliminated. A commutation is recognized upon the execution of a commutation release agreement. Following completion of a commutation, all the related balances, including insurance and reinsurance balances payable and/or receivable, funds held by ceding companies, and losses and LAE (including fair value adjustments and estimated IBNR), are written off with corresponding gain or loss recorded in the net reduction of ultimate losses. A commutation may result in a net gain irrespective of whether the settlement exceeds the advised case reserves. Advised case reserves are those reserve estimates for a specific loss or losses reported by either the broker or insured or reinsured.

IBNR reserves are established at a class of business level. A commutation settlement is a negotiated settlement of both the advised case reserves and an estimate of the IBNR reserves that relate to the policies being commuted.

For latent exposures with a long reporting tail, the estimated level of IBNR reserves may be significantly higher than the advised case reserves. In such an instance, the commutation settlement of a block of such policies may be greater than the advised case reserves but less than the aggregate of the advised case reserves plus the estimated related IBNR reserves, resulting in a total saving on the remaining liability.

On a quarterly basis, we adjust our estimates of ultimate loss and LAE liabilities in the quarter that any significant commutation is concluded. The agreed commutation settlement is recorded in net losses paid.

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To the extent that commuted policies are protected by reinsurance, then we will, on completion of a commutation with an insured or reinsured, negotiate with the reinsurers to contribute their share of the commutation settlement. Any amounts received from such reinsurers will be recorded in net losses paid and the impact of any savings or loss on reinsurance recoverable on unpaid losses will be included in the actuarial reassessment of net ultimate liabilities.

Annual Losses and Loss Adjustment Reviews

Because a significant amount of time can lapse between the assumption of risk, the occurrence of a loss event, the reporting of the event to an insurance or reinsurance company and the ultimate payment of the claim on the loss event, the liability for unpaid losses and LAE is based largely upon estimates. On a quarterly basis, our management must use considerable judgment in the process of developing these estimates. Management reviews the actual loss development in the quarter and receives input from the actuarial, claims and legal staff on the drivers of any favorable or unfavorable loss emergence. The liability for unpaid losses and LAE for property and casualty business includes amounts determined from loss reports on individual cases and amounts for IBNR reserves.

Loss advices or reports from ceding companies are generally provided via the placing broker and comprise treaty statements, individual claims files, electronic messages and large loss advices or cash calls.

- Large loss advices and cash calls are provided to us as soon as practicable after an individual loss or claim is made or settled by the insured.
- The remaining broker advices are issued monthly, quarterly or annually depending on the provisions of the individual policies or the ceding company's practice.
- For certain direct insurance policies where the claims are managed by Third Party Administrators (TPAs) and Managing General Agents (MGAs), loss bordereaux are received either monthly or quarterly depending on the arrangement with the TPA and MGA. Loss advices for direct insurance policies may be received from the broker, agent or directly from the insured.

Where we provide reinsurance or retrocession reinsurance protection, the process of claims advice from the direct insurer to the reinsurers and/or retrocessionaires naturally involves more levels of communication, which inevitably creates delays or lags in the receipt of loss advice by the reinsurers/retrocessionaires relative to the date of first advice to the direct insurer. Certain types of exposure, typically latent health exposures such as asbestos-related claims, have inherently long reporting delays, in some cases many years, from the date a loss occurred to the manifestation and reporting of a claim and ultimately until the final settlement of the claim.

An industry-wide weakness in cedant reporting affects the adequacy and accuracy of reserving for advised claims. We attempt to mitigate this inherent weakness as follows:

- We closely monitor cedant loss reporting and, for those cedants identified as providing inadequate, untimely or unusual reporting of losses, we conduct, in accordance with the provisions of the insurance and reinsurance contracts, detailed claims audits at the insured's or reinsured's premises. Such claims audits have the benefit of validating advised claims, determining whether the cedant's loss reserving practices and reporting are adequate and identifying potential loss reserving issues of which our actuaries need to be made aware. Any required adjustments to advised claims reserves reported by cedants identified during the claims audits will be recorded as an adjustment to the advised case reserve.
- Onsite claims audits are often supplemented by further reviews by our internal and external legal advisors to determine the reasonableness of advised case reserves and, if considered necessary, an adjustment to the reported case reserve will be recorded.
- Our actuaries project expected paid and incurred loss development for each class of business, which is monitored on a quarterly basis. Should actual paid and incurred development differ significantly from the expected paid and incurred development, we will investigate the cause and, in conjunction with our actuaries, consider whether any adjustment to total loss reserves is required.
- Our actuaries consider the quality of ceding company data as part of their ongoing evaluation of the liability for ultimate losses and LAE, and the methodologies they select for estimating ultimate losses inherently

compensate for potential weaknesses in this data, including weaknesses in loss reports provided by cedants.

We strive to apply the highest standards of discipline and professionalism to our claims adjusting, processing and settlement, and disputes with cedants are rare. However, we are from time to time involved in various disputes and legal proceedings in the ordinary course of our claims adjusting process. We are often involved in disputes commenced by other co-insurers who act in unison with any litigation or dispute resolution controlled by the lead underwriter. Coverage disputes arise when the insured/reinsured and insurer/reinsurer cannot reach agreement as to the interpretation of the policy and/or application of the policy to a claim. Most insurance and reinsurance policies contain dispute resolution clauses requiring arbitration or mediation. In the absence of a contractual dispute resolution process, civil litigation would be commenced. We aim to reach a commercially acceptable resolution to any dispute, using arbitration or litigation as a last resort. We regularly monitor and provide internal reports on disputes involving arbitration and litigation and engage external legal counsel to provide professional advice and assist with case management.

In establishing reserves, management includes amounts for IBNR reserves using information from the actuarial estimates of ultimate losses. We use generally accepted actuarial methodologies to estimate ultimate losses and LAE and those estimates are reviewed by our management. On an annual basis, independent actuarial firms are retained by management to provide their estimates of ultimate losses and to review the estimates developed by our actuaries.

Nearly all of our unpaid claims liabilities are considered to have a long claims payout tail. Net loss reserves, excluding the fair value adjustments, deferred charge assets and ULAE, for our non-life run-off subsidiaries relate primarily to casualty exposures, including latent claims, of which 27.1% in 2018 (2017: 40.8%) relate to asbestos and environmental ("A&E") exposures.

Within the annual loss reserve studies produced by either our actuaries or independent actuaries, exposures for each subsidiary are separated into homogeneous reserving categories for the purpose of estimating IBNR. Each reserving category contains either direct insurance or assumed reinsurance reserves and groups relatively similar types of risks and exposures (for example, asbestos, environmental, casualty, property) and lines of business written (for example, marine, aviation, non-marine). Based on the exposure characteristics and the nature of available data for each individual reserving category, a number of methodologies are applied. Recorded reserves for each category are selected from the actuarial indications produced by the various methodologies after consideration of exposure characteristics, data limitations and strengths and weaknesses of each method applied. This approach to estimating IBNR has been consistently adopted in the annual loss reserve studies for each period presented.

Our management, through the loss reserving committees, considers the reasonableness of loss reserves recommended by our actuaries, including actual loss development during the year, using the following reports produced internally on a quarterly basis for each of our insurance and reinsurance subsidiaries:

- Gross, ceded and net incurred loss report - This report provides, for each reporting period, the total (including commuted policies) gross, ceded and net incurred loss development for each company and a commentary on each company’s loss development. The report highlights the causes of any unusual or significant loss development activity (including commutations).
- Actual versus expected gross incurred loss development schedule - This schedule provides a summary, and commentary thereon, of each company’s (excluding companies or portfolios of business acquired in the current year) non-commuted incurred gross losses compared to the estimate of the development of non-commuted incurred gross losses provided by our actuaries at the beginning of the year as part of the prior year’s reserving process.
- Commutations summary schedule - This schedule summarizes all commutations completed during the year for all companies, and identifies the policyholder with which we commuted, the incurred losses settled by the commutation (comprising outstanding unpaid losses and case reserves) and the amount of the commutation settlement.
- Analysis of paid, incurred and ultimate losses - This analysis for each company, and in the aggregate, provides a summary of the gross, ceded and net paid and incurred losses and the impact of applying our

actuaries' recommended loss reserves. This report, reviewed in conjunction with the previous reports, provides an analytical tool to review each company's incurred loss or gain and reduction in IBNR reserves to assess whether the ultimate reduction in loss reserves appears reasonable in light of known developments within each company.

The above reports provide management with the relevant information to determine whether loss development (including commutations) during the year has, for each company, been sufficiently meaningful so as to warrant an adjustment to the reserves recommended by our actuaries in the most recent actuarial study.

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When establishing loss reserves we have an expectation that, in the absence of commutations and significant favorable or unfavorable non-commuted loss development compared to expectations, loss reserves will not exceed the high, or be less than the low, end of the following ranges of gross losses and LAE reserves implied by the various methodologies used by each of our insurance subsidiaries as of December 31, 2018.

The range of gross loss and LAE reserves implied by the various methodologies used by each of our insurance and reinsurance subsidiaries as of December 31, 2018 and December 31, 2017 is presented in the following table ("Range of Outcomes"):

	2018			**2017**		
	Low	**Selected**	**High**	**Low**	**Selected**	**High**
	(in thousands of U.S. dollars)					
Asbestos	$1,384,890	$1,617,020	$1,931,409	$1,554,713	$1,801,044	$2,043,180
Environmental	184,749	222,700	267,159	170,461	191,060	217,643
General casualty	803,851	879,517	976,457	539,506	610,951	680,562
Workers' compensation/personal accident	2,063,005	2,286,793	2,577,116	1,973,167	2,207,379	2,434,441
Marine, aviation and transit	338,318	374,671	419,911	140,610	165,386	185,772
Construction defect	107,126	120,000	139,129	148,939	164,309	181,609
Professional indemnity/Directors & Officers	758,021	820,504	910,718	230,967	255,068	280,755
Motor	806,731	886,299	951,734	242,691	272,947	299,937
Property	192,869	205,898	225,013	66,697	75,151	83,403
Other	346,674	386,134	428,904	300,281	346,335	385,967
	6,986,234	7,799,536	8,827,550	5,368,032	6,089,630	6,793,269
Fair value adjustments	(198,969)	(217,527)	(239,227)	(108,145)	(125,998)	(141,880)
Fair value adjustments - fair value option	(329,874)	(374,752)	(420,609)	(273,680)	(314,748)	(349,607)
ULAE	296,704	333,405	373,360	263,433	300,588	333,735
Total	$6,754,095	$7,540,662	$8,541,074	$5,249,640	$5,949,472	$6,635,517

Quarterly Reserve Reviews

In addition to an in-depth annual review, we also perform quarterly reserve reviews. This is done by examining quarterly paid and incurred loss development to determine whether it is consistent with reserves established during the preceding annual reserve review and with expected development. Loss development is reviewed separately for each major exposure type (e.g., asbestos, environmental, etc.), for each of our relevant subsidiaries, and for large "wholesale" commutation settlements versus "routine" paid and advised losses. This process is undertaken to determine whether loss development experience during a quarter warrants any change to held reserves.

Loss development is examined separately by exposure type because different exposures develop differently over time. For example, the expected reporting and payout of losses for a given amount of asbestos reserves can be expected to take place over a different time frame and in a different quarterly pattern from the same amount of environmental reserves.

In addition, loss development is examined separately for each of our relevant subsidiaries. Companies can differ in their exposure profile due to the mix of insurance versus reinsurance, the mix of primary versus excess insurance, the underwriting years of participation and other criteria. These differing profiles lead to different expectations for quarterly and annual loss development by company.

Our quarterly paid and incurred loss development is often driven by large, wholesale settlements - such as commutations and policy buy-backs - which settle many individual claims in a single transaction. This allows for monitoring of the potential profitability of large settlements, which, in turn, can provide information about the adequacy of reserves on remaining exposures that have not yet been settled.

For example, if it were found that large settlements were consistently leading to large negative, or favorable, incurred losses upon settlement, it might be an indication that reserves on remaining exposures are redundant.

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Conversely, if it were found that large settlements were consistently leading to large positive, or adverse, incurred losses upon settlement, it might be an indication—particularly if the size of the losses were increasing—that certain loss reserves on remaining exposures are deficient.

Moreover, removing the loss development resulting from large settlements allows for a review of loss development related only to those contracts that remain exposed to losses. Were this not done, it is possible that savings on large wholesale settlements could mask significant underlying development on remaining exposures.

Once the data has been analyzed as described above, an in-depth review is performed on classes of exposure with significant loss development. Discussions are held with appropriate personnel, including individual company managers, claims handlers and attorneys, to better understand the causes. If it were determined that development differs significantly from expectations, reserves would be adjusted.

As described above, our management regularly reviews and updates reserve estimates using the most current information available and employing various actuarial methods. Adjustments resulting from changes in our estimates are recorded in the period when such adjustments are determined. The ultimate liability for losses and LAE is likely to differ from the original estimate due to a number of factors, primarily consisting of the overall claims activity occurring during any period, including the completion of commutations of assumed liabilities and ceded reinsurance receivables, policy buy-backs and general incurred claims activity.

Loss Reserving (All Classes, except Latent Claims)

For our "All Other" (non-latent) loss exposure, including workers' compensation, our actuaries apply a range of traditional loss development extrapolation techniques. These methods assume that cohorts, or groups, of losses from similar exposures will increase over time in a predictable manner. Historical paid, incurred, and outstanding loss development experience is examined for earlier years to make inferences about how later years' losses will develop. The application and consideration of multiple methods is consistent with the Actuarial Standards of Practice.

When determining which loss development extrapolation methods to apply to each company and each class of exposure within each company, we consider the nature of the exposure for each specific subsidiary and reserving segment and the available loss development data, as well as the limitations of that data. In cases where company-specific loss development information is not available or reliable, we select methods that do not rely on historical data (such as incremental or run-off methods) and consider industry loss development information published by industry sources such as the Reinsurance Association of America. In determining which methods to apply, we also consider cause of loss coding information when available.

A brief summary of the methods that are considered most frequently in analyzing non-latent exposures is provided below. This summary discusses the strengths and weaknesses of each method, as well as the data requirements for each method, all of which are considered when selecting which methods to apply for each reserve segment.

1. Cumulative Reported and Paid Loss Development Methods. The Cumulative Reported (Case Incurred) Loss Development method relies on the assumption that, at any given state of maturity, ultimate losses can be predicted by multiplying cumulative reported losses (paid losses plus case reserves) by a cumulative development factor. The validity of the results of this method depends on the stability of claim reporting and settlement rates, as well as the consistency of case reserve levels. Case reserves do not have to be adequately stated for this method to be effective; they only need to have a fairly consistent level of adequacy at all stages of maturity. Historical "age-to-age" loss development factors ('LDFs') are calculated to measure the relative development of an accident year from one maturity point to the next. Age-to-age LDFs are then selected based on these historical factors. The selected age-to-age LDFs are used to project the ultimate losses. The Cumulative Paid Loss Development Method is mechanically identical to the Cumulative Reported Loss Development Method described above, but the paid method does not rely on case reserves or claim reporting patterns in making projections. The validity of the results from using a cumulative loss development approach can be affected by many conditions, such as internal claim department processing changes, a shift between single and multiple payments per claim, legal changes, or variations in a company's mix of business from year to year. Typically, the most appropriate circumstances in which to apply a cumulative loss development method are those in which the exposure is mature, full loss development data is available, and the historical observed loss development is relatively stable.

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2. Incremental Reported and Paid Loss Development Methods. Incremental incurred and paid analyses are performed in cases where cumulative data is not available. The concept of the incremental loss development methods is similar to the cumulative loss development methods described above, in that the pattern of historical paid or incurred losses is used to project the remaining future development. The difference between the cumulative and incremental methods is that the incremental methods rely on only incremental incurred or paid loss data from a given point in time forward, and do not require full loss history. These incremental loss development methods are therefore helpful when data limitations apply. While this versatility in the incremental methods is a strength, the methods are sensitive to fluctuations in loss development, so care must be taken in applying them.

3. IBNR-to-Case Outstanding Method. This method requires the estimation of consistent cumulative paid and reported (case) incurred loss development patterns and age-to-ultimate LDFs, either from data that is specific to the segment being analyzed or from applicable benchmark or industry data. These patterns imply a specific expected relationship between IBNR, including both development on known claims (bulk reserve) and losses on true late reported claims, and reported case incurred losses. The IBNR-to-Case Outstanding method can be used in a variety of situations. It is appropriate for loss development experience that is mature and possesses a very high ratio of paid losses to reported case incurred losses. The method also permits an evaluation of the difference in maturity between the business being reviewed and benchmark development patterns. Depending on the relationship of paid to incurred losses, an estimate of the relative maturity of the business being reviewed can be made and a subsequent estimate of ultimate losses driven by the implied IBNR to case outstanding ratio at the appropriate maturity can be made. This method is also useful where loss development data is incomplete and only the case outstanding amounts are determined to be reliable. This method is less reliable in situations where relative case reserve adequacy has been changing over time.

4. Bornhuetter-Ferguson Expected Loss Projection Reported and Paid Methods. The Bornhuetter-Ferguson Expected Loss Projection Method based on reported loss data relies on the assumption that remaining unreported losses are a function of the total expected losses rather than a function of currently reported losses. The expected losses used in this analysis are based on initial selected ultimate loss ratios by year. The expected losses are multiplied by the unreported percentage to produce expected unreported losses. The unreported percentage is calculated as one minus the reciprocal of the selected cumulative incurred LDFs. Finally, the expected unreported losses are added to the current reported losses to produce ultimate losses. The calculations underlying the Bornhuetter-Ferguson Expected Loss Projection Method based on paid loss data are similar to the Bornhuetter-Ferguson calculations based on reported losses, with the exception that paid losses and unpaid percentages replace reported losses and unreported percentages. The Bornhuetter-Ferguson method is most useful as an alternative to other models for immature years. For these immature years, the amounts reported or paid may be small and unstable and therefore not predictive of future development. Therefore, future development is assumed to follow an expected pattern that is supported by more stable historical data or by emerging trends. This method is also useful when changing reporting patterns or payment patterns distort historical development of losses. Similar to the loss development methods, the Bornhuetter-Ferguson method may be applied to loss and ALAE on a combined or separate basis. The Bornhuetter-Ferguson method may not be appropriate in circumstances where the liabilities being analyzed are very mature, as it is not sensitive to the remaining amount of case reserves outstanding, or the actual development to date.

5. Reserve Run-off Method. This method first projects the future values of case reserves for all underwriting years to future ages of development. This is done by selecting a run-off pattern of case reserves. The selected case run-off ratios are chosen based on the observed run-off ratios at each age of development. Once the ratios have been selected, they are used to project the future values of case reserves. A paid on reserve factor is selected in a similar way. The ratios of the observed amounts paid during each development period to the respective case reserves at the beginning of the periods are used to estimate how much will be paid on the case reserves during each development period. These paid on reserve factors are then applied to the case reserve amounts that were projected during the first phase of this method. A summation of the resulting paid amounts yields an estimate of the liability. The Reserve Run-off Method works well when the historical run-off patterns are reasonably stable and when case reserves ultimately show a decreasing trend. Another strength of this method is that it only requires case reserves at a given point in time and incremental paid and incurred losses after that point, meaning that it can be applied in cases where full loss history is not available. In cases of volatile data where there is a persistent increasing trend in case reserves, this method will fail to produce a reasonable estimate. In several cases, reliance upon this method was limited due to this weakness.

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Our actuaries select the appropriate loss development extrapolation methods to apply to each company and each class of exposure, and then apply these methods to calculate an estimate of ultimate losses. Our management, which is responsible for the final estimate of ultimate losses, reviews the calculations of our actuaries, considers whether the appropriate method was applied, and adjusts the estimate of ultimate losses as it deems necessary. Historically, we have not deviated from the recommendations of our actuaries. Paid-to-date losses are then deducted from the estimate of ultimate losses to arrive at an estimated total loss reserve, and reported outstanding case reserves are then deducted from estimated total loss reserves to calculate the estimated IBNR reserve.

Loss Reserving (Latent Claims)

Asbestos Claims

Asbestos continues to be the most significant and difficult mass tort for the insurance industry in terms of claims volume, legal expense and indemnity payments. In the United States, asbestos-related lawsuits emerged in the early 1970s, accelerated through the 1980s and continue today, nearly fifty years after the first significant lawsuit against an asbestos manufacturer. A unique feature of U.S. asbestos litigation is that a plaintiff will identify numerous defendants, often over 50, in a lawsuit, creating additional expense to defend the suit. Asbestos lawsuits have led to many of the traditional defendants filing for bankruptcy. We believe the insurance industry has been adversely affected by judicial interpretations that have had the effect of maximizing insurance recoveries from both a coverage and liability perspective.

A number of our subsidiaries, and counterparties who wrote portfolios we assumed, have exposure to bodily injury claims from alleged exposure to asbestos. The United States asbestos exposure arises mainly from general liability insurance policies underwritten prior to 1986, which our subsidiaries or counterparties either wrote directly, on a primary or excess basis, or as reinsurance. Our United Kingdom asbestos exposures emanates from Employers Liability insurance policies. Asbestos bodily injury claims differ from other bodily injury claims due to the long latency period for asbestos, which often triggers a policyholder’s coverage over multiple policy periods. The long latency period, combined with the lack of clear judicial precedent with respect to coverage interpretations and expanded theories of liability, increase the uncertainty of the asbestos claim reserve estimates.

The following table provides a reconciliation of our gross and net loss and ALAE reserves from asbestos exposures and the movement in gross and net reserves for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**2016**
	(in thousands of U.S. dollars)		
Balance as at January 1	$1,801,044	$849,901	$403,307
Less: reinsurance reserves recoverable	122,222	34,135	31,915
Net balance as at January 1	1,678,822	815,766	371,392
Total net incurred losses and LAE	(64,949)	27,029	(25,295)
Total net paid losses	(108,248)	(105,731)	(33,334)
Effect of exchange rate movement	(70,084)	79,515	(2,846)
Acquired on purchase of subsidiaries	7,569	—	6,977
Assumed business	50,000	862,243	498,872
Net balance as at December 31	1,493,110	1,678,822	815,766
Plus: reinsurance reserves recoverable	123,910	122,222	34,135
Balance as at December 31	$1,617,020	$1,801,044	$849,901

The liability for unpaid losses and ALAE for asbestos reserves reflects our best estimate for future amounts needed to pay losses and related ALAE as of each of the balance sheet dates reflected in the financial statements herein in accordance with U.S. GAAP. As of December 31, 2018 and 2017, the net loss reserves for asbestos-related claims comprised 23.7% and 36.8%, respectively, of total non-life run-off net reserves for losses and LAE liabilities excluding the fair value adjustments, deferred charge assets and

ULAE. In addition, we also have direct asbestos liabilities in other liabilities on our consolidated balance sheets, as described in Note 23 - "Commitments and Contingencies" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

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Environmental Claims

Environmental pollution claims represent another exposure where we believe the insurance industry has been adversely affected by various legislative changes and judicial interpretations. Unlike asbestos claims which are generated primarily from injured individuals, environmental claims generally result from state or federal government activities initiated against a commercial enterprise. The most well-known legislation, passed in 1980, is the Comprehensive Environmental Restoration, Compensation and Liability Act ("CERCLA", also known as Superfund). CERCLA imposed strict and retroactive liability on potentially responsible parties ("PRP"), which expanded in the court system to be interpreted as joint and several liability.

Our subsidiaries and counterparties who wrote portfolios we assumed have exposure to environmental claims from general liability insurance policies written prior to the mid-1980s, that were not specifically written to cover damage to the environment from gradual releases of pollutants. Similar to asbestos, there is additional uncertainty with respect to environmental reserves as compared to other general liability exposures. This added uncertainty is due to the multiple policy periods and allocation of claims to policy years, number of solvent PRPs at any site, ultimate cost of the remediation, the number of ultimate sites and changes to judicial precedence.

The following table provides a reconciliation of our gross and net loss and ALAE reserves from environmental exposures and the movement in gross and net reserves for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**2016**
	(in thousands of U.S. dollars)		
Balance as at January 1	$191,060	$171,850	$73,201
Less: reinsurance reserves recoverable	6,666	7,799	9,912
Net balance as at January 1	184,394	164,051	63,289
Total net incurred losses and LAE	14,153	9,356	(5,583)
Total net paid losses	(21,273)	(26,542)	(12,233)
Effect of exchange rate movement	(320)	267	(490)
Acquired on purchase of subsidiaries	13,525	—	—
Assumed business	20,000	37,262	119,068
Net balance as at December 31	210,479	184,394	164,051
Plus: reinsurance reserves recoverable	12,221	6,666	7,799
Balance as at December 31	$222,700	$191,060	$171,850

The liability for unpaid losses and ALAE, for environmental reserves, reflects our best estimate for future amounts needed to pay losses and related ALAE as of each of the balance sheet dates reflected in the financial statements herein in accordance with U.S. GAAP. As of December 31, 2018 and 2017, the net loss reserves for environmental pollution-related claims comprised 3.3% and 4.0%, respectively, of total non-life run-off net reserves for losses and LAE excluding the fair value adjustments, deferred charge assets and ULAE.

Asbestos and Environmental Reserving

The ultimate losses from asbestos and environmental claims cannot be estimated using traditional actuarial reserving techniques that extrapolate losses to an ultimate basis using loss development. Claims are spread across multiple policy years based on the still evolving case law in each jurisdiction, making historical development patterns unreliable to forecast the future claim payments. There can be no assurance that the reserves we establish will be adequate or not be adversely affected by the development of other latent exposures.

We use a variety of methodologies to estimate the appropriate IBNR reserves required for our asbestos and environmental exposures. We estimate the IBNR reserves separately for each of our subsidiaries in order to apply the appropriate methodologies and assumptions to match the distinct portfolios of exposure. For example, where we have policy and claim data at the defendant or claimant level, we will use a ground-up frequency/severity method (described later in this section). For our subsidiaries that primarily have reinsurance portfolios, we generally use industry benchmarking methodologies to estimate appropriate IBNR reserves. These methods are based on comparisons of our loss experience on A&E exposures relative to industry loss experience on similar exposures. The discussion that follows describes, in greater detail, the primary actuarial methodologies used by us to estimate IBNR for A&E exposures.

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In addition to the specific considerations for each method described below, many general factors are considered in the application of the methods and the interpretation of results for each portfolio of exposures. These factors include:

- the mix of product types (e.g., primary insurance, excess insurance, reinsurance of primary, excess of loss reinsurance, retrocession)
- the average attachment point and limit of coverages (e.g., first-dollar primary versus umbrella over primary versus high-excess)
- payment and reporting lags related to the international domicile of our subsidiaries as well as the difference in lags between primary, excess and reinsurance policies
- payment and reporting pattern acceleration due to large "wholesale" settlements (e.g., policy buy-backs and commutations) pursued by us, and
- lists of individual risks remaining and general trends within the legal and tort environments.

1. *Paid Survival Ratio Method*. In this method, our expected annual average payment amount is multiplied by an expected future number of payment years to develop an indicated reserve. Our historical calendar year payments are examined to determine an expected future annual average payment amount. This amount is multiplied by an expected number of future payment years to estimate a reserve. Trends in calendar year payment activity are considered when selecting an expected future annual average payment amount. Accepted industry benchmarks are used in determining an expected number of future payment years. Each year, annual payments data is updated, trends in payments are re-evaluated and changes to benchmark future payment years are reviewed. Advantages of this method are ease of application and simplicity of assumptions. A potential disadvantage of the method is that results could be misleading for portfolios of high excess exposures where significant payment activity has not yet begun.

2. *Paid Market Share Method.* In this method, our estimated market share is applied to the industry estimated unpaid losses or estimate of industry ultimate losses. The ratio of our historical calendar year payments to industry historical calendar year payments is examined to estimate our market share. This ratio is then applied to the estimate of industry unpaid losses or estimate of industry ultimate losses. Each year, calendar year payment data is updated (for both us and industry), estimates of industry unpaid losses are reviewed and the selection of our estimated market share is revisited. This method has the advantage that trends in calendar year market share can be incorporated into the selection of company share of remaining market payments. A potential disadvantage of this method is that it is particularly sensitive to assumptions regarding the time-lag between industry payments and our payments.

3. *Reserve-to-Paid Method.* In this method, the ratio of estimated industry reserves to industry paid-to-date losses is multiplied by our paid-to-date losses to estimate our reserves. Specific considerations in the application of this method include the completeness of our paid-to-date loss information, the potential acceleration or deceleration in our payments (relative to the industry) due to our claims handling practices, and the impact of large individual settlements. Each year, paid-to-date loss information is updated (for both us and the industry) and updates to industry estimated reserves are reviewed. This method has the advantage of relying purely on paid loss data and so is not influenced by subjectivity of case reserve loss estimates. A potential disadvantage is that the application to our portfolios that do not have complete inception-to-date paid loss history could produce misleading results. To address this potential disadvantage, a variation of the method is also considered by multiplying the ratio of estimated industry reserves to industry losses paid during a recent period of time (e.g., 3 years) times our paid losses during that period.

4. *IBNR: Case Ratio Method*. In this method, the ratio of estimated industry IBNR reserves to industry case reserves is multiplied by our case reserves to estimate our IBNR reserves. Specific considerations in the application of this method include the presence of policies reserved at policy limits, changes in overall industry case reserve adequacy and recent loss reporting history. Each year, our case reserves are updated, the estimate of industry reserves is updated and the applicability of the industry IBNR: Case Ratio is reviewed. This method has the advantage that it incorporates the most recent estimates of amounts

needed to settle open cases included in current case reserves. A potential disadvantage is that results could be misleading where our case reserve adequacy differs significantly from overall industry case reserve adequacy. In these instances, the industry IBNR: Case Ratios were adjusted to reflect our portfolio case reserve adequacy.

5. *Ultimate-to-Incurred Method*. In this method, the ratio of estimated industry ultimate losses to industry incurred-to-date losses is applied to our incurred-to-date losses to estimate our IBNR reserves. Specific considerations in the application of this method include the completeness of our incurred-to-date loss information, the potential acceleration or deceleration in our incurred losses (relative to the industry) due to our claims handling practices and the impact of large individual settlements. Each year incurred-to-date loss information is updated (for both us and the industry) and updates to industry estimated ultimate losses are reviewed. This method has the advantage that it incorporates both paid and case reserve information in projecting ultimate losses. A potential disadvantage is that results could be misleading where cumulative paid loss data is incomplete or where our case reserve adequacy differs significantly from overall industry case reserve adequacy. In these instances, the industry IBNR: Case Ratios were adjusted to reflect our portfolio case reserve adequacy.

6. *Decay Factor Method*. In this method, a decay factor is directly applied to our payment data to estimate future payments. The decay factors were selected based on a review of our own decays and industry decays. This method is most useful where our data shows a decreasing pattern and is credible enough to be reliable.

7. *Asbestos Ground-up Exposure Analysis Using Frequency-Severity Method*. This method is used when we have policy and claim data at the defendant or claimant level. In a frequency-severity method there are two components that need to be estimated, namely, (1) the number of claims that will ultimately be settled with payment and (2) the severity of these claims including legal costs. The estimate of future settled claims is based on the historical claim filing rates, claim dismissal rates, current pending claims and epidemiological forecasts of asbestos disease incident for future claim filings. The average severity is based on historical average settlement amounts trended for inflation to the expected year of settlement for claims that close with an indemnity payment. Loss adjustment expenses are loaded on based on historical expense to indemnity ratios. Multiplying the number of expected future claims settled with payments by the average severity results in an estimate of the ground-up losses at the defendant level. At this point, the defendant’s insurance coverage is considered to determine the allocation of the ground-up estimate to policy years and policy within the insurance coverage as well as the amount retained by the defendant.

Losses and Loss Adjustment Expenses - Atrium and StarStone

The reserve for losses and loss expenses includes reserves for unpaid reported losses and for IBNR reserves. The reserves for unpaid reported losses and loss expenses are established by management based on reports from brokers, ceding companies and insureds and represent the estimated ultimate cost of events or conditions that have been reported to, or specifically identified by us. The reserve for incurred but not reported losses and loss expenses is established by management based on actuarially determined estimates of ultimate losses and loss expenses. Inherent in the estimate of ultimate losses and loss expenses are expected trends in claim severity and frequency and other factors which may vary significantly as claims are settled. Accordingly, ultimate losses and loss expenses may differ materially from the amounts recorded in the consolidated financial statements. These estimates are reviewed regularly and, as experience develops and new information becomes known, the reserves are adjusted as necessary. Such adjustments, if any, will be recorded in earnings in the period in which they become known. Prior period development arises from changes to loss estimates recognized in the current year that relate to loss reserves established in previous calendar years.

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The following tables provide a breakdown of the gross and net losses and LAE by line of business and the fair value adjustments resulting from business combinations and ULAE as of December 31, 2018 and 2017 for the Atrium segment:

	2018					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Marine, Aviation and Transit	$32,999	$36,011	$69,010	$21,460	$24,207	$45,667
Binding Authorities	28,512	59,302	87,814	26,601	57,016	83,617
Reinsurance	18,547	27,653	46,200	15,180	24,823	40,003
Accident and Health	4,972	6,348	11,320	4,225	5,837	10,062
Non-Marine Direct and Facultative	9,855	11,207	21,062	8,529	9,389	17,918
Total	$94,885	$140,521	$235,406	$75,995	$121,272	$197,267
Fair value adjustments			3,476			2,847
ULAE			2,402			2,402
Total			$241,284			$202,516

	2017					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Marine, Aviation and Transit	$24,581	$46,138	$70,719	$20,177	$28,551	$48,728
Binding Authorities	26,115	51,896	78,011	24,158	49,486	73,644
Reinsurance	14,381	34,489	48,870	13,815	26,336	40,151
Accident and Health	3,716	5,518	9,234	3,296	4,994	8,290
Non-Marine Direct and Facultative	9,570	12,467	22,037	9,444	9,665	19,109
Total	$78,363	$150,508	$228,871	$70,890	$119,032	$189,922
Fair value adjustments			9,547			7,965
ULAE			2,455			2,455
Total			$240,873			$200,342

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The following tables provide a breakdown of the gross and net losses and LAE reserves by line of business and the fair value adjustments resulting from business combinations and ULAE as of December 31, 2018 and 2017 for the StarStone segment:

	2018					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Casualty	$177,432	$331,432	$508,864	$137,828	$282,026	$419,854
Marine	185,084	182,453	367,537	163,889	133,426	297,315
Property	317,102	123,511	440,613	151,774	65,522	217,296
Aerospace	67,203	40,416	107,619	45,879	36,167	82,046
Workers' Compensation	49,373	110,082	159,455	33,759	68,969	102,728
Total	$796,194	$787,894	$1,584,088	$533,129	$586,110	$1,119,239
Fair value adjustments			(467)			1,432
ULAE			25,076			25,076
Total			$1,608,697			$1,145,747

	2017					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Casualty	$139,200	$282,789	$421,989	$98,070	$188,518	$286,588
Marine	130,962	118,375	249,337	94,115	69,828	163,943
Property	208,777	89,963	298,740	115,148	39,280	154,428
Aerospace	63,920	26,070	89,990	40,781	17,055	57,836
Workers' Compensation	48,118	82,024	130,142	31,213	41,920	73,133
Total	$590,977	$599,221	$1,190,198	$379,327	$356,601	$735,928
Fair value adjustments			(555)			1,698
ULAE			18,100			18,100
Total			$1,207,743			$755,726

Quarterly Reserve Reviews

The reserve for losses and loss expenses is reviewed on a quarterly basis. Each quarter, paid and incurred loss development is reviewed to determine whether it is consistent with expected development. Loss development is examined separately by class of business, and large individual losses or loss events are examined separately from regular attritional development. Discussions are held with appropriate personnel including underwriters, claims adjusters, actuaries, accountants and attorneys to fully understand quarterly loss development and implications for the quarter-end reserve balances. Based on analysis of the loss development data and the associated discussions, management determines whether any adjustment is necessary to quarter-end reserve balances.

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Policy Benefits for Life Contracts

Policy benefits for life contracts as at December 31, 2018 and 2017 were as follows:

	2018	2017
	(in thousands of U.S. dollars)	
Policy benefits for life contracts	$105,080	$117,207

Our policy benefits for life contracts (or policy benefits) are estimated using standard actuarial techniques and cash flow models. We establish and maintain our policy benefits at a level that we estimate will, when taken together with future premium payments and investment income expected to be earned on associated premiums, be sufficient to support future cash flow benefit obligations and third-party servicing obligations as they become payable. We review our policy benefits regularly and perform loss recognition testing based upon cash flow projections.

Since the development of the policy benefits is based upon cash flow projection models, we must make estimates and assumptions based on experience and industry mortality tables, longevity and morbidity rates, lapse rates, expenses and investment experience, including a provision for adverse deviation. The assumptions used to determine policy benefits are determined at the inception of the contracts, reviewed and adjusted at the point of acquisition as required, and are locked-in throughout the life of the contract unless a premium deficiency develops. The assumptions are reviewed no less than annually and are unlocked if they would result in a material adverse reserve change. We establish these estimates based upon transaction-specific historical experience, information provided by the ceding company for the assumed business and industry experience. Actual results could differ materially from these estimates. As the experience on the contracts emerges, the assumptions are reviewed by management. We determine whether actual and anticipated experience indicates that existing policy benefits, together with the present value of future gross premiums, are sufficient to cover the present value of future benefits, settlement and maintenance costs and to recover unamortized acquisition costs. If such a review indicates that policy benefits should be greater than those currently held, then the locked-in assumptions are revised and a charge for policy benefits is recognized at that time.

Reinsurance Balances Recoverable on Paid and Unpaid Losses

Reinsurance balances recoverable on paid and unpaid losses as at December 31, 2018 and 2017 were as follows:

	2018	2017
	(in thousands of U.S. dollars)	
Reinsurance balances recoverable on paid and unpaid losses	$1,290,072	$1,478,806
Reinsurance balances recoverable on paid and unpaid losses, fair value	739,591	542,224
Total reinsurance balances recoverable on paid and unpaid losses	$2,029,663	$2,021,030

Our acquired insurance and reinsurance subsidiaries in all three of our operating segments, prior to acquisition by us, used retrocessional agreements to reduce their exposure to the risk of insurance and reinsurance they assumed. Loss reserves represent total gross losses, and reinsurance balances recoverables represent anticipated recoveries of a portion of those loss reserves, as well as amounts receivable from reinsurers with respect to claims that have already been paid. While reinsurance arrangements are designed to limit losses and to permit recovery of a portion of loss reserves, reinsurance does not relieve us of our liabilities to our insureds or reinsureds. Therefore, we evaluate and monitor concentration of credit risk among our reinsurers, including companies that are insolvent, in run-off or facing financial difficulties. Provisions are made for amounts considered potentially uncollectible. In addition to the acquired retrocessional agreements, on an annual basis, our active underwriting subsidiaries purchase tailored outwards reinsurance programs designed to manage their risk profiles. The majority of the total third-party reinsurance cover for our active underwriting subsidiaries is with Lloyd’s Syndicates or other reinsurers rated A- or better and reinsurers, while not rated, provide collateral in the form of letters of credit, trust funds or funds withheld.

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Valuation Allowances on Reinsurance Balances Recoverable and Deferred Tax Assets

Valuation Allowances on Reinsurance Balances Recoverable

To estimate the provision for uncollectible reinsurance balances recoverable on paid and unpaid losses, the reinsurance balances recoverable on paid and unpaid losses is first allocated to applicable reinsurers. As part of this process, ceded IBNR is allocated by reinsurer. We then use a detailed analysis to estimate uncollectible reinsurance. The primary components of the analysis are reinsurance recoverable balances by reinsurer and bad debt provisions applied to these balances to determine the portion of a reinsurer's balance deemed to be uncollectible. These provisions require considerable judgment and are determined using the current rating, or rating equivalent, of each reinsurer (in order to determine its ability to settle the reinsurance balances) as well as other key considerations and assumptions, such as claims and coverage issues.

Valuation Allowances on Deferred Tax Assets

Certain of our subsidiaries and branches operate in jurisdictions where they are subject to taxation. Current and deferred tax expense or benefit is charged or credited to net earnings (loss), or, in certain cases, to other comprehensive income (loss), based upon enacted tax laws and rates applicable in the relevant jurisdiction in the period in which the tax becomes accruable or realizable. Deferred taxes are provided for temporary differences between the bases of assets and liabilities used in the financial statements and those used in the various jurisdictional tax returns. When our assessment indicates that all or some portion of deferred tax assets will not be realized, a valuation allowance is recorded against the deferred tax assets to reduce the assets to the amount more likely than not to be realized.

We recognize the benefit relating to tax positions only where the position is more likely than not to be sustained assuming examination by tax authorities. A recognized tax benefit is measured as the largest amount that is greater than 50 percent likely of being realized. A liability or other adjustment is recognized for any tax benefit (along with any interest and penalty, if applicable) claimed in a tax return in excess of the amount allowed to be recognized in the financial statements under U.S. GAAP. Any changes in amounts recognized are recorded in the period in which they are determined.

Goodwill

Goodwill as at December 31, 2018 and 2017 was as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Goodwill	$114,807	$73,071

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired. We perform an initial valuation of our goodwill assets and assess goodwill for impairment on an annual basis. If, as a result of the assessment, we determine the value of our goodwill asset is impaired, goodwill is written down in the period in which the determination is made.

Intangible Assets

Intangible assets as of December 31, 2018 and 2017 were as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Intangible assets with a definite life	$16,887	$20,487
Intangible assets with an indefinite life	87,031	87,031
Total intangible assets	$103,918	$107,518

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Intangible assets represent the Lloyd’s syndicate capacity, customer relationships, management contract and brand arising from the acquisition of Atrium and the syndicate capacity, U.S. insurance licenses and software, technology arising from the acquisition of StarStone. Definite-lived intangible assets are amortized over their estimated useful lives. We recognize the amortization of all intangible assets in our consolidated statement of earnings. Indefinite-lived intangible assets are not subject to amortization. The carrying values of indefinite-lived intangible assets are reviewed for indicators of impairment on at least an annual basis or sooner whenever events or changes in circumstances indicate that the assets may be impaired. Impairment is recognized if the carrying values of the intangible assets are not recoverable from their undiscounted cash flows and is measured as the difference between the carrying value and the fair value.

Deferred Charge Assets

Deferred charge assets as of December 31, 2018 and 2017 were as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Deferred charge asset	$86,585	$80,192

Retroactive reinsurance policies provide indemnification of losses and LAE with respect to past loss events. At the inception of a contract, a deferred charge asset is recorded for the excess, if any, of the estimated ultimate losses payable over the premiums received. The premium consideration that we charge the ceding companies may be lower than the undiscounted estimated ultimate losses payable due to the "time value of money". After receiving the premium consideration in full from our cedents at the inception of the contract, we invest the premium received over an extended period of time thereby generating investment income. We expect to generate profits from these retroactive reinsurance policies when taking into account the premium received and expected investment income, less contractual obligations and expenses. Deferred charge assets, recorded in other assets, are amortized over the estimated claim payment period of the related contract with the periodic amortization reflected in earnings as a component of losses and LAE. Deferred charge assets amortization is adjusted periodically to reflect new estimates of the amount and timing of remaining loss payments. Changes in the estimated amount and the timing of payments of unpaid losses may have an effect on the unamortized deferred charge assets and the amount of periodic amortization.

Premium Revenue Recognition

Non-life Run-off, Atrium and StarStone

Our premiums written are earned on a pro-rata basis over the coverage period. Our reinsurance premiums are recorded at the inception of the policy, unless policy language stipulates otherwise, and are estimated based upon information in underlying contracts and information provided by clients and/or brokers. A change in reinsurance premium estimates is made when additional information regarding changes in underlying exposures is obtained. Such changes in estimates are expected and may result in significant adjustments in future periods. We record any adjustments as premiums written in the period they are determined.

With respect to retrospectively rated contracts (where additional premium would be due should losses exceed pre-determined contractual thresholds), any additional premiums are based upon contractual terms, and management judgment is involved in estimating the amount of losses that we expect to be ceded. We would recognize additional premiums at the time loss thresholds specified in the contract are exceeded and are earned over the coverage period, or are earned immediately if the period of risk coverage has passed. Changes in estimates of losses recorded on contracts with additional premium features would result in changes in additional premiums recognized.

Investments

Valuation of Investments

Our non-life run-off, active underwriting and life and annuity businesses invest in trading portfolios of fixed maturity and short-term investments and equities, and an available-for-sale portfolio of fixed maturity and short-term investments. We record both the trading and available-for-sale portfolios at fair value on our balance sheet. For our trading portfolios, the unrealized gain or loss associated with the difference between the fair value and the amortized cost of the investments is recorded in net earnings. For our available-for-sale portfolios, the unrealized gain or loss (other than credit losses) is excluded from net earnings and reported as a separate component of accumulated other comprehensive income.

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Our other investments comprise investments in various private equities and private equity funds, fixed income funds, fixed income hedge funds, equity funds, private credit funds and CLO equity funds, as well as direct investments in CLO equities. All of these other investments are recorded at fair value.

We measure fair value in accordance with ASC 820, Fair Value Measurements. The guidance dictates a framework for measuring fair value and a fair value hierarchy based on the quality of inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Valuations based on unadjusted 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.
- Level 2 - Valuations based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, 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
- Level 3 - Valuations based on unobservable inputs where there is little or no market activity. Unadjusted third party pricing sources or management's assumptions and internal valuation models may be used to determine the fair values.

In addition, certain of our other investments are measured at fair value using net asset value ("NAV") per share (or its equivalent) as a practical expedient and have not been classified within the fair value hierarchy above. When the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Level 1 and 2) and unobservable (Level 3).

The use of valuation techniques may require a significant amount of judgment. During periods of market disruption, including periods of rapidly widening credit spreads or illiquidity, it may be difficult to value certain of our securities if trading becomes less frequent or market data becomes less observable.

Fixed Maturity Investments

Fixed maturity investments at December 31, 2018 and 2017 were as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Short-term investments, trading, at fair value	$114,116	$180,211
Fixed maturities, trading, at fair value	7,248,793	5,696,073
Fixed maturities, available-for-sale, at fair value	151,609	210,285
Fixed maturity investments within funds held - directly managed	1,183,374	1,165,386
Total fixed maturity investments	$8,697,892	$7,251,955

Fixed maturity investments are subject to fluctuations in fair value due to changes in interest rates, changes in issuer-specific circumstances such as credit rating and changes in industry-specific circumstances such as movements in credit spreads based on the market’s perception of industry risks. As a result of these potential fluctuations, it is possible to have significant unrealized gains or losses on a security. At maturity, absent any credit loss, fixed maturity investments’ amortized cost will equal their fair value and no realized gain or loss will be recognized in income. If, due to an unforeseen change in loss payment patterns, we need to sell any available-for-sale investments before maturity, we could realize significant gains or losses in any period, which could have a meaningful effect on reported net income for such period.

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We perform regular reviews of our available-for-sale fixed maturities portfolios and utilize a process that considers numerous indicators in order to identify investments that are showing signs of potential other-than-temporary impairment losses. These indicators include the length of time and extent of the unrealized loss, any specific adverse conditions, historic and implied volatility of the security, failure of the issuer of the security to make scheduled interest payments, significant rating changes and recoveries or additional declines in fair value subsequent to the balance sheet date. The consideration of these indicators and the estimation of credit losses involve significant management judgment.
Any other-than-temporary impairment loss, or OTTI, related to a credit loss would be recognized in earnings, and the amount of the OTTI related to other factors (e.g. interest rates, market conditions, etc.) is recorded as a component of other comprehensive income. If no credit loss exists but either we have the intent to sell the fixed maturity investment or it is more likely than not that we will be required to sell the fixed maturity investment before its anticipated recovery, then the entire unrealized loss is recognized in earnings.
For the years ended December 31, 2018, 2017 and 2016, we did not recognize any other-than-temporary impairment charges through earnings.
The fair values for all fixed maturity securities in our trading and funds held - directly managed investment portfolios are independently provided by the investment accounting service providers, investment managers and investment custodians, each of which utilize internationally recognized independent pricing services. We record the unadjusted price provided by the investment accounting service providers, investment managers or investment custodians and validate this price through a process that includes, but is not limited to: (i) comparison of prices against alternative pricing sources; (ii) quantitative analysis (e.g. comparing the quarterly return for each managed portfolio to its target benchmark); (iii) evaluation of methodologies used by external parties to estimate fair value, including a review of the inputs used for pricing; and (iv) comparing the price to our knowledge of the current investment market. Our internal price validation procedures and review of fair value methodology documentation provided by independent pricing services have not historically resulted in adjustment in the prices obtained from the pricing service.
The independent pricing services used by the investment accounting service providers, investment managers and investment custodians obtain actual transaction prices for securities that have quoted prices in active markets. Where we utilize single unadjusted broker-dealer quotes, they are generally provided by market makers or broker-dealers who are recognized as market participants in the markets in which they are providing the quotes. For determining the fair value of securities that are not actively traded, in general, pricing services use "matrix pricing" in which the independent pricing service uses observable market inputs including, but not limited to, reported trades, benchmark yields, broker-dealer quotes, interest rates, prepayment speeds, default rates and such other inputs as are available from market sources to determine a reasonable fair value. In addition, pricing services use valuation models, using observable data, such as an Option Adjusted Spread model, to develop prepayment and interest rate scenarios. The Option Adjusted Spread model is commonly used to estimate fair value for securities such as mortgage-backed and asset-backed securities.
Where pricing is unavailable from pricing services, such as in periods of low trading activity or when transactions are not orderly, we obtain non-binding quotes from broker-dealers. Where significant inputs are unable to be corroborated with market observable information, we classify the securities as Level 3.
Equities
Equity investments, trading as of December 31, 2018 and 2017 were as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Publicly traded equity investments in common and preferred stocks	$138,415	$106,603
Privately held equity investments in common and preferred stocks	228,710	—
Total equity investments	$367,125	$106,603

Our publicly traded equity investments in common and preferred stocks predominantly trade on the major exchanges and are managed by our external advisors. Our publicly traded equity investments are widely diversified and there is no significant concentration in any specific industry. We have categorized all of publicly traded equity investments other than preferred stock as Level 1 investments because the fair values of these investments are based on quoted prices in active markets for identical assets or liabilities. The fair value estimates of our investments in preferred stock are based on observable market data and, as a result, have been categorized as Level 2.

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Our privately held equity investments in common and preferred stocks are direct investments in companies that we believe offer attractive risk adjusted returns and/or offer other strategic advantages. Privately held equity investments are another method by which we can invest in the run off or active underwriting markets. Each investment may have its own unique terms and conditions and there may be restrictions on disposals. The market for these investments is illiquid and there is no active market. We have categorized all of our privately held equity investments as Level 3 investments because the market for these investments is illiquid and there is no active market. The Company uses a combination of internal models, reported values from co-investors/managers and observable inputs, such as capital raises and capital transactions between new and existing shareholders, to calculate the fair value of the privately held equity investments.

Other Investments, at fair value

Other investments as of December 31, 2018 and 2017 were as follows:

	2018	**2017**
Hedge funds	$852,584	$63,773
Fixed income funds	403,858	229,999
Equity funds	333,681	249,475
Private equity funds	248,628	289,556
CLO equities	39,052	56,765
CLO equity funds	37,260	12,840
Private credit funds	33,381	10,156
Other	9,313	828
Total other investments	$1,957,757	$913,392

We have ongoing due diligence processes with respect to the other investments carried at fair value in which we invest and their managers. These processes are designed to assist us in assessing the quality of information provided by, or on behalf of, each fund and in determining whether such information continues to be reliable or whether further review is warranted. Certain funds do not provide full transparency of their underlying holdings; however, we obtain the audited financial statements for funds annually, and regularly review and discuss the fund performance with the fund managers to corroborate the reasonableness of the reported net asset values ("NAV").

The use of NAV as an estimate of the fair value for investments in certain entities that calculate NAV is a permitted practical expedient. Due to the time lag in the NAV reported by certain fund managers we adjust the valuation for capital calls and distributions. Other investments measured at fair value using NAV as a practical expedient have not been classified in the fair value hierarchy. Other investments for which we do not use NAV as a practical expedient have been valued using prices from independent pricing services, investment managers and broker-dealers.

For our investments in private equity funds, we measure fair value by obtaining the most recently available NAV from the external fund manager or third-party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.

Our investments in fixed income funds and equity funds are valued based on a combination of prices from independent pricing services, external fund managers or third-party administrators. For the publicly available prices we have classified the investments as Level 2. For the non-publicly available prices we are using NAV as a practical expedient and therefore these have not been categorized within the fair value hierarchy.

For our investments in fixed income hedge funds, we measure fair value by obtaining the most recently available NAV as advised by the external fund manager or third-party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.

We measure the fair value of our direct investment in CLO equities based on valuations provided by our external CLO equity manager. If the investment does not involve an external CLO equity manager, the fair value of the investment is valued based on valuations provided by the broker or lead underwriter of the investment (the "broker"). Our CLO equity investments have been classified as Level 3 due to the use of unobservable inputs in the valuation and the limited number of relevant trades in secondary markets.

In providing valuations, the CLO equity manager and brokers use observable and unobservable inputs. Of the significant unobservable market inputs used, the default and loss severity rates involve the most judgment and create the most sensitivity. A significant increase or decrease in either of these significant inputs in isolation would result in lower or higher fair value estimates for direct investments in CLO equities and, in general, a change in default rate assumptions will be accompanied by a directionally similar change in loss severity rate assumptions. Collateral spreads and estimated maturity dates are less subjective inputs because they are based on the historical average of actual spreads and the weighted-average life of the current underlying portfolios, respectively. A significant increase or decrease in either of these significant inputs in isolation would result in higher or lower fair value estimates for direct investments in CLO equities. In general, these inputs have no significant interrelationship with each other or with default and loss severity rates.

On a quarterly basis, we receive the valuation from the external CLO manager and brokers and then review the underlying cash flows and key assumptions used by them. We review and update the significant unobservable inputs based on information obtained from secondary markets. These inputs are our responsibility and we assess the reasonableness of the inputs (and if necessary, update the inputs) through communicating with industry participants, monitoring of the transactions in which we participate (for example, to evaluate default and loss severity rate trends), and reviewing market conditions, historical results, and emerging trends that may impact future cash flows.

If valuations from the external CLO equity manager or brokers are not available, we use an income approach based on certain observable and unobservable inputs to value these investments. An income approach is also used to corroborate the reasonableness of the valuations provided by the external manager and brokers. Where an income approach is followed, the valuation is based on available trade information, such as expected cash flows and market assumptions on default and loss severity rates. Other inputs used in the valuation process include asset spreads, loan prepayment speeds, collateral spreads and estimated maturity dates.

For our investments in CLO equity funds, we measure fair value by obtaining the most recently available NAV as advised by the external fund manager or third party administrator. The fair values of these investments are measured using the NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.

For our investments in private credit funds, we measure fair value by obtaining the most recently available NAV from the external fund manager or third-party administrator. The fair values of these investments are measured using NAV as a practical expedient and therefore have not been categorized within the fair value hierarchy.

Certain funds are subject to gates or side-pockets, where redemptions are subject to the sale of underlying investments. A gate is the ability to deny or delay a redemption request, whereas a side-pocket is a designated account for which the investor loses its redemption rights. As at December 31, 2018, we had $71.5 million of fixed income hedge funds subject to gates or side-pockets.

A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets and liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the end of the quarter in which the reclassifications occur.

Accounting for Business Combinations - Fair Value Measurement

The most significant liabilities and assets of an acquired company are typically the liability for losses and LAE, and the assets related to cash, investments and any reinsurance balances recoverable on paid and unpaid losses that may be contractually due to the acquired entity. The market for acquisition of run-off companies is not always sufficiently active and transparent to enable us to identify reliable, market exit values for acquired assets and liabilities. Accordingly, consistent with provisions of U.S. GAAP, we have developed internal models that we believe allow us to determine fair values that are reasonable proxies for market exit values. We are familiar with the major participants in the acquisition run-off market and believe that the key assumptions we make in valuing acquired assets and liabilities are consistent with the kinds of assumptions made by such market participants. Furthermore, in our negotiation of purchase prices with sellers, it is frequently clear to us that other bidders in the market are using models and assumptions similar in nature to ours during the competitive bid process. The majority of acquisitions are completed following a public tender process whereby the seller invites market participants to provide bids for the target acquisition.

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We account for business combinations using the acquisition method of accounting, which requires that the acquirer record the assets and liabilities acquired at their estimated fair value. The fair values of each of the insurance and 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. Our run-off strategy, as well as that of other run-off market participants, is expected to be different from the seller’s as generally sellers are not specialized in running off insurance and reinsurance liabilities whereas we and other market participants do specialize in such run-offs.

The key assumptions used by us and, we believe, by other run-off market participants in the fair valuation of acquired companies are (i) the projected payout, timing and amounts of claims liabilities; (ii) the related projected timing and amount of reinsurance collections; (iii) an appropriate discount rate, which is applied to determine the present value of the future cash flows; (iv) the estimated ULAE to be incurred over the life of the run-off; (v) the impact that any accelerated run-off strategy may have on the adequacy of acquired bad debt provisions; and (vi) an appropriate risk margin.

The probability-weighted projected cash flows of the acquired company are based on projected claims payouts provided by the seller predominantly in the form of the seller’s most recent independent actuarial reserve report. In the absence of the seller’s actuarial reserve report, our actuaries will determine the estimated claims payout. In certain jurisdictions, the local legislation provides for the possibility of pursuing strategies to achieve complete finality and conclude the run-off of a company, such as solvent schemes of arrangement. If appropriate we may estimate the probability of being able to complete a solvent scheme of arrangement and factor that into the claims payout projections.

On acquisition, we make a provision for ULAE liabilities. This provision considers the adequacy of the provision maintained and recorded by the seller in light of our run-off strategy and estimated ULAE to be incurred over the life of the acquired run-off as projected by the seller’s actuaries or, in their absence, our actuaries. To the extent that our estimate of the total ULAE provision is different from the seller’s, an adjustment will be made. While our objective is to accelerate the run-off by completing commutations of assumed and ceded business (which would have the effect of shortening the life, and therefore the cost, of the run-off), the success of this strategy is far from certain. Therefore, the estimates of ULAE are based on running off the liabilities and assets over the actuarially projected life of the run-off.

We believe that providing for ULAE based on our run-off strategy is appropriate in determining the fair value of the assets and liabilities acquired in an acquisition of a run-off company. We believe that other participants in the run-off acquisition marketplace factor into the price to pay for an acquisition the estimated cost of running off the acquired company based on how that participant expects to manage the assets and liabilities.

The difference between the carrying value of reserves acquired at the date of acquisition and the fair value is the Fair Value Adjustment, ("FVA"). The FVA is amortized over the estimated payout period and adjusted for accelerations on commutation settlements or any other new information or subsequent change in circumstances after the date of acquisition. To the extent the actual payout experience after the acquisition is materially faster or slower than anticipated at the time of the acquisition, there is an adjustment to the estimated ultimate loss reserves, or there are changes in bad debt provisions or in estimates of future run-off costs following accelerated payouts, then the amortization of the FVA is accelerated or decelerated, as the case may be, to reflect such changes.

Fair Value Option - Insurance Contracts

In our Non-life Run-off segment we have elected to apply the fair value option for certain loss portfolio transfer reinsurance transactions. This is an irrevocable election that applies to all balances under the insurance contract, including funds held assets, reinsurance recoverable, and the liability for losses and loss adjustment expenses.

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The fair value of the liability for losses and LAE and reinsurance recoverable under these contracts is presented separately in our consolidated balance sheet as of December 31, 2018 and 2017. Changes in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses are included in net incurred losses and LAE in our consolidated statement of operations. The carrying value of our reinsurance recoverable and liability for losses and LAE for which we elected the fair value option as of December 31, 2018 and 2017 was as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Gross Losses and loss adjustment expenses, fair value	$2,874,055	$1,794,669
Reinsurance balances recoverable on paid and unpaid losses, fair value	$739,591	$542,224
Net losses and LAE, fair value	$2,134,464	$1,252,445

We use an internal model to calculate the fair value of the liability for losses and loss adjustment expenses and reinsurance recoverable asset for certain retroactive reinsurance contracts where we have elected the fair value option in our Non-life Run-off segment.

The fair value was calculated as the aggregate of discounted cash flows plus a risk margin:

- The discounted cash flow approach uses (i) estimated nominal cash flows based upon an appropriate payment pattern developed in accordance with standard actuarial techniques and (ii) a discount rate based upon a high quality rated corporate bond plus a credit spread for non-performance risk. The model uses corporate bond rates across the yield curve depending on the estimated timing of the future cash flows and specific to the currency of the risk.
- The risk margin was calculated using the present value of the cost of capital. The cost of capital approach uses (i) projected capital requirements, (ii) multiplied by the risk cost of capital representing the return required for non-hedgeable risk based upon the weighted average cost of capital less investment income, and (iii) discounted using the weighted average cost of capital.

The observable and unobservable inputs used in the model are described in Note 11 - "Fair Value Measurements" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

The fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses may increase or decrease due to changes in the corporate bond rate, the credit spread for non-performance risk, the risk cost of capital, the weighted average cost of capital and the estimated payment pattern:

- An increase in the corporate bond rate or credit spread for non-performance risk would result in a decrease in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses. Conversely, a decrease in the corporate bond rate or credit spread for non-performance risk would result in an increase in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses.
- An increase in the weighted average cost of capital would result in an increase in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses. Conversely, a decrease in the weighted average cost of capital would result in a decrease in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses.
- An increase in the risk cost of capital would result in an increase in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses. Conversely, a decrease in the risk cost of capital would result in a decrease in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses.
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An acceleration of the estimated payment pattern would result in an increase in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses. Conversely, a deceleration of the estimated payment pattern would result in a decrease in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses.

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In addition, the estimate of the capital required to support the liabilities is based upon current industry standards for capital adequacy. If the required capital per unit of risk increases then the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses would increase. Conversely, a decrease in required capital would result in a decrease in the fair value of the liability for losses and LAE and reinsurance balances recoverable on paid and unpaid losses.

Redeemable Noncontrolling Interest

The redeemable noncontrolling interest as of December 31, 2018 and 2017 was as follows:

	2018	**2017**
	(in thousands of U.S. dollars)	
Redeemable noncontrolling interest	$458,543	$479,606

In connection with the acquisitions of Arden, Atrium and StarStone, certain subsidiaries have issued shares to noncontrolling interests. These shares provide certain redemption rights to the holder, which may be settled in Enstar's own shares or cash or a combination of cash and shares, at our option. We classify redeemable noncontrolling interests with redemption features that are not solely within our control within temporary equity in our consolidated balance sheets and carry them at the redemption value, which is fair value. We recognize changes in the fair value that exceed the carrying value of redeemable noncontrolling interest through retained earnings as if the balance sheet date were also the redemption date.

Non-GAAP Financial Measures

In addition to presenting net earnings (losses) attributable to Enstar Group Limited ordinary shareholders and diluted earnings (losses) per ordinary share determined in accordance with U.S. GAAP, we believe that presenting non-GAAP operating income (loss) attributable to Enstar Group Limited ordinary shareholders and diluted non-GAAP operating income (loss) per ordinary share, non-GAAP financial measures as defined in Item 10(e) of Regulation S-K, provides investors with valuable measures of our performance. Non-GAAP operating income (loss) excludes: (i) net realized and unrealized (gains) losses on fixed maturity investments and funds held - directly managed, (ii) change in fair value of insurance contracts for which we have elected the fair value option, (iii) gain (loss) on sale of subsidiaries, (vi) net earnings (loss) from discontinued operations, (v) tax effect of these adjustments where applicable, and (vi) attribution of share of adjustments to noncontrolling interest where applicable. We eliminate the impact of net realized and unrealized (gains) losses on fixed maturity investments and funds held - directly managed and change in fair value of insurance contracts for which we have elected the fair value option because these items are subject to significant fluctuations in fair value from period to period, driven primarily by market conditions and general economic conditions, and therefore their impact on our earnings is not reflective of the performance of our core operations. We eliminate the impact of gain (loss) on sale of subsidiaries and net earnings (loss) on discontinued operations as these are not reflective of the performance of our core operations.

Further, these non-GAAP measures enable readers of the consolidated financial statements to more easily analyze our results in a manner more aligned with the manner in which our management analyzes our underlying performance. We believe that presenting these non-GAAP financial measures, which may be defined and calculated differently by other companies, improves the understanding of our consolidated results of operations. These measures should not be viewed as a substitute for those calculated in accordance with U.S. GAAP.

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Non-GAAP operating income (loss) attributable to Enstar Group Limited ordinary shareholders is calculated by the addition or subtraction of certain items from within our consolidated statements of earnings to or from net earnings (loss) attributable to Enstar Group Limited ordinary shareholders, the most directly comparable GAAP financial measure, as illustrated in the table below, for the years ending December 31, 2018, 2017 and 2016:

	2018	2017	2016
	(in thousands of U.S. dollars, except per share data)		
Net earnings (loss) attributable to Enstar Group Limited ordinary shareholders	$(162,354)	$311,458	$264,807
Adjustments:			
Net realized and unrealized (gains) losses on fixed maturity investments and funds held - directly managed (1)	243,093	(70,747)	4,387
Change in fair value of insurance contracts for which we have elected the fair value option	6,664	30,256	—
Loss on sale of subsidiary	—	16,349	—
Net loss from discontinued operations	—	(14,183)	(12,359)
Tax effects of adjustments (2)	(16,588)	5,364	4,956
Adjustments attributable to noncontrolling interest (3)	(9,166)	4,840	5,990
Non-GAAP operating income attributable to Enstar Group Limited ordinary shareholders (4)	$61,649	$283,337	$267,781
Diluted net earnings (loss) per ordinary share (5)	$(7.84)	$15.95	$13.62
Adjustments:			
Net realized and unrealized (gains) losses on fixed maturity investments and funds held - directly managed (1)	11.70	(3.62)	0.23
Change in fair value of insurance contracts for which we have elected the fair value option	0.32	1.55	—
Loss on sale of subsidiary	—	0.84	—
Net loss from discontinued operations	—	(0.73)	(0.64)
Tax effects of adjustments (2)	(0.79)	0.27	0.25
Adjustments attributable to noncontrolling interest (3)	(0.44)	0.25	0.31
Diluted non-GAAP operating income per ordinary share (4)	$2.95	$14.51	$13.77
Weighted average ordinary shares outstanding - diluted	20,904,176	19,527,591	19,447,241

(1) Represents the net realized and unrealized gains and losses related to fixed maturity securities. Our fixed maturity securities are held directly on our balance sheet and also within the "Funds held - directly managed" balance. Refer to Note 6 - "Investments" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K for further details on our net realized and unrealized gains and losses.
(2) Represents an aggregation of the tax expense or benefit associated with the specific country to which the pre-tax adjustment relates, calculated at the applicable jurisdictional tax rate.
(3) Represents the impact of the adjustments on the net earnings (loss) attributable to noncontrolling interest associated with the specific subsidiaries to which the adjustments relate.
(4) Non-GAAP financial measure.
(5) During a period of loss, the basic weighted average ordinary shares outstanding is used in the denominator of the diluted loss per ordinary share computation as the effect of including potentially dilutive securities would be anti-dilutive.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

The following risk management discussion and the estimated amounts generated from sensitivity analysis presented are forward-looking statements of market risk assuming certain market conditions occur. Future results may differ materially from these estimated results due to, among other things, actual developments in the global financial markets, changes in the composition of our investment portfolio, or changes in our business strategies. The results of

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analysis we use to assess and mitigate risk are not projections of future events or losses. See "Cautionary Statement Regarding Forward-Looking Statements" for additional information regarding our forward-looking statements.

We are principally exposed to four types of market risk: interest rate risk; credit risk; equity price risk and foreign currency risk. Our policies to address these risks in 2018 were not materially different than those used in 2017 other than as described herein, and, based on our current knowledge and expectations, we do not currently anticipate significant changes in our market risk exposures or in how we will manage those exposures in future reporting periods.

Interest Rate and Credit Spread Risk

Interest rate risk is the price sensitivity of a security to changes in interest rates. Credit spread risk is the price sensitivity of a security to changes in credit spreads. Our investment portfolio and funds held - directly managed include fixed maturity and short-term investments, whose fair values will fluctuate with changes in interest rates and credit spreads. We attempt to maintain adequate liquidity in our fixed maturity investments portfolio with a strategy designed to emphasize the preservation of our invested assets and provide sufficient liquidity for the prompt payment of claims and contract liabilities, as well as for settlement of commutation payments. We also monitor the duration and structure of our investment portfolio.

The following table summarizes the aggregate hypothetical change in fair value from an immediate parallel shift in the treasury yield curve, assuming credit spreads remain constant, in our fixed maturity and short-term investments portfolio classified as trading and available-for-sale and our funds held directly managed portfolio as at December 31, 2018 and 2017:

	Interest Rate Shift in Basis Points				
As of December 31, 2018	**-100**	**-50**	**—**	**+50**	**+100**
	(in millions of U.S. dollars)				
Total Market Value	$9,147	$8,920	$8,698	$8,484	$8,279
Market Value Change from Base	5.2 %	2.6 %	—	(2.5)%	(4.8)%
Change in Unrealized Value	$449	$222	$—	$(214)	$(419)
As of December 31, 2017	**-100**	**-50**	**—**	**+50**	**+100**
Total Market Value	$7,685	$7,466	$7,252	$7,047	$6,852
Market Value Change from Base	6.0 %	3.0 %	—	(2.8)%	(5.5)%
Change in Unrealized Value	$433	$214	$—	$(205)	$(400)

Actual shifts in interest rates may not change by the same magnitude across the maturity spectrum or on an individual security and, as a result, the impact on the fair value of our fixed maturity securities and short-term investments portfolio may be materially different from the resulting change in realized value indicated in the tables above.

The following table summarizes the aggregate hypothetical change in fair value from an immediate parallel shift in credit spreads assuming interest rates remain fixed, in our fixed maturity and short-term investments portfolio classified as trading and available-for-sale and our funds held directly managed portfolio as at December 31, 2018 and 2017:

	Credit Spread Shift in Basis Points		
As at December 31, 2018	**—**	**+50**	**+100**
	(in millions of U.S. dollars)		
Total Market Value	$8,698	$8,502	$8,314
Market Value Change from Base	—	(2.3)%	(4.4)%
Change in Unrealized Value	$—	$(196)	$(384)
As at December 31, 2017	**—**	**+50**	**+100**
Total Market Value	$7,252	$7,055	$6,865

Market Value Change from Base	—	(2.7)%	(5.3)%
Change in Unrealized Value	$—	$(197)	$(387)

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Credit Risk
Credit risk relates to the uncertainty of a counterparty's ability to make timely payments in accordance with contractual terms of the instrument or contract. We are exposed to direct credit risk primarily within our portfolios of fixed maturity and short-term investments, and through customers, brokers and reinsurers in the form of premiums receivable and reinsurance balances recoverable on paid and unpaid losses, respectively, as discussed below.

Fixed Maturity and Short-Term Investments
As a holder of $8.7 billion of fixed maturity and short-term investments, we also have exposure to credit risk as a result of investment ratings downgrades or issuer defaults. In an effort to mitigate this risk, our investment portfolio consists primarily of investment grade-rated, liquid, fixed maturity investments of short-to-medium duration and mutual funds. A table of credit ratings for our fixed maturity and short-term investments is in Note 6 - "Investments" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K. At December 31, 2018, 42.6% of our fixed maturity and short-term investment portfolio was rated AA or higher by a major rating agency (December 31, 2017: 40.0%) with 3.6% rated lower than BBB- (December 31, 2017: 5.4%). The portfolio as a whole, including cash, restricted cash, fixed maturity and short term investments and funds held - directly managed, had an average credit quality rating of A+ as at December 31, 2018 (December 31, 2017: A+). In addition, we manage our portfolio pursuant to guidelines that follow what we believe are prudent standards of diversification. The guidelines limit the allowable holdings of a single issue and issuers and, as a result, we do not believe we have significant concentrations of credit risk.
A summary of our fixed maturity and short-term investments by credit rating as of December 31, 2018 and December 31, 2017 is as follows:

Credit rating	**2018**	**2017**	**Change**
AAA	28.2 %	26.3 %	1.9 %
AA	14.4 %	13.7 %	0.7 %
A	30.2 %	33.9 %	(3.7)%
BBB	23.4 %	20.4 %	3.0 %
Non-investment grade	3.6 %	5.4 %	(1.8)%
Not rated	0.2 %	0.3 %	(0.1)%
Total	100.0%	100.0%	
Average credit rating	A+	A+	

Reinsurance Balances Recoverable on Paid and Unpaid Losses
We have exposure to credit risk as it relates to our reinsurance balances recoverable on paid and unpaid losses. Our insurance subsidiaries remain liable to the extent that retrocessionaires do not meet their contractual obligations and, therefore, we evaluate and monitor concentration of credit risk among our reinsurers. A discussion of our reinsurance balances recoverable on paid and unpaid losses is in Note 8 - "Reinsurance Balances Recoverable on Paid and Unpaid Losses" in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

Funds Held
Under funds held arrangements, the reinsured company has retained funds that would otherwise have been remitted to our reinsurance subsidiaries. The funds balance is credited with investment income and losses payable are deducted. We are subject to credit risk if the reinsured company is unable to honor the value of the funds held balances, such as in the event of insolvency. However, we generally have the contractual ability to offset any shortfall in the payment of the funds held balances with amounts owed by us to the reinsured for losses payable and other amounts contractually due. Our funds held are shown under two categories on the consolidated balance sheets, where funds held upon which we receive the underlying portfolio economics are shown as "Funds held - directly managed", and funds held where we receive a fixed crediting rate are shown as "Funds held by reinsured companies". Both types of funds held are

subject to credit risk. We routinely monitor the creditworthiness of reinsured companies with whom we have funds held arrangements. As of December 31, 2018 we have a significant concentration of $1.0 billion with one reinsured company, which has financial strength credit ratings of A+ from A.M. Best and AA from Standard & Poor's.

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Equity Price Risk

Our portfolio of equity investments, including the equity funds and equity call options included in other investments (collectively, "equities at risk"), has exposure to equity price risk, which is the risk of potential loss in fair value resulting from adverse changes in stock prices. Our global publicly traded equity portfolio is correlated with a blend of the S&P 500 and MSCI World indices and changes in this blend of indices would approximate the impact on our portfolio. A summary of our equity investments as at December 31, 2018 and 2017 is as follows:

	2018	2017	Change
	(in millions of U.S. dollars)		
Publicly traded equity investments in common and preferred stocks	$138.4	$106.6	$31.8
Privately held equity investments in common and preferred stocks	228.7	—	228.7
Private equities funds	248.6	289.6	(41.0)
Equity funds	333.7	249.5	84.2
Fair value of equities at risk	$949.4	$645.7	$303.7
Impact of 10% decline in fair value	$94.9	$64.6	$30.3

In addition to the above, as of December 31, 2018, we had investments of $852.6 million (December 31, 2017: $63.8 million) in hedge funds, included within our other investments, at fair value, that have exposure, among other items, to equity price risk.

Foreign Currency Risk

Our foreign currency policy is to broadly manage, where possible, our foreign currency risk by seeking to match our liabilities under insurance and reinsurance policies that are payable in foreign currencies with assets that are denominated in such currencies, subject to regulatory constraints. In addition, we may selectively utilize foreign currency forward contracts to mitigate foreign currency risk. To the extent our foreign currency exposure is not matched or hedged, we may experience foreign exchange losses or gains, which would be reflected in our results of operations and financial condition.

Through our subsidiaries located in various jurisdictions, we conduct our insurance and reinsurance operations in a variety of non-U.S. currencies. The functional currency for the majority of our subsidiaries is the U.S. dollar. Fluctuations in foreign currency exchange rates relative to a subsidiary's functional currency will have a direct impact on the valuation of our assets and liabilities denominated in other currencies. All changes in foreign exchange rates, with the exception of non-U.S. dollar denominated investments classified as available-for-sale, are recognized in foreign exchange gains (losses) in our consolidated statements of earnings. Changes in foreign exchange rates relating to non-U.S. dollar denominated investments classified as available-for-sale are recorded in unrealized gains (losses) on investments, which is a component of accumulated other comprehensive income (loss) in shareholders’ equity.

We have exposure to foreign currency risk through our ownership of European, British, and Australian subsidiaries whose functional currencies are the Euro, British pound and Australian dollar, respectively. Following the closing of the Pavonia sale, as discussed in Note 5 - "Divestitures, Held-for-Sale Businesses and Discontinued Operations", we no longer have subsidiaries with a functional currency of Canadian dollars. The foreign exchange gain or loss resulting from the translation of their financial statements from functional currency into U.S. dollars is recorded in the cumulative translation adjustment account, which is a component of accumulated other comprehensive income (loss) in shareholders’ equity. During the three months ended September 30, 2018, we fully repaid our borrowing of Euros under the EGL Revolving Credit Facility, which was hedging the foreign currency exposure on our net investment in certain of our subsidiaries whose functional currency is denominated in Euros, and replaced the hedge with a Euro-denominated foreign currency forward exchange rate contract. During the year ended December 31, 2018, we utilized forward exchange contracts to hedge the foreign currency exposure on our net investment in certain of our subsidiaries whose functional currencies are denominated in Australian dollars.

We utilize hedge accounting to record the foreign exchange gain or loss on these instruments in the cumulative translation account. The loan and the forward contracts are discussed in Note 15 - "Debt Obligations and Credit Facilities" and Note 7 - "Derivatives and Hedging Instruments", respectively, in the notes to our consolidated financial statements included within Item 8 of this Annual Report on Form 10-K.

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In addition, from time to time, we may also utilize foreign currency forward contracts to hedge certain foreign currency exposures in British pounds, Canadian dollars, Euros and Australian dollars which were not designated for hedge accounting.
The table below summarizes our net exposures as at December 31, 2018 and 2017 to foreign currencies:

2018	**AUD**	**CAD**	**EUR**	**GBP**	**Other**	**Total**
	(in millions of U.S. dollars)					
Total net foreign currency exposure	$17.5	$20.2	$17.2	$(35.8)	$ 1.7	$20.7
Pre-tax impact of a 10% movement of the U.S. dollar(1)	$1.8	$2.0	$1.7	$(3.6)	$ 0.2	$2.1

2017	**AUD**	**CAD**	**EUR**	**GBP**	**Other**	**Total**
	(in millions of U.S. dollars)					
Total net foreign currency exposure	$(2.1)	$(3.4)	$11.0	$7.0	$ 3.7	$16.2
Pre-tax impact of a 10% movement of the U.S. dollar(1)	$(0.2)	$(0.3)	$1.1	$0.7	$ 0.4	$1.6

(1) Assumes 10% change in U.S. dollar relative to other currencies.

Effects of Inflation

Inflation may have a material effect on our consolidated results of operations by its effect on our assets and our liabilities. Inflation could lead to higher interest rates, resulting in a decrease in the market value of our fixed maturity portfolio. We may choose to hold our fixed maturity investments to maturity, which would result in the unrealized gains or losses accreting back over time. Inflation may also affect the value of certain of our liabilities, primarily our estimate for losses and LAE, such as our cost of claims which includes medical treatments, litigation costs and judicial awards. Although our estimate for losses and LAE is established to reflect the likely payments in the future, we would be subject to the risk that inflation could cause these amounts to be greater than the current estimate for losses and LAE. We seek to take this into account when setting reserves and pricing new business.

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ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

Schedules other than those listed above are omitted as they are not applicable or the information has been included in the consolidated financial statements, notes thereto, or elsewhere herein.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors
Enstar Group Limited:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Enstar Group Limited and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of earnings, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018 and the related notes and financial statement schedules I to VI (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as ofDecember 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 1, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG Audit Limited
We have served as the Company's auditor since 2012.
Hamilton, Bermuda
March 1, 2019

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ENSTAR GROUP LIMITED
CONSOLIDATED BALANCE SHEETS
As of December 31, 2018 and 2017

	2018	2017
	(expressed in thousands of U.S. dollars, except share data)	
ASSETS		
Short-term investments, trading, at fair value	$114,116	$180,211
Fixed maturities, trading, at fair value	7,248,793	5,696,073
Fixed maturities, available-for-sale, at fair value (amortized cost: 2018 — $151,433; 2017 — $208,097)	151,609	210,285
Funds held - directly managed	1,198,154	1,179,940
Equities, at fair value	367,125	106,603
Other investments, at fair value	1,957,757	913,392
Other investments, at cost	—	125,621
Equity method investments	204,507	343,005
Total investments (Note 6 and Note 11)	11,242,061	8,755,130
Cash and cash equivalents	602,096	955,150
Restricted cash and cash equivalents	380,488	257,686
Premiums receivable	787,468	425,702
Deferred tax assets (Note 20)	10,124	13,001
Prepaid reinsurance premiums	198,990	245,101
Reinsurance balances recoverable on paid and unpaid losses (Note 8)	1,290,072	1,478,806
Reinsurance balances recoverable on paid and unpaid losses, fair value (Note 8 and Note 11)	739,591	542,224
Funds held by reinsured companies	321,267	175,383
Deferred acquisition costs	121,101	64,984
Goodwill and intangible assets (Note 14)	218,725	180,589
Other assets	644,287	512,666
TOTAL ASSETS	$16,556,270	$13,606,422
LIABILITIES		
Losses and loss adjustment expenses (Note 10)	$6,535,449	$5,603,419
Losses and loss adjustment expenses, fair value (Note 10 and Note 11)	2,874,055	1,794,669
Policy benefits for life and annuity contracts (Note 12)	105,080	117,207
Unearned premiums	842,618	583,197
Insurance and reinsurance balances payable	388,086	236,697
Deferred tax liabilities (Note 20)	10,542	15,262
Debt obligations (Note 15)	861,539	646,689
Other liabilities	566,369	983,728
TOTAL LIABILITIES	12,183,738	9,980,868
COMMITMENTS AND CONTINGENCIES (Note 23)		
REDEEMABLE NONCONTROLLING INTEREST (Note 16)	458,543	479,606
SHAREHOLDERS' EQUITY (Note 17)		
Ordinary shares (par value $1 each, issued and outstanding 2018: 21,459,997; 2017: 19,406,722):		
Voting Ordinary Shares (issued and outstanding 2018: 17,950,315; 2017: 16,402,279)	17,950	16,402
Non-voting convertible ordinary Series C Shares (issued and outstanding 2018 and 2017: 2,599,672)	2,600	2,600

Non-voting convertible ordinary Series E Shares (issued and outstanding 2018: 910,010; 2017: 404,771)	910	405
Preferred Shares:		
Series C Preferred Shares (issued and held in treasury 2018 and 2017: 388,571)	389	389
Series D Preferred Shares (issued and outstanding 2018: 16,000)	400,000	—
Series E Preferred Shares (issued and outstanding 2018: 4,400)	110,000	—
Treasury shares, at cost (Series C Preferred Shares 2018 and 2017: 388,571)	(421,559)	(421,559)
Additional paid-in capital	1,804,664	1,395,067
Accumulated other comprehensive income	10,440	10,468
Retained earnings	1,976,539	2,132,912
Total Enstar Group Limited Shareholders' Equity	3,901,933	3,136,684
Noncontrolling interest	12,056	9,264
TOTAL SHAREHOLDERS' EQUITY	$3,913,989	$3,145,948
TOTAL LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND SHAREHOLDERS' EQUITY	16,556,270	13,606,422

See accompanying notes to the consolidated financial statements

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ENSTAR GROUP LIMITED
CONSOLIDATED STATEMENTS OF EARNINGS
For the Years Ended December 31, 2018, 2017 and 2016

	2018	2017	2016
	(expressed in thousands of U.S. dollars, except share and per share data)		
INCOME			
Net premiums earned	$895,575	$613,121	$823,514
Fees and commission income	35,088	66,103	39,364
Net investment income	270,671	208,789	185,463
Net realized and unrealized gains (losses)	(412,884)	190,334	77,818
Other income	35,085	22,605	10,236
	823,535	1,100,952	1,136,395
EXPENSES			
Net incurred losses and loss adjustment expenses	454,025	193,551	174,099
Life and annuity policy benefits	1,003	4,015	(2,038)
Acquisition costs	192,790	96,906	186,569
General and administrative expenses	407,375	435,985	423,734
Interest expense	26,217	28,102	20,642
Net foreign exchange losses	2,668	17,537	665
Loss on sale of subsidiary	—	16,349	—
	1,084,078	792,445	803,671
EARNINGS (LOSS) BEFORE INCOME TAXES	(260,543)	308,507	332,724
Income tax benefit (expense)	6,124	6,395	(34,874)
Earnings (losses) from equity method investments	42,147	5,904	(5,400)
NET EARNINGS (LOSS) FROM CONTINUING OPERATIONS	(212,272)	320,806	292,450
Net earnings from discontinued operations, net of income taxes	—	10,993	11,963
NET EARNINGS (LOSS)	(212,272)	331,799	304,413
Net loss (earnings) attributable to noncontrolling interest	62,051	(20,341)	(39,606)
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED	(150,221)	311,458	264,807
Dividends on preferred shares	(12,133)	—	—
NET EARNINGS (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED ORDINARY SHAREHOLDERS	$(162,354)	$311,458	$264,807
Earnings per ordinary share attributable to Enstar Group Limited:			
Basic:			
Net earnings (loss) from continuing operations	$(7.84)	$15.50	$13.10
Net earnings from discontinued operations, net of income taxes	—	0.56	0.62
Net earnings (loss) per ordinary share	$(7.84)	$16.06	$13.72
Diluted:			
Net earnings (loss) from continuing operations	$(7.84)	$15.39	$13.00
Net earnings from discontinued operations, net of income taxes	—	0.56	0.62
Net earnings (loss) per ordinary share	$(7.84)	$15.95	$13.62
Weighted average ordinary shares outstanding:			
Basic	20,698,310	19,388,621	19,299,426
Diluted	20,904,176	19,527,591	19,447,241

See accompanying notes to the consolidated financial statements

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ENSTAR GROUP LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2018, 2017 and 2016

	2018	2017	2016
	(expressed in thousands of U.S. dollars)		
NET EARNINGS (LOSS)	$(212,272)	$331,799	$304,413
Other comprehensive income (loss), net of tax:			
Unrealized holding gains (losses) on fixed income investments arising during the year	(2,284)	4,776	4,776
Reclassification adjustment for net realized gains (losses) included in net earnings	63	(491)	(384)
Unrealized gains (losses) arising during the year, net of reclassification adjustment	(2,221)	4,285	4,392
Change in currency translation adjustment	(202)	9,423	4,793
Reclassification to earnings on disposal of subsidiary	—	20,751	—
Total cumulative translation adjustment	(202)	30,174	4,793
Decrease in defined benefit pension liability	2,156	1,501	3,079
Total other comprehensive gain (loss)	(267)	35,960	12,264
Comprehensive income (loss)	(212,539)	367,759	316,677
Comprehensive loss (income) attributable to noncontrolling interest	62,291	(22,285)	(40,257)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO ENSTAR GROUP LIMITED	$(150,248)	$345,474	$276,420

See accompanying notes to the consolidated financial statements

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ENSTAR GROUP LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2018, 2017 and 2016

	2018	2017	2016
	(expressed in thousands of U.S. dollars)		
Share Capital — Voting Ordinary Shares			
Balance, beginning of year	$ 16,402	$ 16,175	$ 16,133
Issue of shares	1,548	35	42
Conversion of Series C Non-Voting Convertible Ordinary Shares	—	192	—
Balance, end of year	$ 17,950	$ 16,402	$ 16,175
Share Capital — Non-Voting Convertible Ordinary Series A Shares			
Balance, beginning of year	$ —	$ —	$ 2,973
Shares converted to Series C Convertible Participating Non-Voting Preferred Shares	—	—	(2,973)
Balance, end of year	$ —	$ —	$ —
Share Capital — Non-Voting Convertible Ordinary Series C Shares			
Balance, beginning of year	$ 2,600	$ 2,792	$ 2,726
Warrants exercised	—	—	66
Conversion to Voting Ordinary Shares	—	(192)	—
Balance, end of year	$ 2,600	$ 2,600	$ 2,792
Share Capital — Non-Voting Convertible Ordinary Series E Shares			
Balance, beginning of year	$ 405	$ 405	$ 405
Issue of shares	505	—	—
Balance, end of year	$ 910	$ 405	$ 405
Share Capital - Series C Convertible Participating Non-Voting Preferred Shares			
Balance, beginning of year	$ 389	$ 389	$ —
Conversion of Non-Voting Convertible Ordinary Series A Shares	—	—	389
Balance, end of year	$ 389	$ 389	$ 389
Share Capital - Series D Preferred Shares			
Balance, beginning of year	$ —	$ —	$ —
Issue of shares	400,000	—	—
Balance, end of year	$ 400,000	$ —	$ —
Share Capital - Series E Preferred Shares			
Balance, beginning of year	$ —	$ —	$ —
Issue of shares	110,000	—	—
Balance, end of year	$ 110,000	$ —	$ —
Treasury Shares (Series C Preferred Shares)			
Balance, beginning and end of year	$ (421,559)	$ (421,559)	$ (421,559)
Additional Paid-in Capital			
Balance, beginning of year	$ 1,395,067	$ 1,380,109	$ 1,373,044
Issue of voting ordinary shares and warrants	413,141	450	529
Issuance costs of preferred shares	(14,643)	—	—
Conversion of Series A Non-Voting Convertible Ordinary Stock	—	—	2,584
Amortization of share-based compensation	11,099	14,508	3,952
Balance, end of year	$ 1,804,664	$ 1,395,067	$ 1,380,109
Accumulated Other Comprehensive Income (Loss)			
Balance, beginning of year	$ 10,468	$ (23,549)	$ (35,162)
Cumulative translation adjustment			
Balance, beginning of year	11,171	(18,993)	(23,790)
Change in currency translation adjustment	(185)	9,413	4,797

Reclassification to earnings on disposal of subsidiary	—	20,751	—
Balance, end of year	10,986	11,171	(18,993)
Defined benefit pension liability			
Balance, beginning of year	(3,143)	(4,644)	(7,723)
Change in defined benefit pension liability	2,156	1,501	3,079
Balance, end of year	(987)	(3,143)	(4,644)
Unrealized gains on investments			
Balance, beginning of year	2,440	88	(3,649)
Change in unrealized gains (losses) on investments	(1,999)	2,352	3,737
Balance, end of year	441	2,440	88

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Balance, end of year	$10,440	$10,468	$(23,549)
Retained Earnings			
Balance, beginning of year	$2,132,912	$1,847,550	$1,578,312
Net earnings (loss) attributable to Enstar Group Limited ordinary shareholders	(212,272)	331,799	304,413
Net loss (earnings) attributable to noncontrolling interest	62,051	(20,341)	(39,606)
Dividends on preferred shares	(12,133)	—	—
Change in redemption value of redeemable noncontrolling interests	7,554	(30,978)	4,431
Cumulative effect of change in accounting principle	(1,573)	4,882	—
Balance, end of year	$1,976,539	$2,132,912	$1,847,550
Noncontrolling Interest (excludes redeemable noncontrolling interests)			
Balance, beginning of year	$9,264	$8,520	$3,911
Contribution of capital	49	22	5,643
Net earnings (loss) attributable to noncontrolling interest	2,743	722	(1,034)
Balance, end of year	$12,056	$9,264	$8,520

See accompanying notes to the consolidated financial statements

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ENSTAR GROUP LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2018, 2017 and 2016

	2018	2017	2016
	(expressed in thousands of U.S. dollars)		
OPERATING ACTIVITIES:			
Net earnings (loss)	$ (212,272)	$ 331,799	$ 304,413
Net earnings from discontinued operations, net of income taxes	—	(10,993)	(11,963)
Adjustments to reconcile net earnings to cash flows used in operating activities:			
Realized losses (gains) on sale of investments	27,633	(1,668)	7,036
Unrealized losses (gains) on investments	385,251	(188,666)	(84,854)
Depreciation and other amortization	33,295	36,115	34,938
Net change in trading securities held on behalf of policyholders	—	25,597	(1,284)
Earnings from equity method investments	(42,147)	(5,904)	5,400
Sales and maturities of trading securities	4,802,224	6,111,607	3,406,788
Purchases of trading securities	(5,592,311)	(7,544,649)	(3,100,515)
Net loss on sale of subsidiary	—	16,349	—
Other non-cash items	11,857	15,490	8,566
Changes in:			
Reinsurance balances recoverable on paid and unpaid losses	(268,039)	(530,857)	(21,866)
Funds held by reinsured companies	(126,897)	(93,310)	(967,379)
Losses and loss adjustment expenses	960,199	1,363,032	259,339
Policy benefits for life and annuity contracts	(6,776)	(3,314)	(11,037)
Insurance and reinsurance balances payable	151,918	(157,741)	120,515
Unearned premiums	173,725	34,854	5,682
Premiums receivable	(212,423)	(19,026)	(25,264)
Other operating assets and liabilities	(245,309)	278,178	(131,204)
Net cash flows used in operating activities	(160,072)	(343,107)	(202,689)
INVESTING ACTIVITIES:			
Acquisitions, net of cash acquired	$ (245,151)	$ (4,185)	$ (18,454)
Sale of subsidiary, net of cash sold	—	126,611	—
Sales and maturities of available-for-sale securities	58,219	86,359	81,596
Purchase of available-for-sale securities	(10,386)	(14,848)	(52,568)
Purchase of other investments	(901,071)	(109,885)	(91,093)
Redemption of other investments	436,396	232,827	245,069
Purchase of equity method investments	(155,440)	—	—
Other investing activities	(8,321)	(23,617)	(7,841)
Net cash flows provided by (used in) investing activities	(825,754)	293,262	156,709
FINANCING ACTIVITIES:			
Net proceeds from the issuance of preferred shares	$ 495,357	$ —	$ —
Dividends on preferred shares	(12,133)	—	—
Contribution by noncontrolling interest	49	22	5,643
Contribution by redeemable noncontrolling interest	55,377	—	—
Dividends paid to noncontrolling interest	(3,852)	(27,458)	—
Receipt of loans	1,132,507	874,100	571,048
Repayment of loans	(914,319)	(912,140)	(493,250)
Net cash flows provided by (used in) financing activities	752,986	(65,476)	83,441

EFFECT OF EXCHANGE RATE CHANGES ON FOREIGN CURRENCY CASH, CASH EQUIVALENTS AND RESTRICTED CASH	2,588	9,512	(13,985)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(230,252)	(105,809)	23,476
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR	1,212,836	1,318,645	1,295,169
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR	$ 982,584	$ 1,212,836	$ 1,318,645
Supplemental Cash Flow Information:			
Income taxes paid, net of refunds	$ 17,610	$ 13,192	$ 22,216
Interest paid	$ 25,240	$ 21,487	$ 19,451
Reconciliation to Consolidated Balance Sheets:			
Cash and cash equivalents	$ 602,096	$ 955,150	$ 954,871
Restricted cash and cash equivalents	380,488	257,686	363,774
Cash, cash equivalents and restricted cash	$ 982,584	$ 1,212,836	$ 1,318,645

See accompanying notes to the consolidated financial statements

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018, 2017 and 2016

(Tabular information expressed in thousands of U.S. dollars except share and per share data)
1. DESCRIPTION OF BUSINESS
Enstar Group Limited ("Enstar") is a Bermuda-based holding company, formed in 2001. Enstar is a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through its network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Our ordinary shares are listed on the NASDAQ Global Select Market under the ticker symbol "ESGR". Unless the context indicates otherwise, the terms "Enstar," "we," "us" or "our" mean Enstar Group Limited and its consolidated subsidiaries and the term "Parent Company" means Enstar Group Limited and not any of its consolidated subsidiaries.
Our business is organized into three segments:

(i) Non-life Run-off - This segment is comprised of the operations of our subsidiaries that are running off their property and casualty and other non-life business. It also includes our management business, which manages the run-off portfolios of third parties through our service companies.

(ii) Atrium - Atrium Underwriters Ltd. is a managing general agent at Lloyd’s of London ("Lloyd's"), which manages Syndicate 609. Through a corporate capital vehicle, Atrium 5 Ltd., we provide 25% of the syndicate’s underwriting capacity and capital (with the balance provided by traditional Lloyd’s Names). Atrium underwrites specialist marine, energy, aerospace, non-marine and liability classes.

(iii) StarStone - StarStone is a global specialty insurer that underwrites a diverse range of property, casualty and specialty insurance through its operations in Bermuda, the United States, the United Kingdom, and Continental Europe. Certain run-off business of StarStone is recorded in our Non-life Run-off segment.

In addition to our three reportable segments, our other activities, which do not qualify as a reportable segment, include our corporate expenses, debt servicing costs, holding company income and expenses, foreign exchange, our remaining life business and other miscellaneous items.

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The consolidated financial statements include our assets, liabilities and results of operations as of December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016. Results of operations for acquired subsidiaries are included from the date of acquisition. All significant intercompany transactions and balances have been eliminated. Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no impact on net earnings.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Our actual results could differ materially from our estimates. Accounting policies that we believe are most dependent on assumptions and estimates are considered to be our critical accounting policies and are related to the determination of:

- liability for losses and loss adjustment expenses ("LAE");
- liability for policy benefits for life and annuity contracts;
- reinsurance balances recoverable on paid and unpaid losses;
- valuation allowances on reinsurance balances recoverable and deferred tax assets;
- impairment charges, including other-than-temporary impairments on investment securities classified as available-for-sale, and impairments on goodwill, intangible assets and deferred charge assets;
- gross and net premiums written and net premiums earned;
- fair value measurements of investments;
- fair value estimates associated with accounting for acquisitions;
- fair value estimates associated with loss portfolio transfer reinsurance agreements for which we have elected the fair value option; and
- redeemable noncontrolling interests.

Significant Accounting Policies

(a) Premiums

Non-Life

Non-life premiums written are earned on a pro-rata basis over the period the coverage is provided. Reinsurance premiums are recorded at the inception of the policy, are based upon contractual terms and, for certain business, are estimated based on underlying contracts or from information provided by insureds and/or brokers. Changes in reinsurance premium estimates are expected and may result in adjustments in future periods. Any subsequent differences arising on such estimates are recorded as premiums written in the period in which they are determined.

Certain non-life contracts are retrospectively rated and provide for a final adjustment to the premium based on the final settlement of all losses. Premiums on such contracts are adjusted based upon contractual terms, and management judgment is involved with respect to the estimate of the amount of losses that we expect to incur. Additional premiums are recognized at the time loss thresholds specified in the contract are exceeded and are earned over the coverage period, or are earned immediately if the period of risk coverage has passed.

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Life and Annuities
Prior to going into run-off, our life and annuities subsidiaries wrote life insurance, including credit life and disability insurance, term life insurance, assumed life reinsurance and annuities. We will continue to recognize premiums on term life insurance, assumed life reinsurance and credit life and disability insurance. These premiums are generally recognized as revenue when due from policyholders. The policies include contracts with fixed and guaranteed premiums and benefits. Benefits and expenses are matched with such revenue to result in the recognition of profit over the life of the contracts.
Premiums receivable
Premiums receivable represent amounts currently due and amounts not yet due on insurance and reinsurance policies. Premiums for insurance policies are generally due at inception. Premiums for reinsurance policies generally become due over the period of coverage based on the policy terms. We monitor the credit risk associated with premiums receivable, taking into consideration the impact of our contractual right to offset loss obligations or unearned premiums against premiums receivable. Amounts deemed uncollectible are charged to net earnings in the period they are determined. Changes in the estimates of premiums written will result in an adjustment to premiums receivable in the period they are determined.
Unearned premiums and prepaid reinsurance premiums
Unearned premiums represent the portion of premiums written that relate to the unexpired terms of policies in force. Premiums ceded are similarly pro-rated over the period the coverage is provided with the unearned portion being deferred as prepaid reinsurance premiums.
(b) Acquisition Costs
Acquisition costs, consisting principally of commissions and brokerage expenses and certain premium taxes and fees incurred at the time a contract or policy is issued and that vary with and are directly related to the successful efforts of acquiring new insurance contracts or renewing existing insurance contracts, are deferred and amortized over the period in which the related premiums are earned. Deferred acquisition costs are limited to their estimated realizable value by line of business based on the related unearned premiums, anticipated claims and claim expenses and anticipated investment income.
(c) Losses and LAE
Non-life Run-off
The liability for losses and LAE in the Non-life Run-off segment includes an amount determined from reported claims and an amount, based on historical loss experience and industry statistics, for losses incurred but not reported ("IBNR") determined using a variety of actuarial methods. These estimates are continually reviewed and are necessarily subject to the impact of future changes in factors such as claim severity and frequency, changes in economic conditions including the impact of inflation, legal and judicial developments, and medical cost trends. While we believe that the amount is adequate, the ultimate liability may be in excess of, or less than, the amounts provided. Adjustments will be reflected as part of net increase or reduction in losses and LAE liabilities in the periods in which they become known. Premium and commission adjustments may be triggered by incurred losses, and any amounts are recorded in the same period that the related incurred loss is recognized.
Commutations of acquired companies' exposures have the effect of accelerating the payout of claims compared to the probability-weighted ranges of actuarially projected cash flows that we applied when estimating the fair values of assets and liabilities at the time of acquisition. Any material acceleration of payout together with the impact of any material loss reserve savings in any period will also accelerate the amortization of fair value adjustments in that period. Gains or losses on settlement of losses and LAE liabilities by way of commutation or policy buy-back are recognized upon execution of a commutation or policy buyback with the insured or reinsured.

Our insurance and reinsurance subsidiaries also establish provisions for LAE relating to run-off costs for the estimated duration of the run-off, which are included in losses and LAE. These provisions are assessed at each reporting date, and provisions relating to future periods are adjusted to reflect any changes in estimates of the periodic run-off costs or the duration of the run-off, including the impact of any acceleration of the run-off period that may be caused by commutations. Provisions relating to the current period together with any adjustment to future run-off provisions are included in net incurred losses and LAE in the consolidated statements of earnings.

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Atrium and StarStone
The reserves for losses and LAE in the Atrium and StarStone segments include reserves for unpaid reported losses and for IBNR loss reserves. The reserves for unpaid reported losses and loss expenses are established by management based on reports from brokers, ceding companies and insureds and represent the estimated ultimate cost of events or conditions that have been reported to or specifically identified by us. The reserve for IBNR losses is established by us based on actuarially determined estimates of ultimate losses and loss expenses. Inherent in the estimate of ultimate losses and loss expenses are expected trends in claim severity and frequency and other factors which may vary significantly as claims are settled. Accordingly, ultimate losses and loss expenses may differ from the amounts recorded in the consolidated financial statements. These estimates are reviewed regularly and, as experience develops and new information becomes known, the reserves are adjusted as necessary. Such adjustments, if any, will be recorded in earnings in the period in which they become known. Prior period development arises from changes to loss estimates recognized in the current year that relate to loss reserves established in previous calendar years.
Components of Net Incurred Losses and LAE
Included within the total net incurred losses and LAE on our consolidated statement of earnings are the following items:
- Net losses paid: paid losses and LAE, net of related reinsurance recoveries.
- Net change in case and LAE reserves: the change in case reserves and associated LAE, net of related reinsurance recoveries.
- Net change in IBNR reserves: the change in IBNR reserves, net of related reinsurance recoveries.
- Increase (reduction) in estimates of net ultimate losses: the total of net loses paid, net change in case and LAE reserves and the net change in IBNR.
- Increase (reduction) in provisions for unallocated LAE: the net change in our provision for unallocated LAE.
- Amortization of deferred charge assets: the amortization of the deferred charge assets associated with the retroactive reinsurance contracts which we assumed, where the estimated ultimate losses at inception were greater than the premiums received.
- Amortization of fair value adjustments: the amortization of the fair value adjustments associated with the acquisitions of companies, where the acquired reserves and recoveries were fair valued upon acquisition.
- Changes in fair value - fair value option: the changes in the fair value for reinsurance agreements where we have elected the fair value option. The change in fair value component includes the changes in the discounted cash flows and risk margin. The underlying net losses paid, net change in case and LAE reserves and the net change in IBNR reserves relating to these reinsurance agreements for which we have elected the fair value option is included in the appropriate line item described above.
- Net incurred losses and LAE: the total of increase (reduction) in estimates of net ultimate losses, increase (reduction) in provisions for unallocated LAE, amortization of deferred charge assets, amortization of fair value adjustments and changes in fair value - fair value option.

(d) Policy Benefits for Life and Annuity Contracts
Policy benefits for life and annuity contracts (“policy benefits”) are calculated using the net level premium method and are derived using locked-in assumptions.

ed on associated premiums, be sufficient to support all future cash flow benefit obligations and third-party servicing obligations as they become payable. We review policy benefits regularly and perform loss recognition testing based upon cash flow projections.

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Since the development of the policy benefits is based upon projections of future cash flows, we are required to make assumptions for mortality, longevity and morbidity rates, lapse rates, expenses and investment income. The assumptions used to determine policy benefits are determined at the inception of the contracts, reviewed and adjusted at the point of acquisition, as required, and are locked-in throughout the life of the contract unless a premium deficiency develops. These locked-in assumptions are based on a best estimate view of experience at the time they are established and may include a provision for adverse deviation. Assumptions are established based upon a combination of historical and industry experience, when available, and management judgment. Actual results could differ from these estimates.

Policy benefit liabilities are reviewed periodically to determine whether a premium deficiency exists. Management reviews emerging experience and updates best estimate assumptions where appropriate. If existing policy benefit reserves, reduced by unamortized acquisition costs, together with the present value of future gross premiums using current best estimate assumptions, are insufficient in covering the present value of future benefits, settlement, and maintenance costs using current best estimate assumptions, a premium deficiency is deemed to exist. To remediate, unamortized acquisition costs are reduced until the premium deficiency has been eliminated. If unamortized acquisition costs have been entirely written off and a premium deficiency still exists, locked-in assumptions are revised and a charge for policy benefits is recognized.

Because of the many assumptions and estimates used in establishing policy benefits and the long-term nature of the contracts, the reserving process, while based on actuarial techniques, is inherently uncertain.

(e) Reinsurance Balances Recoverable on Paid and Unpaid Losses

Amounts billed to, and due from, reinsurers resulting from paid movements in the underlying business are calculated in accordance with the terms of the individual reinsurance contracts. Similarly, reinsurance balances recoverable on paid and unpaid losses related to our case reserves are calculated by applying the terms of any applicable reinsurance coverage to movements in the underlying case reserves. Our estimate of reinsurance balances recoverable on paid and unpaid losses related to IBNR reserves is recognized on a basis consistent with the underlying IBNR reserves.

Our reinsurance balances recoverable on paid and unpaid losses are presented net of a provision for uncollectible amounts, reflecting the amount deemed not collectible due to credit quality, collection problems due to the location of the reinsurer, contractual disputes with reinsurers over individual contentious claims, contract language or coverage issues.

(f) Investments, Cash and Cash Equivalents

Short-term investments and fixed maturity investments

Short-term investments comprise investments with a maturity greater than three months up to one year from the date of purchase. Fixed maturities comprise investments with a maturity of greater than one year from the date of purchase.

Short-term and fixed maturity investments classified as trading are carried at fair value, with realized and unrealized holding gains and losses included in net earnings and reported as net realized and unrealized gains and losses.

Short-term and fixed maturity investments classified as available-for-sale are carried at fair value, with unrealized gains and losses excluded from net earnings and reported as a separate component of accumulated other comprehensive income (loss) ("AOCI"). Realized gains and losses on sales of investments classified as available-for-sale are recognized in the consolidated statements of earnings.

The costs of short-term and fixed maturity investments are adjusted for amortization of premiums and accretion of discounts, recognized using the effective yield method and included in net investment income. For mortgage-backed and asset-backed investments, and any other holdings for which there is a prepayment risk, prepayment assumptions are evaluated and reviewed on a regular basis.

Investment purchases and sales are recorded on a trade-date basis. Realized gains and losses on the sale of investments are based upon specific identification of the cost of investments.

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Other-Than-Temporary Impairments

Fixed maturity investments classified as available-for-sale are reviewed quarterly to determine if they have sustained an impairment of value that is, based on our judgment, considered to be other than temporary. The process includes reviewing each fixed maturity investment that is below cost and: (1) determining if we have the intent to sell the fixed maturity investment; (2) determining if it is more likely than not that we will be required to sell the fixed maturity investment before its anticipated recovery; and (3) assessing whether a credit loss exists, that is, whether we expect that the present value of the cash flows expected to be collected from the fixed maturity investment is less than the amortized cost basis of the investment.

In assessing whether it is more likely than not that we will be required to sell a fixed maturity investment before its anticipated recovery, we consider various factors including our future cash flow requirements, legal and regulatory requirements, the level of our cash, cash equivalents, short-term investments and fixed maturity investments available-for-sale in an unrealized gain position, and other relevant factors.

In evaluating credit losses, we consider a variety of factors in the assessment of a fixed maturity investment including: (1) the time period during which there has been a significant decline below cost; (2) the extent of the decline below cost and par; (3) the potential for the investment to recover in value; (4) an analysis of the financial condition of the issuer; (5) the rating of the issuer; and (6) failure of the issuer of the investment to make scheduled interest or principal payments.

If we conclude that an investment is other-than-temporarily impaired ("OTTI"), then the difference between the fair value and the amortized cost of the investment is presented as an OTTI charge in the consolidated statements of earnings, with an offset for any non-credit related loss component of the OTTI charge to be recognized in other comprehensive income. Accordingly, only the credit loss component of the OTTI amount would have an impact on our earnings.

Equities

We have investments in publicly traded equities, which are classified as trading, and we also have investments in privately held equities. Our equity investments are carried at fair value with realized and unrealized holding gains and losses included in net earnings and reported as net realized and unrealized gains and losses.

Other investments, at fair value

Other investments include investments in limited partnerships and limited liability companies (collectively "private equities") and fixed income funds, hedge funds, equity funds, private credit funds and collateralized loan obligation ("CLO") equity funds that carry their investments at fair value, as well as direct investments in CLO equities. These other investments are stated at fair value, which ordinarily will be the most recently reported net asset value as advised by the fund manager or administrator. Many of our fund investments publish net asset values on a daily basis and provide daily liquidity; others report on a monthly basis. Private equities typically report quarterly. The change in fair value is included in net realized and unrealized gains and losses on investments and recognized in net earnings.

Other investments, at cost

During 2018, we sold our investments in life settlement contracts, which were recorded as other investments, at cost and accounted for under the investment method whereby we recognized our initial investment in the life settlement contracts at the transaction price plus all initial direct external costs. Continuing costs to keep the policy in force, primarily life insurance premiums, increase the carrying amount of the investment. We recognized income on individual investments in life settlements when the insured died, at an amount equal to the excess of the investment proceeds over the carrying amount of the investment at that time.

The investments were subject to quarterly impairment review on a contract-by-contract basis. An investment in life settlements was considered impaired if the undiscounted cash flows resulting from the expected proceeds from the investment in life settlements were not sufficient to recover the current carrying amount for the investment in life settlements plus anticipated undiscounted future premiums and other capitalizable future costs, if any. Impaired contracts were written down to their estimated fair value, which was determined on a discounted cash flow basis using current market longevity assumptions and market yields, with any impairment charges included within net realized and unrealized gains (losses).

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Equity method investments
Investments in which the Company has significant influence over the operating and financial policies of the investee are classified as equity method investments and are accounted for using the equity method of accounting. In applying the equity method of accounting, investments are initially recorded at cost and are subsequently adjusted based on the Company's proportionate share of net income or loss of the investee. Adjustments are based on the most recently available financial information from the investee. Changes in the carrying value of such investments are recorded in our consolidated statements of earnings as earnings (losses) from equity method investments. Any decline in the value of our equity method investments considered by management to be other-than-temporary is reflected in our consolidated statements of earnings in the period in which it is determined.
Cash and cash equivalents
Cash equivalents includes money market funds, fixed interest deposits and all highly liquid debt instruments purchased with an original maturity of three months or less.
(g) Funds Held
Under funds held arrangements, the reinsured company has retained funds that would otherwise have been remitted to our reinsurance subsidiaries. The funds balance is credited with investment income and losses payable are deducted. Funds held are shown under two categories on the consolidated balance sheets, where funds held upon which we receive the underlying portfolio economics are shown as "Funds held - directly managed", and funds held where we receive a fixed crediting rate are shown as "Funds held by reinsured companies". Funds held by reinsured companies are carried at cost. Funds held - directly managed, carried at fair value, represents the aggregate of funds held at cost and the value of an embedded derivative. The embedded derivative relates to our contractual right to receive the return on the underlying investment portfolio economics. The investment returns on both categories of funds held are recognized in net investment income and net realized and unrealized gains (losses). The revaluation of the embedded derivative is included in net unrealized gains (losses).
(h) Fees and Commission Income
Fees and commission income primarily includes profit commissions earned from managed Lloyd's syndicates as well as fees earned under fronting and consulting arrangements with third- party clients, which are recorded on an accrual basis.
(i) Foreign Exchange
Our reporting currency is the U.S. dollar. Assets and liabilities of entities whose functional currency is not the U.S. dollar are translated at period end exchange rates. Revenues and expenses of such foreign entities are translated at average exchange rates during the year. The effect of the currency translation adjustments for these foreign entities is included in accumulated other comprehensive income (loss). Other foreign currency assets and liabilities that are considered monetary items are translated at exchange rates in effect at the balance sheet date. Foreign currency revenues and expenses are translated at transaction date exchange rates. These exchange gains and losses are recognized in net earnings.
(j) Share-based Compensation
We have primarily used three types of share-based compensation: (i) restricted shares, restricted share units and performance share units, (ii) cash-settled stock appreciation rights ("SARs") and (iii) shares issued under our employee share purchase plans. With the exception of SARs and the incentive plan awards issued to certain employees of Atrium, our share-based compensation awards qualify for equity classification. The fair value of the compensation cost is measured at the grant date and is expensed over the service period of the award. The SARs and the Atrium incentive plan awards are classified as liability awards. Liability classified awards are recorded at fair value within other liabilities in the consolidated balance sheet with changes in fair value relating to the vested portion of the award recorded within general and administrative expenses in the consolidated statements of earnings.

(k) Derivative Instruments

We utilize derivative instruments in our foreign currency risk management strategy and recognize all derivatives as either assets or liabilities in the consolidated balance sheets and carry them at the fair value of the specific instrument utilized. Changes in the fair value as well as realized gains or losses on derivative instruments are recognized in net earnings if they are not designated as qualifying hedging instruments or if the criteria for establishing a perfectly effective designated hedging relationship for our net investment hedges has not been met. However, if a designated net investment hedge is deemed to be perfectly effective, then we recognize the changes in the fair value of the underlying hedging instrument in accumulated other comprehensive income (loss) until the application of hedge accounting is discontinued. Any cumulative gains or losses arising on designated net investment hedges are deferred in accumulated other comprehensive income (loss) until the cumulative translation adjustment ("CTA") from the underlying hedged net investment is recognized in net earnings due to a disposal, deconsolidation or substantial liquidation.

Certain of our funds held arrangements also contain embedded derivatives as described above, which are carried at fair value. In addition, we also hold equity call options as part of our investment strategy.

(l) Income Taxes

Certain of our subsidiaries and branches operate in jurisdictions where they are subject to taxation. Current and deferred tax expense or benefit is charged or credited to net earnings (loss), or, in certain cases, to other comprehensive income (loss), based upon enacted tax laws and rates applicable in the relevant jurisdiction in the period in which the tax becomes accruable or realizable. Deferred taxes are provided for temporary differences between the bases of assets and liabilities used in the financial statements and those used in the various jurisdictional tax returns. When our assessment indicates that all or some portion of deferred tax assets will not be realized, a valuation allowance is recorded against the deferred tax assets to reduce the assets to the amount more likely than not to be realized.

We recognize the benefit relating to tax positions only where the position is more likely than not to be sustained assuming examination by tax authorities. A recognized tax benefit is measured as the largest amount that is greater than 50 percent likely of being realized. A liability or other adjustment is recognized for any tax benefit (along with any interest and penalty, if applicable) claimed in a tax return in excess of the amount allowed to be recognized in the financial statements under U.S. GAAP. Any changes in amounts recognized are recorded in the period in which they are determined.

(m) Earnings Per Share

Basic earnings per share is based on the weighted average number of ordinary shares outstanding and excludes potentially dilutive securities such as restricted shares, restricted share units, warrants, options and convertible securities. Diluted earnings per share is based on the weighted average number of ordinary and ordinary share equivalents outstanding calculated using the treasury stock method for all potentially dilutive securities. When the effect of dilutive securities would be anti-dilutive, these securities are excluded from the calculation of diluted earnings per share.

(n) Acquisitions, Goodwill and Intangible Assets

The acquisition method is used to account for all business acquisitions. This method requires that we record the acquired assets and liabilities at their estimated fair value. The fair values of each of the acquired reinsurance assets and liabilities are derived from probability-weighted ranges of the associated projected cash flows, based on actuarially prepared information and management’s run-off strategy. Our run-off strategy, as well as that of other run-off market participants, is expected to be different from the seller's as generally sellers are not specialized in running off insurance and reinsurance liabilities whereas we and other market participants do specialize in such run-offs.

The key assumptions used by us and, we believe, by other run-off market participants in the fair valuation of acquired companies are (i) the projected payout, timing and amount of claims liabilities; (ii) the related projected timing and amount of reinsurance collections; (iii) an appropriate discount rate, which is applied to determine the present value of the future cash flows; (iv) the estimated unallocated LAE to be incurred over the life of the run-off; (v) the impact of any accelerated run-off strategy; and (vi) an appropriate risk margin.

The difference between the original carrying value of reinsurance liabilities and reinsurance assets acquired at the date of acquisition and their fair value is recorded as an intangible asset or other liability, which we refer to as the fair value adjustment ("FVA"). The FVA is amortized over the estimated payout period of outstanding losses and loss expenses acquired. To the extent the actual payout experience after the acquisition is materially faster or slower than anticipated at the time of the acquisition, there is an adjustment to the estimated ultimate loss reserves, or there are changes in bad debt provisions or in estimates of future run-off costs following accelerated payouts, then the amortization of the FVA is adjusted to reflect such changes.

The difference between the fair value of net assets acquired and the purchase price is recorded as a goodwill asset or as a gain from bargain purchase in the consolidated statements of earnings. Goodwill is established initially upon acquisition and assessed at least annually for impairment. If the goodwill asset is determined to be impaired it is written down in the period in which the determination is made.

Intangible assets represent the fair value adjustments related to unpaid losses and LAE, reinsurance balances recoverable on paid and unpaid losses and policy benefits for life and annuity contracts along with the intangible assets arising from the acquisitions of Atrium and StarStone. Definite-lived intangible assets are amortized over their useful lives. Amortization of intangible assets is recognized in the consolidated statement of earnings. Indefinite-lived intangible assets are not subject to amortization. The carrying values of intangible assets are reviewed for indicators of impairment at least annually. Impairment is recognized if the carrying values of the definite-lived intangible assets are not recoverable from their undiscounted cash flows and are measured as the difference between the carrying value and the fair value.

(o) Retroactive Reinsurance

Retroactive reinsurance policies provide indemnification of losses and LAE with respect to past loss events. In our Non-life Run-off segment we use the balance sheet accounting approach for assumed loss portfolio transfers, whereby at the inception of the contract there are no premiums or losses recorded in earnings.

In our Non-life Run-off and StarStone segments we have ceded business to KaylaRe Ltd., a wholly-owned reinsurer, as described in Note 21 - "Related Party Transactions". The reinsurance ceded by StarStone to KaylaRe Ltd. during the year ended December 31, 2016 was mostly recognized as retroactive reinsurance, except for the unearned ceded premium as at December 31, 2016 which was recognized as prospective reinsurance. The reinsurance ceded by StarStone to KaylaRe Ltd. from January 1, 2017 was recognized as prospective reinsurance.

Deferred Charge Assets

If, at the inception of a Non-life Run-off retroactive reinsurance contract, the estimated undiscounted ultimate losses payable are in excess of the premiums received, a deferred charge asset is recorded for the excess. The premium consideration that we charge the ceding companies may be lower than the undiscounted estimated ultimate losses payable due to the time value of money. After receiving the premium consideration in full from our cedents at the inception of the contract, we invest the premium received over an extended period of time, thereby generating investment income. We expect to generate profits from these retroactive reinsurance policies when taking into account the premium received and expected investment income, less contractual obligations and expenses. Deferred charge assets, recorded in other assets, are amortized over the estimated claim payment period of the related contract with the periodic amortization reflected in earnings as a component of losses and LAE. Deferred charge assets amortization is adjusted at each reporting period to reflect new estimates of the amount and timing of remaining loss payments. Changes in the estimated amount and the timing of payments of unpaid losses may have an effect on the unamortized deferred charge assets and the amount of periodic amortization. Deferred charge assets are assessed at each reporting period for impairment. If the asset is determined to be impaired, it is written down in the period in which the determination is made.

Fair Value Option

In our Non-life Run-off segment, we have elected to apply the fair value option for certain loss portfolio transfer reinsurance transactions. This is an irrevocable election that applies to all balances under the insurance contract, including funds held assets, reinsurance balances recoverable on paid and unpaid losses, and the liability for losses and loss adjustment expenses.

We use an internal model to calculate the fair value of the liability for losses and loss adjustment expenses and the reinsurance balances recoverable on paid and unpaid losses asset. Note 11 - "Fair Value Measurements" describes the internal model, including the observable and unobservable inputs used in the model.

(p) Redeemable Noncontrolling Interest

In connection with the acquisitions of Arden, Atrium and StarStone, certain subsidiaries issued shares to noncontrolling interests. These shares provide certain redemption rights to the holders, which may be settled in our own shares or cash or a combination of cash and shares, at our option. Redeemable noncontrolling interest with redemption features that are not solely within our control are classified within temporary equity in the consolidated balance sheets and carried at the redemption value, which is fair value. Change in the fair value is recognized through retained earnings as if the balance sheet date were also the redemption date.

(q) Internal-use Software

Direct internal and external costs to acquire or develop internal-use software have been capitalized. We only capitalize costs incurred after the preliminary project stage has been completed, and when management has authorized and committed to funding the project and it is probable that the project will be completed and the software will be used to perform the functions intended. Capitalized costs related to internal-use software are amortized on a straight-line basis over the estimated useful lives of the assets. These capitalized costs are also assessed for impairment when impairment indicators exist.

(r) Held-for-sale Business and Discontinued Operations

We report a business as held-for-sale when certain criteria are met, which include (1) management either approved the sale or is in the process of obtaining approval to sell the business and is committed to a formal plan to sell the business, (2) the business is available for immediate sale in its present condition, (3) the business is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (4) the sale is anticipated to occur during the next 12 months, among other specified criteria. A business classified as held for sale is recorded at the lower of its carrying amount or estimated fair value less costs to sell. If the carrying amount of the business exceeds its estimated fair value, a loss is recognized. Assets and liabilities related to the businesses classified as held-for-sale are separately reported in our Consolidated Balance Sheets beginning in the period in which the business is classified as held-for-sale. Refer to Note 5 for further information regarding our held-for-sale business. The Pavonia business was also classified as a discontinued operation whose results were aggregated and presented within one line in the consolidated statements of earnings for periods prior to its sale.

New Accounting Standards Adopted in 2018

Accounting Standards Update ("ASU") 2017-09, Stock Compensation - Scope of Modification Accounting

In May 2017, the Financial Accounting Standards Board (the "FASB") issued ASU 2017-09, which amends the scope of modification accounting for share-based payment arrangements. The ASU provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under Accounting Standards Codification ("ASC") 718 - *Compensation - Stock Compensation*. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. The adoption of this guidance did not have any impact on our consolidated financial statements and disclosures.

ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost

In March 2017, the FASB issued ASU 2017-07, which amends the requirements in ASC 715 - *Compensation - Retirement Benefits*, related to the income statement presentation of the components of net periodic benefit cost for an entity’s sponsored defined benefit pension and other postretirement plans. The ASU also requires that only the service-cost component of the net benefit cost is eligible for capitalization, which is a change from prior practice, under which entities capitalized the aggregate net benefit cost when applicable. The adoption of this guidance did not have any impact on our consolidated financial statements and disclosures.

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ASU 2017-05, Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets
In February 2017, the FASB issued ASU 2017-05 to clarify the scope of the Board’s guidance on the derecognition of nonfinancial assets (ASC 610-20) as well as the accounting for partial sales of nonfinancial assets. The ASU conforms the derecognition of nonfinancial assets with the model for transactions in the revenue standard, ASC 606. The ASU clarifies that ASC 610-20 applies to the derecognition of all nonfinancial assets and in-substance nonfinancial assets. The ASU also requires an entity to derecognize the nonfinancial asset or in-substance nonfinancial asset in a partial sale transaction when (1) the entity ceases to have a controlling financial interest in a subsidiary pursuant to ASC 810, and (2) control of the asset is transferred in accordance with ASC 606. The adoption of this guidance did not have any impact on our consolidated financial statements and disclosures.
ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory
In October 2016, the FASB issued ASU 2016-16, which requires immediate recognition of the tax consequences of many intercompany asset transfers other than inventory. The adoption of this guidance did not have any impact on our consolidated financial statements and disclosures.
ASU 2016-15, Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments
In August 2016, the FASB issued ASU 2016-15, which amends the guidance on the classification of certain cash receipts and payments in the statement of cash flows. The adoption of this guidance did not have any impact on our consolidated financial statements and disclosures.
ASUs 2016-01 and 2018-03, Recognition and Measurement of Financial Instruments
In January 2016, the FASB issued ASU 2016-01, which amends the guidance on the classification and measurement of financial instruments. Although the ASU retains many of the current requirements, it significantly revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities, and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. The ASU also amends certain disclosure requirements associated with the fair value of financial instruments.
In February 2018, the FASB also issued ASU 2018-03, which clarifies that entities should use a prospective transition approach only for equity securities they elect to measure using the new measurement alternative. The amendments also clarify that an entity that voluntarily discontinues using the measurement alternative for an equity security without a readily determinable fair value must measure that security and all identical or similar investments of the same issuer at fair value. Under this guidance, this election is irrevocable and will apply to all future purchases of identical or similar investments of the same issuer. The amendments also clarify other aspects of ASU 2016-01 regarding how to apply the measurement alternative and the presentation requirements for financial liabilities measured under the fair value option. The adoption of this guidance was contingent on the adoption of ASU 2016-01.
We adopted ASU 2016-01 as amended by ASU 2018-03 on January 1, 2018 using the modified retrospective approach and recorded a cumulative-effect adjustment of $1.6 million to reduce opening retained earnings for certain of our other investments that were previously classified as available-for-sale securities and for which changes in fair value were previously included in accumulated other comprehensive income.
ASUs 2014-09, 2016-08, 2016-10 and 2016-12, Revenue from Contracts with Customers
In May 2014, the FASB issued ASU 2014-09, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The ASU applies to all contracts with customers except those that are within the scope of other topics within the FASB's codification, including ASC 944 - *Financial Services - Insurance*, ASC 320 - *Investments - Debt Securities*, ASC 321 - *Investments - Equity Securities*, ASC 323 - *Investments - Equity Method and Joint Ventures* and ASC 825 - *Financial*

Instruments. However, while contracts within the scope of ASC 944 are excluded from the scope of the ASU, certain insurance-related contracts are in scope, for example contracts under which service providers charge their customers fixed fees in exchange for an agreement to provide services for an uncertain future event. Certain of the ASU’s provisions also apply to transfers of non-financial assets and include guidance on recognition and measurement. Subsequently, the FASB issued ASUs 2016-08, 2016-10 and 2016-12 that either made targeted amendments to or clarified the implementation of ASU 2014-09.

We adopted ASU 2014-09 and the related amendments on January 1, 2018 using the modified retrospective method with prior periods not being restated. The adoption of this guidance and the related amendments did not have a material impact on our consolidated financial statements and related disclosures, since substantially all of our revenues are from sources that are within the scope of other FASB topics, primarily ASC 944, ASC 320, ASC 321, ASC 323 and ASC 825, and therefore are excluded from the scope of the revenue recognition standard.

Recently Issued Accounting Pronouncements Not Yet Adopted

ASU 2018-17, Targeted Improvements to Related Party Guidance for Variable Interest Entities

In October 2018, the FASB issued ASU 2018-17, which clarifies that when determining whether a decision-making fee is a variable interest, a reporting entity should consider indirect interests held through related parties under common control on a proportional basis rather than as the equivalent of a direct interest in its entirety, as currently required in U.S. GAAP. This amendment will (1) likely result in more decision makers not having a variable interest through their decision-making arrangements and (2) create alignment between determining whether a decision-making fee is a variable interest and determining whether a reporting entity within a related party group is the primary beneficiary of a variable interest entity ("VIE"). The ASU is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted. All entities are required to apply this guidance retrospectively with a cumulative-effect adjustment to retained earnings at the beginning of the earliest period presented. While some of our subsidiaries are involved in certain decision-making arrangements for which they earn fees that are considered variable interests, they do not meet the primary beneficiary definition under the VIE guidance with respect to these arrangements. Therefore, we do not expect the adoption of this guidance to have a material impact on our consolidated financial statements and the related disclosures.

ASU 2018-13, Changes to the Disclosure Requirements for Fair Value Measurements

In August 2018, the FASB issued ASU 2018-13, which amended the fair value measurement guidance in ASC 820 - *Fair Value Measurement*, by removing and modifying certain existing disclosure requirements, while also adding new disclosure requirements. The ASU is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted, with the amendments being applied either prospectively or retrospectively, as specified in the ASU. In addition, an entity may elect to early adopt the removal or modification of disclosures immediately and delay the adoption of the new disclosure requirements until the effective date. We are currently assessing the impact of adopting this guidance however we do not expect the new or modified disclosures to have a material impact on our consolidated financial statements.

ASU 2018-12, Targeted Improvements to the Accounting for Certain Long-Duration Insurance Contracts

In August 2018, the FASB issued ASU 2018-12, which amends the accounting and disclosure model for certain long-duration insurance contracts under U.S GAAP. The goal of the amendments in this ASU is to improve the following aspects of financial reporting related to long-duration insurance contracts: (1) measurement of the liability for future policy benefits related to non-participating traditional and limited-payment contracts, (2) measurement and presentation of market risk benefits, (3) amortization of deferred acquisition costs, and (4) presentation and disclosures. The ASU is effective for interim and annual reporting periods beginning after December 15, 2020, although early adoption is permitted. Once the transfer of our remaining life insurance policies from our subsidiary Alpha Insurance SA ("Alpha") to Monument Insurance Group Limited ("Monument") is completed, as discussed in Note 12 - "Policy Benefits for Life Contracts", we will only have de minimis exposures relating to long duration insurance contracts in our consolidated subsidiaries. Therefore, the adoption of this guidance is not expected to have a material impact on our consolidated financial statements and related disclosures.

ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income
In February 2018, the FASB issued ASU 2018-02, which gives entities the option to reclassify to retained earnings tax effects related to items in accumulated other comprehensive income (“AOCI”) that are deemed stranded in AOCI as a result of the Tax Cuts and Jobs Act (the "Tax Act") enacted in the United States at the end of 2017. The amendments in this guidance eliminate the stranded tax effects resulting from the Tax Act and will improve the usefulness of information reported to financial statement users. The ASU is effective for interim and annual reporting periods beginning after December 15, 2018 but early adoption is permitted in any interim or annual period for which financial statements have not yet been issued. Entities also have the option of applying the ASU either (1) in the period of adoption or (2) retrospectively to each period in which the income tax effects of the Tax Act related to items in AOCI, are recognized. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements and related disclosures.
ASUs 2016-13 and 2018-19, Financial Instruments - Credit Losses - Measurement of Credit Losses on Financial Instruments
In June 2016, the FASB issued ASU 2016-13, which is codified in ASC 326, amending the guidance on the impairment of financial instruments and significantly changing how entities measure credit losses for most financial assets and certain other financial instruments including reinsurance balances recoverable on paid and unpaid losses that are not measured at fair value through net income. The ASU will replace the existing “incurred loss” approach, with an “expected loss” model for instruments measured at amortized cost and require entities to record allowances for available-for-sale debt securities rather than reduce the carrying amount under the existing OTTI model. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. The ASU is effective for interim and annual reporting periods beginning after December 15, 2019. In November 2018, the FASB also issued ASU 2018-19 covering targeted improvements to ASU 2016-13, which clarifies that receivables arising from operating leases are not within the scope of ASC 326-20 and that instead, the impairment of such receivables should be accounted for in accordance with ASC 842 - *Leases*.
We expect to adopt ASU 2016-13 and the related amendments on January 1, 2020 using the modified retrospective approach required by the standard. Upon adoption of the standard, the OTTI approach we currently use for our available-for-sale securities whereby any credit losses are presented as write-downs on individual securities will be replaced by an approach whereby any credit losses are instead presented as an allowance against each security. This revised approach records the full effect of reversals of any credit losses in current period earnings, compared to current U.S. GAAP which amortizes the reversal of credit losses over the lifetime of the security. The length of time an available for sale security has been in an unrealized loss position will no longer be considered in determining whether to record a credit loss. In addition, the historical and implied volatility of the fair value of an available for sale security and recoveries or declines in fair value after the balance sheet date will no longer be considered when making a determination of whether a credit loss exists. For our reinsurance balances recoverable on paid and unpaid losses, the ASU will require us to determine a provision for credit losses associated with our reinsurers based on an “expected loss” approach which will likely differ from the provisions for uncollectible reinsurance balances recoverable on paid and unpaid losses that we have currently recorded, based on the “incurred loss” approach under existing guidance.
We are continuing to review all of our financial instruments as well as assets that are subject to credit risk, primarily our reinsurance balances recoverable and available-for-sale debt securities to determine the provisions for credit losses on the instruments and to quantify the impact of adopting the “expected loss” approach required by the ASU. While we anticipate an increase in our allowances for credit losses for the financial instruments and assets that are within the scope of the ASU given the objective of the new guidance, the magnitude of any increase will depend largely on the composition of our investment portfolio

and the reinsurance balances recoverable, in addition to the prevailing economic conditions and forecasts at the time of our adoption of the ASU.

ASUs 2016-02, 2018-10 and 2018-11, Leases

In February 2016, the FASB issued ASU 2016-02, which is codified in ASC 842, amending the guidance on the classification, measurement and disclosure of leases for both lessors and lessees. The ASU requires lessees to recognize a right-of-use asset and an offsetting lease liability on the balance sheet and to disclose qualitative and quantitative information about leasing arrangements. Subsequently, in July 2018, the FASB issued ASU 2018-10, which clarifies how to apply certain aspects of ASC 842. The amendments in the ASU address a number of issues in the new leases guidance, including (1) the rate implicit in the lease, (2) impairment of the net investment in the lease, (3) lessee reassessment of lease classification, (4) lessor reassessment of lease term and purchase options, (5) variable payments that depend on an index or rate, and (6) certain transition adjustments.

In July 2018, the FASB also issued ASU 2018-11, which adds a transition option for all entities and a practical expedient only for lessors to ASU 2016-02. The transition option, which we elected on adoption of the guidance, allows entities to choose not to apply the new leases standard in the comparative periods they present in their financial statements in the year of adoption. Under the transition option, entities can instead opt to continue to apply the legacy guidance in ASC 840 - *Leases*, including its disclosure requirements, in the comparative periods presented in the year they adopt the new leases standard. This means that entities that elect this option will only provide annual disclosures for the comparative periods because ASC 840 does not require interim disclosures. Entities that elect this transition option will still be required to adopt the new leases standard using the modified retrospective transition method required by the standard, but they will recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption rather than in the earliest period presented. The practical expedient provides lessors with an option to not separate the non-lease components from the associated lease components when certain criteria are met and requires them to account for the combined component in accordance with the revenue recognition standard in ASC 606 if the associated non-lease components are the predominant components.

We adopted the new leasing standard and the related amendments on January 1, 2019 using the modified retrospective transition method as required by the standard, and based on the detailed analysis of our operating lease arrangements, we will recognize a right-of-use asset and an offsetting lease liability of approximately $65.0 million on our consolidated balance sheet, relating primarily to office space and facilities that we have leased to conduct our business operations.

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ENSTAR GROUP LIMITED
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3. ACQUISITIONS
2018
Maiden Re North America
Overview
On December 27, 2018, we completed the acquisition of Maiden Reinsurance North America, Inc. (“Maiden Re North America”) from a subsidiary of Maiden Holdings, Ltd. ("Maiden Holdings"). Maiden Re North America is a diversified insurance company domiciled in Missouri that provides property and casualty treaty reinsurance, casualty facultative reinsurance and accident and health treaty reinsurance. As part of the transaction, we also novated and assumed certain reinsurance agreements from Maiden Holdings' Bermuda reinsurer, including certain reinsurance agreements with Maiden Re North America. Refer to Note 4 - "Significant New Business" for additional information relating to these reinsurance agreements. We will operate the business in run-off. The renewal rights were not included in the transaction.
Purchase Price
The total cash paid in the transaction was $286.4 million, subject to certain post-closing adjustments. The components of the consideration paid to acquire all of the outstanding shares of Maiden Re North America were as follows:

Cash paid	$286,375
Adjustment for the fair value of preexisting relationships	10,273
Total purchase price	$296,648
Net assets acquired at fair value (excluding preexisting relationships)	$296,648
Excess of purchase price over fair value of net assets acquired	$—

The purchase price was allocated to the acquired assets and liabilities of Maiden Re North America based on their estimated fair values at the acquisition date.
Adjustment for the Fair Value of Preexisting Relationships
Enstar had contractual preexisting relationships with Maiden Re North America, which were deemed to be effectively settled at fair value on the acquisition date. The differences between the carrying value and the fair value of the preexisting relationships was included as part of the purchase price in accordance with ASC 805 - *Business Combinations*. The fair value of the balances relating to preexisting reinsurance relationships with Maiden Re North America were deemed to equal their carrying values given their short-term nature and the expectation that they would all be settled within the next twelve months.

Fair Value of Net Assets Acquired and Liabilities Assumed

The following table summarizes the fair values of the assets acquired and liabilities assumed (excluding preexisting relationships and net of the intercompany cession assumed as part of the transaction) in the Maiden Re North America transaction at the acquisition date, which have all been allocated to the Non-life Run-off segment.

ASSETS	
Fixed maturities, trading, at fair value	$1,098,593
Short-term investments, trading, at fair value	3,508
Total investments	1,102,101
Cash and cash equivalents	12,035
Restricted cash and cash equivalents	26,871
Premiums receivable	138,378
Prepaid reinsurance premiums	3,257
Reinsurance balances recoverable	87,018
Other assets	96,669
TOTAL ASSETS	$1,466,329
LIABILITIES	
Losses and LAE	$1,027,367
Unearned premiums	85,696
Other liabilities	56,618
TOTAL LIABILITIES	1,169,681
NET ASSETS ACQUIRED AT FAIR VALUE	$296,648

Maiden Re North America's Results Included in Condensed Consolidated Statement of Earnings

The table below summarizes the results of the Maiden Re North America operations, which are included in our condensed consolidated statement of earnings from the acquisition date to December 31, 2018:

Net investment income	$675
Net unrealized gains	3,749
General and administrative expenses	(435)
Net earnings	$3,989

KaylaRe

Overview

On May 14, 2018, the Company acquired all of the outstanding shares and warrants of KaylaRe Holdings, Ltd. ("KaylaRe"). In consideration for the acquired shares and warrants of KaylaRe, the Company issued an aggregate of 2,007,017 ordinary shares to the shareholders of KaylaRe, comprising 1,501,778 voting ordinary shares and 505,239 Series E non-voting ordinary shares. Effective May 14, 2018, we consolidated KaylaRe into our consolidated financial statements, and any balances between KaylaRe and Enstar are now eliminated upon consolidation.

Refer to Note 20 - "Related Party Transactions" for additional information relating to KaylaRe.

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ENSTAR GROUP LIMITED
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Purchase Price
The components of the consideration paid to acquire all of the outstanding shares and warrants of KaylaRe were as follows:

Fair value of Enstar ordinary shares issued	$414,750
Fair value of previously held equity method investment	336,137
Adjustment for the fair value of preexisting relationships	37,169
Total purchase price	$788,056
Net assets acquired at fair value (excluding preexisting relationships)	$746,320
Excess of purchase price over fair value of net assets acquired	$41,736

The purchase price was allocated to the acquired assets and liabilities of KaylaRe based on their estimated fair values at the acquisition date. We recognized goodwill of $41.7 million on the transaction, primarily attributable to (i) the capital synergies from integrating KaylaRe into our group capital structure, (ii) investment management capabilities on a total return basis, and (iii) the incremental acquired capital to be utilized for future non-life run-off transactions.
Fair Value of Enstar Ordinary Shares Issued
The fair value of the Enstar ordinary shares issued was based on the closing price of Enstar's voting ordinary shares of $206.65 as at May 14, 2018, the date the transaction closed. Enstar's non-voting ordinary shares are economically equivalent to Enstar's voting ordinary shares.

Number of Enstar ordinary shares issued	2,007,017
Closing price of Enstar voting ordinary shares as of May 14, 2018	$206.65
Fair value of Enstar ordinary shares issued to shareholders of KaylaRe	$414,750

Fair Value of Previously Held Equity Method Investment
Prior to the close of the transaction, Enstar held a 48.2% interest in KaylaRe, which was accounted for as an equity method investment in accordance with ASC 323 - *Investments - Equity Method and Joint Ventures*. The acquisition of the remaining 51.8% equity interest in KaylaRe was considered a step acquisition, whereby the Company remeasured the previously held equity method investment to fair value. The Company considered multiple factors in determining the fair value of the previously held equity method investment, including (i) the price negotiated with the selling shareholders for the 51.8% equity interest in KaylaRe, (ii) recent market transactions for similar companies, and (iii) current trading multiples for comparable companies. Based on this analysis, a valuation multiple of 1.05 to KaylaRe's carrying book value was determined to be appropriate to remeasure the previously held equity method investment at fair value. This resulted in the recognition of a gain of $16.0 million on completion of the step acquisition of KaylaRe, which was recorded in other income (loss) for the three and six months ended June 30, 2018.

Carrying value of previously held equity method investment prior to the close of the transaction	$320,130
Price-to-book multiple	1.05
Fair value of previously held equity method investment prior to the close of the transaction	$336,137
Gain recognized on remeasurement of previously held equity method investment to fair value	$16,007

Adjustment for the Fair Value of Preexisting Relationships

Enstar had contractual preexisting relationships with KaylaRe, which were deemed to be effectively settled at fair value on the acquisition date. The differences between the carrying value and the fair value of the preexisting relationships was included as part of the purchase price in accordance with ASC 805 - *Business Combinations*. The fair value of the balances relating to preexisting reinsurance relationships with KaylaRe was determined using a discounted cash flow approach and, where applicable, consideration was given to stated contractual settlement provisions, when determining the loss to be recorded on the deemed settlement of these preexisting relationships. The fair values of the balances arising from the non-reinsurance preexisting relationships with KaylaRe were deemed to equal their carrying values given their short-term nature and the expectation that they would all be settled within the next twelve months.

As a result of effectively settling all the contractual preexisting relationships with KaylaRe, the Company recognized a loss of $15.6 million, which was recorded in other income (loss) in the three and six months ended June 30, 2018, as summarized below:

ASSETS	**Carrying value**	**Fair value**	**Loss on deemed settlement**
Funds held by reinsured companies	$386,793	$386,793	$ —
Deferred acquisition costs/Value of business acquired	33,549	40,268	6,719
TOTAL ASSETS	420,342	427,061	6,719
LIABILITIES			
Losses and LAE	339,747	333,205	(6,542)
Unearned premiums	105,602	105,602	—
Insurance and reinsurance balances payable	25,897	23,559	(2,338)
Other liabilities	1,864	1,864	—
TOTAL LIABILITIES	473,110	464,230	(8,880)
NET ASSETS (LIABILITIES)	$(52,768)	$(37,169)	$ 15,599

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ENSTAR GROUP LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Fair Value of Net Assets Acquired and Liabilities Assumed
The following table summarizes the fair values of the assets acquired and liabilities assumed (excluding preexisting relationships) in the KaylaRe transaction at the acquisition date, which have all been allocated to the Non-life Run-off segment.

ASSETS	
Fixed maturities, trading, at fair value	$126,393
Other investments, at fair value	626,476
Total investments	752,869
Cash and cash equivalents	5,657
Premiums receivable	10,965
Deferred acquisition costs	275
Other assets	614
TOTAL ASSETS	$770,380
LIABILITIES	
Losses and LAE	$4,059
Unearned premiums	10,984
Insurance and reinsurance balances payable	13
Other liabilities	9,004
TOTAL LIABILITIES	24,060
NET ASSETS ACQUIRED AT FAIR VALUE	$746,320

KaylaRe's Results Included in Consolidated Statement of Earnings
The table below summarizes the results of the KaylaRe operations, which are included in our consolidated statement of earnings from the acquisition date to December 31, 2018:

Premiums earned	$10,188
Incurred losses and LAE	(9,190)
Acquisition costs	(332)
Underwriting income	666
Net investment income	1,972
Net unrealized gains	(6,621)
Net loss	$(4,556)

Supplemental Pro Forma Financial Information *(Unaudited)*
The following unaudited pro forma condensed combined statement of earnings for the years ended December 31, 2018 and 2017 combines our historical consolidated statements of earnings with those of Maiden Re North America and KaylaRe, giving effect to the business combinations and related transactions as if they had occurred on January 1, 2018 and 2017, respectively. For the year ended December 31, 2018, the operating results of Maiden Re North America and KaylaRe have been included in the consolidated financial statements from each of their respective dates of acquisition. The unaudited pro forma financial information presented below is for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved if the acquisitions of Maiden Re North America and KaylaRe and related transactions had taken place at the beginning of each period presented, nor is it indicative of future results.

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ENSTAR GROUP LIMITED
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		Unaudited			
2018	**Enstar Group Limited**	**Maiden Re North America**	**KaylaRe**	**Pro forma Adjustments**	**Enstar Group Limited - Pro forma**
Total income	$865,682	$596,860	$(20,554)	$ 86,842	$1,528,830
Total expenses	(1,077,954)	(618,719)	(57,607)	2,208	(1,752,072)
Total noncontrolling interest	62,051	—	—	—	62,051
Net earnings (loss)	$(150,221)	$(21,859)	$(78,161)	$ 89,050	$(161,191)

Summary of the Pro Forma Adjustments to the Pro Forma Condensed Consolidated Statement of Earnings for the Twelve Months Ended December 31, 2018 (Unaudited):

Income	
(a) Share of net earnings related to KaylaRe as an equity method investee through to May 14, 2018, the date of acquisition	$(10,503)
(b) Loss on settlement of pre-existing relationships on acquisition of KaylaRe	15,598
(c) Revaluation gain on previously held equity method investment in KaylaRe as of the acquisition date	(16,007)
(d) Total income for the period subsequent to the acquisition of KaylaRe already included within Enstar's full year results	97,754
	$86,842
Expenses	
(a) Total expenses for the period subsequent to the acquisition of KaylaRe already included within Enstar's full year results	$2,208

		Unaudited			
2017	**Enstar Group Limited**	**Maiden Re North America**	**KaylaRe**	**Pro forma Adjustments**	**Enstar Group Limited - Pro forma**
Total income	$1,106,856	$498,233	$85,528	$ (16,203)	$1,674,414
Total expenses	(786,050)	(498,679)	(51,932)	—	(1,336,661)
Total noncontrolling interest	(20,341)	—	—	—	(20,341)
Net earnings (loss)	$300,465	$(446)	$33,596	$ (16,203)	$317,412

Summary of the Pro Forma Adjustments to the Pro Forma Condensed Consolidated Statement of Earnings for the Twelve Months Ended December 31, 2017 (Unaudited)

Income	
(a) Share of net earnings related to KaylaRe as an equity method investee for the full year to December 31, 2017	(16,203)

2016
DCo
On December 30, 2016, we completed the acquisition of DCo LLC ("DCo"). DCo holds liabilities associated with personal injury asbestos claims and environmental claims arising from its legacy manufacturing operations. DCo’s assets include, amongst others, insurance rights related to coverage against these

liabilities and marketable securities.

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The total consideration for the transaction was $88.5 million.

Purchase price	$88,500
Net assets acquired at fair value	$88,500
Excess of purchase price over fair value of net assets acquired	$—

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date, recorded in our Non-life Run-off segment.

	Total
ASSETS	
Short-term investments, trading, at fair value	$22,747
Fixed maturities, trading, at fair value	61,389
Other investments, at fair value	46,589
Total investments	130,725
Cash and cash equivalents	58,430
Restricted cash and cash equivalents	1,692
Other assets - Insurance balances recoverable	133,032
Other assets	5,383
TOTAL ASSETS	329,262
LIABILITIES	
Other liabilities - Asbestos related	220,496
Other liabilities	20,266
TOTAL LIABILITIES	240,762
NET ASSETS ACQUIRED AT FAIR VALUE	$88,500

From the date of acquisition to December 31, 2016, we did not record any earnings from DCo.

4. SIGNIFICANT NEW BUSINESS
2019
Maiden
On March 1, 2019, we entered into a Master Agreement with Maiden Holdings, Ltd. ("Maiden Holdings") and Maiden Reinsurance Ltd. (“Maiden Re Bermuda”). Under the Master Agreement, Enstar and Maiden Re Bermuda agreed to enter into an Adverse Development Cover Reinsurance Agreement (“ADC Agreement”) pursuant to which Maiden Re Bermuda will cede and Enstar will reinsure 100% of the liability of Maiden Re Bermuda, as reinsurer, under Maiden Re Bermuda’stwo existing quota share agreements with certain insurance companies owned directly or indirectly by AmTrust Financial Services, Inc. (“AmTrust”) for losses incurred on or prior to December 31, 2018 in excess of a $2.44 billion retention, as such figure may be adjusted based upon Maiden’s final year end reserves for the underlying business, up to a$675 million limit. The premium payable by Maiden Re Bermuda to Enstar under the ADC Agreement is $500 million. Completion of the transaction is subject to, among other things, regulatory approvals and satisfaction of various closing conditions. The Master Agreement contains customary representations, warranties, covenants and other closing conditions. The transaction is expected to close in the first half of 2019. Effective immediately upon the signing of the Master Agreement, the parties terminated and released each other from their respective obligations under the previously disclosed Master Agreement, entered into on November 9, 2018. The previous agreement provided for the parties to enter into a retrocession agreement pursuant to which Maiden Re Bermuda would cede and Enstar would reinsure 100% of the liability of Maiden Re Bermuda, as reinsurer, under Maiden Re Bermuda’stwo existing AmTrust quota share agreements for losses incurred on or prior to June 30, 2018, for a premium payable by Maiden Re Bermuda to Enstar of $2.675 billion.
Amerisure
On February 15, 2019, we entered into a loss portfolio transfer reinsurance agreement with Amerisure Mutual Insurance Company ("Amerisure") and Allianz Risk Transfer (Bermuda) Limited (“ART Bermuda”). In the transaction, Amerisure has agreed to cede, and each of Enstar and ART Bermuda has agreed to severally assume, a 50% quota share of the construction defect losses incurred by Amerisure and certain of its subsidiaries on or before December 31, 2012. At closing, Amerisure would pay Enstar and ART Bermuda an aggregate premium of $125.0 million, which would be adjusted for a broker commission and paid claims and recoveries from April 1, 2018. Enstar's subsidiary would assume $60.0 million of net reserves in the transaction. Completion of the transaction, which is expected to occur in the first quarter of 2019, is subject to, among other things, regulatory approvals and satisfaction of various other customary closing conditions.
AmTrust RITC Transactions
On February 14, 2019, we entered into four RITC transactions with Syndicates 1206, 1861, 2526 and 5820, managed by AmTrust Syndicates Limited, under which we reinsured to close the 2016 and prior underwriting years. We assumed net reinsurance reserves of approximately £650.0 million (approximately $830.0 million) for cash consideration approximately equal to the net amount of reserves assumed. We have an investment in AmTrust, as described further in Note 21 - "Related Party Transactions".

2018
Allianz
Effective December 31, 2018, we and Allianz SE amended the January 1, 2016 reinsurance agreement between our subsidiary and Allianz SE, which related to our reinsurance of certain U.S. workers' compensation, construction defect, and asbestos, pollution and toxic tort business originally held by Fireman's Fund Insurance Company. The amendment increased the original sub-limit related to asbestos & environmental (“A&E”) liabilities in exchange for a premium of $70.0 million. This additional business is also

covered by the consulting agreement that we entered into with San Francisco Reinsurance Company, an affiliate of Allianz, in connection with our 2016 transaction with Allianz discussed below.

Maiden LPT

On December 27, 2018, as part of the acquisition of Maiden Re North America as discussed in Note 3 - "Acquisitions", we also novated and assumed certain reinsurance agreements from Maiden Re Bermuda, including certain affiliate reinsurance agreements with Maiden Re North America. We assumed total gross unaffiliated reserves of $72.1 million for total assets of $70.4 million on a funds held basis and recorded a deferred charge asset of $1.7 million, included in other assets.

Coca-Cola

On August 1, 2018, we entered into a reinsurance transaction with The Coca-Cola Company and its subsidiaries ("Coca-Cola"), pursuant to which we reinsured certain of Coca-Cola's retention and deductible risks under its subsidiaries' U.S. workers' compensation, auto liability, general liability and product liability insurance coverage. We assumed total gross reserves of $120.8 million for cash consideration of $103.6 million and recorded a deferred charge of $17.2 million, included in other assets. We transferred the cash consideration received of $103.6 million into a trust to support our obligations under the reinsurance agreement.

Zurich Australia

On February 23, 2018, we entered into a reinsurance agreement with Zurich Australian Insurance Limited, a subsidiary of Zurich Insurance Group ("Zurich"), to reinsure its New South Wales Vehicle Compulsory Third Party ("CTP") insurance business. Under the agreement, which was effective as of January 1, 2018, we assumed gross loss reserves of AUD$359.4 million ($280.8 million) in exchange for consideration of AUD$343.9 million ($268.7 million). We elected the fair value option for this reinsurance contract and recorded an initial fair value adjustment of AUD$15.5 million ($12.1 million) on the assumed gross loss reserves. Refer to Note 11 - "Fair Value Measurements" for a description of the fair value process and the assumptions made.

Following the initial reinsurance transaction, which transferred the economics of the CTP insurance business, we and Zurich also completed a portfolio transfer of the CTP insurance business under Division 3A Part III of Australia's Insurance Act 1973 (Cth), effective December 31, 2018, which provided legal finality for Zurich's obligations.

Neon RITC Transaction

On February 16, 2018, we completed a reinsurance-to-close (“RITC”) transaction with Neon Underwriting Limited ("Neon"), under which we reinsured to close the 2015 and prior underwriting years of account (comprising underwriting years 2008 to 2015) of Neon's Syndicate 2468, with effect from January 1, 2018. We assumed gross loss reserves of£403.9 million ($546.3 million) and net loss reserves of £342.1 million ($462.6 million) relating to the portfolio in exchange for consideration of £329.1 million ($445.1 million). We elected the fair value option for this reinsurance contract and recorded initial fair value adjustments of $20.6 million and $17.5 million on the gross and net loss reserves assumed, respectively. Refer to Note 11 - "Fair Value Measurements" for a description of the fair value process and the assumptions made.

Novae RITC Transaction

On January 29, 2018, we completed an RITC transaction with AXIS Managing Agency Limited, under which we reinsured to close the 2015 and prior underwriting years of account of Novae Syndicate 2007 ("Novae"), with effect from January 1, 2018. We assumed gross loss reserves of £860.1 million ($1,163.2 million) and net loss reserves of £630.7 million ($853.0 million) relating to the portfolio in exchange for consideration of £594.1 million ($803.5 million) and recorded initial fair value adjustments of $67.5 million and $49.5 million on the gross and net loss reserves assumed, respectively. Refer to Note 11 - "Fair Value Measurements" for a description of the fair value process and the assumptions made.

2017

Allianz

On December 28, 2017, we entered into a reinsurance agreement with Allianz SE (“Allianz”) to reinsure a portfolio of Allianz’s run-off business, effective December 31, 2017. Pursuant to the reinsurance agreement, we reinsured 50% of certain U.S. workers' compensation, asbestos, and toxic tort business originally held by San Francisco Reinsurance Company, an affiliate of Allianz, and in the process assumed net reinsurance reserves of $81.4 million. Affiliates of Allianz retained $81.4 million of reinsurance premium as funds withheld collateral for the obligations under the reinsurance agreement and we transferred $8.1 million to a reinsurance trust to further support our obligations. We also provide ongoing consulting services with respect to the entire $162.8 million portfolio, including the 50% share retained by affiliates of Allianz.

RSA

On February 7, 2017, we entered into an agreement to reinsure the U.K. employers' liability legacy business of RSA Insurance Group PLC ("RSA"). Pursuant to the transaction, our subsidiary assumed gross insurance reserves of £1,046.4 million ($1,301.8 million), relating to 2005 and prior year business. Net insurance reserves assumed were £927.5 million ($1,153.9 million nd the reinsurance premium received was £801.6 million ($997.2 million). We elected the fair value option for this reinsurance contract. The initial fair value adjustment on the gross reserves was $174.1 million, and on the net reserves was $156.7 million. Refer to Note 11 - "Fair Value Measurements" for a description of the fair value process and assumptions. Following the initial reinsurance transaction, which transferred the economics of the portfolio up to the policy's limits, we and RSA are pursuing a portfolio transfer of the business under Part VII of the Financial Services and Markets Act 2000, which would provide legal finality for RSA's obligations. The transfer is subject to court, regulatory and other approvals.

QBE

On January 11, 2017, we closed a transaction to reinsure multi-line property and casualty business of QBE Insurance Group Limited ("QBE"). We assumed gross reinsurance reserves of approximately relating to the portfolio, which primarily includes workers' compensation, construction defect, and general liability discontinued lines of business. The reinsurance premium received was $403.8 million, comprised of $227.6 million in restricted cash and $176.2 million in funds held. We elected the fair value option for this reinsurance contract. The initial fair value adjustment was $180.0 million on the gross reserves and $43.2 million on the net reserves. Refer to Note 11 - "Fair Value Measurements" for a description of the fair value process and assumptions. In addition, we pledged a portion of the premium as collateral to a subsidiary of QBE, and we have provided additional collateral and a limited parental guarantee.

2016

Coca-Cola

On August 5, 2016, we entered into a reinsurance transaction with The Coca-Cola Company and its subsidiaries (“Coca-Cola”) pursuant to which we reinsured certain of Coca-Cola’s retention and deductible risks under its subsidiaries’ U.S. workers’ compensation, auto liability, general liability, and product liability insurance coverage. We assumed total gross reserves of $108.8 million, received total assets of $101.3 million and recorded a deferred charge of $7.5 million, included in other assets. We have transferred $108.8 million into a trust to support our obligations under the reinsurance agreements. We provided a limited parental guarantee, subject to an overall maximum of $27.0 million.

Allianz

On February 17, 2016, we entered into a reinsurance agreement with Allianz to reinsure portfolios of Allianz's run-off business. Pursuant to the reinsurance agreement, our subsidiary reinsured 50% of certain portfolios of workers' compensation, construction defect, and asbestos, pollution, and toxic tort business originally held by Fireman's Fund Insurance Company, and in the process assumed net reinsurance reserves of $1.1 billion. Affiliates of Allianz retained $1.1 billion of reinsurance premium as funds withheld collateral for the obligations of our subsidiary under the reinsurance agreement and we transferred $110.0 million to a reinsurance trust to further support our subsidiary's obligations. We have also provided a limited parental guarantee, which is subject to a maximum cap. The combined monetary total of the support offered by us through the trust and parental guarantee was initially capped at $270.0 million.

In addition to the reinsurance transaction described above, we have entered into a consulting agreement with San Francisco Reinsurance Company, an affiliate of Allianz, with respect to the entire $2.2 billion portfolio, including the 50% share retained by affiliates of Allianz.

Neon RITC Transaction

On November 15, 2016, we entered into a RITC transaction of the 2007 and prior underwriting years of account of a Lloyd’s syndicate managed by Neon (formerly Marketform), under which we assumed total net insurance reserves of £121.5 million ($158.0 million) for cash consideration of an equal amount.

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5. DIVESTITURES, HELD-FOR-SALE BUSINESSES AND DISCONTINUED OPERATIONS
Pavonia
On December 29, 2017, we completed the sale of our subsidiary, Pavonia Holdings (US), Inc. (“Pavonia”), to Southland National Holdings, Inc. (“Southland”), a Delaware corporation and a subsidiary of Global Bankers Insurance Group, LLC. The aggregate purchase price was $120.0 million. We used the proceeds to make repayments under our revolving credit facility. Pavonia was a substantial portion of our previously reported Life and Annuities segment. We classified the assets and liabilities of the business to be sold as held-for-sale.
The Pavonia business qualified as a discontinued operation. The following table summarizes the components of net earnings (losses) from discontinued operations on the consolidated statements of earnings for the years ended December 31, 2017 and 2016:

	2017	**2016**
Operations:		
INCOME		
Net premiums earned	$55,906	$69,089
Net investment income	41,117	38,140
Net realized and unrealized gains	577	4,263
Other income	1,564	1,912
	$99,164	$113,404
EXPENSES		
Life and annuity policy benefits	84,029	76,594
Acquisition costs	9,025	9,836
General and administrative expenses	12,813	14,416
Other expenses	(26)	199
	$105,841	$101,045
EARNINGS (LOSS) BEFORE INCOME TAXES	(6,677)	12,359
INCOME TAXES	$(3,190)	(396)
NET EARNINGS (LOSS) FROM DISCONTINUED OPERATIONS BEFORE GAIN ON SALE	$(9,867)	$11,963
Disposal:		
Consideration received	120,000	—
Less: Carrying value of subsidiary	86,961	—
Less: Cumulative currency translation adjustment previously recorded in accumulated other comprehensive income	12,179	—
Gain on sale of subsidiary	$20,860	$—
NET EARNINGS (LOSS) FROM DISCONTINUED OPERATIONS	$10,993	$11,963

The following table presents the cash flows of Pavonia whilst under our ownership for the years ended December 31, 2017 and 2016:

	2017	**2016**
Operating activities	$75,714	$(71,521)
Investing activities	42,542	56,646
Change in cash of businesses held for sale	$118,256	$(14,875)

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The cash, cash equivalents and restricted cash carried on the balance sheet of Pavonia on December 29, 2017, the date of disposal, were $135.1 million.
A sale of one subsidiary, Pavonia Life Insurance Company of New York ("PLIC NY"), has not yet completed. As of both December 31, 2018 and 2017, included within other assets and other liabilities on our consolidated balance sheet were amounts of $24.0 million and $11.3 million, respectively, relating to PLIC NY.
Laguna
On August 29, 2017, we closed the previously-announced sale of our wholly-owned subsidiary Laguna Life DAC (“Laguna”) to a subsidiary of Monument Insurance Group Limited ("Monument"), for a total consideration of €25.6 million (approximately $30.8 million). We have an equity method investment in Monument, as described further in Note 21 - "Related Party Transactions". Laguna was classified as held-for-sale during 2017 prior to its sale.
Following the closing of the sale of Laguna, we recorded a loss on sale of $16.3 million for the year ended December 31, 2017, which has been included in earnings from continuing operations before income taxes in our consolidated statement of earnings. This loss includes a cumulative currency translation adjustment balance of $6.3 million, which has been reclassified from accumulated other comprehensive income and included in earnings as a component of the loss on sale of Laguna during the year ended December 31, 2017, following the closing of the sale. Excluding the loss on sale, the net earnings (losses) relating to Laguna for the years ended December 31, 2017 and 2016 were $(1.2) million and $1.0 million, respectively. These amounts were not significant to our consolidated operations and therefore Laguna was not classified as a discontinued operation in current or prior periods.

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6. INVESTMENTS

We hold: (i) trading portfolios of fixed maturity investments, short-term investments and equities, carried at fair value; (ii) available-for-sale portfolios of fixed maturity, carried at fair value; (iii) other investments carried at either fair value or cost; (iv) equity method investments; and (v) funds held - directly managed.

Fixed Maturity Investments

Asset Types

The fair values of the underlying asset types of our short-term investments and fixed maturity investments, classified as trading and available-for-sale, and the fixed maturity investments included within our funds held - directly managed balance were as follows as at December 31, 2018 and 2017:

	2018				
	Short-term Investments	**Trading**	**Available-for-sale**	**Funds Held - Directly Managed**	**Total**
U.S. government and agency	$45,885	$389,735	$ 573	$74,052	$510,245
U.K. government	2,275	298,356	—	—	300,631
Other government	19,064	679,525	73,185	22,036	793,810
Corporate	44,900	4,081,793	75,359	637,788	4,839,840
Municipal	—	73,856	2,480	53,929	130,265
Residential mortgage-backed	—	682,962	12	90,583	773,557
Commercial mortgage-backed	—	488,598	—	224,465	713,063
Asset-backed	1,992	553,968	—	80,521	636,481
Total fixed maturity and short-term investments	$114,116	$7,248,793	$ 151,609	$1,183,374	$8,697,892

	2017				
	Short-term Investments	**Trading**	**Available-for-sale**	**Funds Held - Directly Managed**	**Total**
U.S. government and agency	$25,083	$528,953	$ 4,187	$69,850	$628,073
U.K. government	6,528	304,357	—	—	310,885
Other government	532	295,715	85,437	2,926	384,610
Corporate	147,766	3,215,294	115,121	695,490	4,173,671
Municipal	201	100,020	5,136	58,930	164,287
Residential mortgage-backed	—	288,713	31	29,439	318,183
Commercial mortgage-backed	101	421,447	—	211,186	632,734
Asset-backed	—	541,574	373	97,565	639,512
Total fixed maturity and short-term investments	$180,211	$5,696,073	$ 210,285	$1,165,386	$7,251,955

Included within residential and commercial mortgage-backed securities as at December 31, 2018 were securities issued by U.S. governmental agencies with a fair value of $656.6 million (as at December 31, 2017: $181.8 million). Included within corporate securities as at December 31, 2018 were senior secured loans of $20.4 million (as at December 31, 2017: $68.9 million).

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Contractual Maturities
The contractual maturities of our short-term investments and fixed maturity investments, classified as trading and available-for-sale, and the fixed maturity investments included within our funds held - directly managed balance are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

As of December 31, 2018	Amortized Cost	Fair Value	% of Total Fair Value
One year or less	$338,175	$333,037	3.8 %
More than one year through two years	646,924	630,858	7.3 %
More than two years through five years	2,037,268	1,991,016	22.9 %
More than five years through ten years	2,225,632	2,163,507	24.9 %
More than ten years	1,532,670	1,456,373	16.7 %
Residential mortgage-backed	772,457	773,557	8.9 %
Commercial mortgage-backed	729,232	713,063	8.2 %
Asset-backed	642,618	636,481	7.3 %
	$8,924,976	$8,697,892	100.0 %

Credit Ratings
The following table sets forth the credit ratings of our short-term investments and fixed maturity investments, classified as trading and available-for-sale, and the fixed maturity investments included within our funds held - directly managed balance as at December 31, 2018:

	Amortized Cost	Fair Value	% of Total	AAA Rated	AA Rated	A Rated	BBB Rated	Non-Investment Grade	Not Rated
U.S. government and agency	$512,360	$510,245	5.9 %	$502,819	$7,426	$—	$—	$—	$—
U.K. government	301,749	300,631	3.5 %	2,144	298,487	—	—	—	—
Other government	814,614	793,810	9.1 %	322,606	213,639	69,601	154,800	32,592	572
Corporate	5,019,018	4,839,840	55.6 %	129,059	470,571	2,306,532	1,731,398	197,822	4,458
Municipal	132,928	130,265	1.5 %	7,934	69,270	41,666	11,395	—	—
Residential mortgage-backed	772,457	773,557	8.9 %	644,418	51,729	8,658	10,495	54,727	3,530
Commercial mortgage-backed	729,232	713,063	8.2 %	487,054	70,620	77,538	60,879	7,297	9,675
Asset-backed	642,618	636,481	7.3 %	358,574	68,174	125,644	66,136	17,573	380
Total	$8,924,976	$8,697,892	100.0%	$2,454,608	$1,249,916	$2,629,639	$2,035,103	$310,011	$18,615
% of total fair value				28.2 %	14.4 %	30.2 %	23.4 %	3.6 %	0.2 %

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Unrealized Gains and Losses on Available-for-sale Fixed Maturity Investments

The amortized cost and fair values of our fixed maturity investments classified as available-for-sale were as follows as at December 31, 2018 and 2017:

2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses Non-OTTI	Fair Value
U.S. government and agency	$ 576	$ —	$ (3)	$ 573
Other government	72,811	1,219	(845)	73,185
Corporate	75,535	1,006	(1,182)	75,359
Municipal	2,499	—	(19)	2,480
Residential mortgage-backed	12	—	—	12
	$ 151,433	$ 2,225	$ (2,049)	$ 151,609

2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses Non-OTTI	Fair Value
U.S. government and agency	$ 4,210	$ —	$ (23)	$ 4,187
Other government	84,776	1,249	(588)	85,437
Corporate	113,561	2,436	(876)	115,121
Municipal	5,146	8	(18)	5,136
Residential mortgage-backed	31	—	—	31
Asset-backed	373	—	—	373
	$ 208,097	$ 3,693	$ (1,505)	$ 210,285

Gross Unrealized Losses on Available-for-sale Fixed Maturity Investments

The following tables summarize our fixed maturity and short-term investments classified as available-for-sale in a gross unrealized loss position, as at December 31, 2018 and 2017:

	12 Months or Greater		Less Than 12 Months		Total	
2018	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**
Fixed maturity investments, at fair value						
U.S. government and agency	$ 573	$ (3)	$ —	$ —	$ 573	$ (3)
Other government	7,351	(345)	11,000	(500)	18,351	(845)
Corporate	11,888	(629)	25,227	(553)	37,115	(1,182)
Municipal	1,783	(18)	283	(1)	2,066	(19)
Residential mortgage-backed	12	—	—	—	12	—
Total fixed maturity investments	$ 21,607	$ (995)	$ 36,510	$ (1,054)	$ 58,117	$ (2,049)

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	12 Months or Greater		Less Than 12 Months		Total	
2017	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**
Fixed maturity and short-term investments, at fair value						
U.S. government and agency	$2,344	$ (16)	$1,842	$ (7)	$4,186	$ (23)
Other government	11,101	(373)	20,965	(215)	32,066	(588)
Corporate	9,177	(807)	24,200	(69)	33,377	(876)
Municipal	369	(5)	3,605	(13)	3,974	(18)
Total fixed maturity investments	$22,991	$ (1,201)	$50,612	$ (304)	$73,603	$ (1,505)

As at December 31, 2018 and 2017, the number of securities classified as available-for-sale in an unrealized loss position was 88 and 96, respectively. Of these securities, the number of securities that had been in an unrealized loss position for twelve months or longer was 42 and 37, respectively.

Other-Than-Temporary Impairment on Available-for-sale Fixed Maturity Investments

For the years ended December 31, 2018, 2017 and 2016, we did not recognize any other-than-temporary impairment losses on our available-for-sale securities. We determined that no credit losses existed as at December 31, 2018 and 2017. A description of our other-than-temporary impairment process is included in Note 2 - "Significant Accounting Policies". There were no changes to our process in the years ended December 31, 2018 and 2017.

Equity Investments

The following table summarizes our equity investments classified as trading as at December 31, 2018 and 2017:

	2018	**2017**
Publicly traded equity investments in common and preferred stocks	$138,415	$106,603
Privately held equity investments in common and preferred stocks	228,710	—
	$367,125	$106,603

Our publicly traded equity investments in common and preferred stocks predominantly trade on the major exchanges and are managed by our external advisors. Our publicly traded equity investments are widely diversified and there is no significant concentration in any specific industry.

Our privately held equity investments in common and preferred stocks are direct investments in companies that we believe offer attractive risk adjusted returns and/or offer other strategic advantages. Each investment may have its own unique terms and conditions and there may be restrictions on disposals. The market for these investments is illiquid and there is no active market. Included within the above balance as at December 31, 2018 is an indirect investment in AmTrust, with a fair value of $200.0 million. Refer to Note 21 - "Related Party Transactions" for further information.

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Other Investments, at fair value
The following table summarizes our other investments carried at fair value as of December 31, 2018 and 2017:

	2018	**2017**
Hedge funds	$852,584	$63,773
Fixed income funds	403,858	229,999
Equity funds	333,681	249,475
Private equity funds	248,628	289,556
CLO equities	39,052	56,765
CLO equity fund	37,260	12,840
Private credit funds	33,381	10,156
Others	9,313	828
	$1,957,757	$913,392

The valuation of our other investments is described in Note 11 - "Fair Value Measurements". Due to a lag in the valuations of certain funds reported by the managers, we may record changes in valuation with up to a three-month lag. We regularly review and discuss fund performance with the fund managers to corroborate the reasonableness of the reported net asset values and to assess whether any events have occurred within the lag period that would affect the valuation of the investments. The following is a description of the nature of each of these investment categories:

- *Hedge funds* may invest in a wide range of instruments, including debt and equity securities, and utilize various sophisticated strategies to achieve their objectives. We invest in a mixture of fixed income, equity and multi-strategy hedge funds. The hedge funds in which we invest have various imposed lock-up periods of up to three years and redemption terms, predominantly 60 and 90 days. Certain of the hedge funds in which we invest that are past their lock up periods are currently eligible for redemption, while others, with a market value of $766.1 million, are still in the lock-up period. Investments of $71.5 million in fixed income hedge funds were subject to gates or side-pockets, where redemptions are subject to the sale of underlying investments. A gate is the ability to deny or delay a redemption request, whereas a side-pocket is a designated account for which the investor loses its redemption rights.
- *Fixed income funds* comprise a number of positions in diversified fixed income funds that are managed by third-party managers. Underlying investments vary from high-grade corporate bonds to non-investment grade senior secured loans and bonds, but are generally invested in liquid fixed income markets. These funds have regularly published prices. One of the funds, with a market value of $44.2 million in which we invest has a lock-up period of up to two years and is eligible for quarterly redemptions thereafter with 65 days' notice. Another fund, with a market value of $68.8 million, is not currently eligible for redemption. All other funds have liquidity terms that vary from daily up to 30 days' notice.
- *Equity funds* invest in a diversified portfolio of U.S. and international publicly-traded equity securities. The funds have liquidity terms that vary from daily up to quarterly.
- *Private equity funds* invest primarily in the financial services industry. All of our investments in private equity funds are subject to restrictions on redemptions and sales that are determined by the governing documents and limit our ability to liquidate those investments. These restrictions have been in place since the dates of our initial investments.
- *CLO equities* comprise investments in the equity tranches of term-financed securitizations of diversified pools of corporate bank loans.
- *CLO equity fund* invests primarily in the equity tranches of term-financed securitizations of diversified pools of corporate bank loans. This fund has a fair value of $37.3 million and approximately 28% of the fund is

eligible for redemption.

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- *Private credit funds* invest in direct senior or collateralized loans. The investments are subject to restrictions on redemption and sales that are determined by the governing documents and limit our ability to liquidate our positions in the funds.
- *Others* comprise of various investments including a real estate debt fund that invests primarily in European commercial real estate equity, call options on equities and a fund that provides loans to educational institutions throughout the United States and its territories.

The increase in our other investments carried at fair value between December 31, 2018 and December 31, 2017 was primarily attributable to $626.5 million of other investments acquired as part of the KaylaRe acquisition and net additional subscriptions of $583.7 million to hedge funds, equity funds and fixed income funds.

As at December 31, 2018, we had unfunded commitments of $228.2 million to private equity funds.

Other Investments, at cost

During 2018, we sold our investments in life settlement contracts, which were carried at cost. During the years ended December 31, 2018, 2017 and 2016, net investment income included $6.5 million, $13.8 million and $18.0 million, respectively, related to investments in life settlements. During the years ended December 31, 2018, 2017 and 2016, there were impairment charges of $6.6 million, $7.2 million and $5.3 million, respectively, recognized in net realized and unrealized gains/losses.

Equity Method Investments

The table below shows our equity method investments as of December 31, 2018 and 2017:

	2018				**2017**			
	Investment	**Ownership %**		**Carrying Value**	**Investment**	**Ownership %**		**Carrying Value**
Enhanzed Re	$94,800	47.4	%	$94,800	$—	—	%	$—
Citco	50,000	31.9	%	50,812	—	—	%	—
Monument	26,600	26.6	%	42,193	15,960	26.6	%	15,960
Clear Spring	11,210	20.0	%	$10,070	11,210	20.0	%	10,596
Other	15,250	~30%		6,632	15,250	~30%		6,633
KaylaRe	—	—	%	—	299,026	48.2	%	309,816
	$197,860			$204,507	$341,446			$343,005

Refer to Note 21 - "Related Party Transactions" for further information regarding our investments in Clear Spring, Citco, Monument, KaylaRe and Enhanzed Re.

As at December 31, 2018, we had unfunded commitments of $167.2 million related to equity method investments.

Funds Held

Under funds held arrangements, the reinsured company has retained funds that would otherwise have been remitted to our reinsurance subsidiaries. We either have (i) funds held by reinsured companies, which are carried at amortized cost and on which we receive a fixed crediting rate, or (ii) funds held - directly managed, which are carried at fair value and on which we receive the underlying return on the portfolio. The investment returns on both categories of funds held are recognized in net investment income and net realized and unrealized gains (losses). The funds held balance is credited with investment income and losses payable are deducted.

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Funds Held - Directly Managed
Funds held - directly managed, where we receive the underlying return on the investment portfolio, are carried at fair value, either because we elected the fair value option at the inception of the reinsurance contract, or because it represents the aggregate of funds held at amortized cost and the fair value of an embedded derivative. The embedded derivative relates to our contractual right to receive the return on the underlying investment portfolio supporting the reinsurance contract. We include the estimated fair value of these embedded derivatives in the consolidated balance sheets with the host contract in order to reflect the expected settlement of these features with the host contract. The change in the fair value of the embedded derivative is included in net unrealized gains (losses). The following table summarizes the components of the funds held - directly managed as of December 31, 2018 and 2017:

	2018	**2017**
Fixed maturity investments, trading	$1,183,374	$1,165,386
Other assets	14,780	14,554
	$1,198,154	$1,179,940

The following table summarizes the fixed maturity investment components of funds held - directly managed as of December 31, 2018 and 2017:

	2018			**2017**		
	Funds held - Directly Managed - Fair Value Option	**Funds held - Directly Managed - Variable Return**	**Total**	**Funds held - Directly Managed - Fair Value Option**	**Funds held - Directly Managed - Variable Return**	**Total**
Fixed maturity investments, at amortized cost	$179,670	$1,044,377	$1,224,047	$174,227	$985,486	$1,159,713
Net unrealized gains (losses):						
Change in fair value - fair value option accounting	(2,733)	—	(2,733)	973	—	973
Change in fair value - embedded derivative accounting	—	(37,940)	(37,940)	—	4,700	4,700
Fixed maturity investments within funds held - directly managed, at fair value	$176,937	$1,006,437	$1,183,374	$175,200	$990,186	$1,165,386

Refer to the sections above for details of the fixed maturity investments within our funds held - directly managed portfolios.
Funds Held by Reinsured Companies
Funds held by reinsured companies, where we received a fixed crediting rate, are carried at cost on our consolidated balance sheets. As of December 31, 2018 and 2017, we had funds held by reinsured companies of $321.3 million and $175.4 million, respectively.

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Net Investment Income

Major categories of net investment income for the years ended December 31, 2018, 2017 and 2016 are summarized as follows:

	2018	2017	2016
Fixed maturity investments	$189,000	$144,367	$114,885
Short-term investments and cash and cash equivalents	12,117	9,314	4,491
Funds held	10,041	601	22,583
Funds held – directly managed	37,623	32,479	5,769
Investment income from fixed maturities and cash and cash equivalents	248,781	186,761	147,728
Equity investments	5,397	4,355	4,874
Other investments	19,703	14,337	22,515
Life settlements and other	6,511	14,370	18,191
Investment income from equities and other investments	31,611	33,062	45,580
Gross investment income	280,392	219,823	193,308
Investment expenses	(9,721)	(11,034)	(7,845)
Net investment income	$270,671	$208,789	$185,463

Net Realized and Unrealized Gains (Losses)

Components of net realized and unrealized gains (losses) for the years ended December 31, 2018, 2017 and 2016 were as follows:

	2018	2017	2016
Net realized gains (losses) on sale:			
Gross realized gains on fixed maturity securities, available-for-sale securities [(1)]	$27	$616	$405
Gross realized losses on fixed maturity securities, available-for-sale securities [(1)]	(90)	(125)	(21)
Net realized gains (losses) on fixed maturity securities, trading	(27,646)	4,695	1,848
Net realized losses on fixed maturity securities in funds held - directly managed portfolios	(3,940)	(4,219)	(14,616)
Net realized gains on equity investments, trading	4,016	701	5,348
Total net realized gains (losses) on sale	(27,633)	1,668	(7,036)
Net unrealized gains (losses):			
Fixed maturity securities, trading	(165,187)	35,878	36,314
Fixed maturity securities in funds held - directly managed portfolios	(46,257)	33,902	(28,317)
Equity investments, trading	(9,831)	16,498	6,561
Other investments	(163,976)	102,388	70,296
Total net unrealized gains (losses)	(385,251)	188,666	84,854
Net realized and unrealized gains (losses)	$(412,884)	$190,334	$77,818

[(1)]The gross realized gains and losses on available-for-sale investments included in the table above resulted from sales of $11.4 million, $40.8 million and $41.3 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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Restricted Assets

We utilize trust accounts to collateralize business with our insurance and reinsurance counterparties. We are also required to maintain investments and cash and cash equivalents on deposit with regulatory authorities and Lloyd's to support our insurance and reinsurance operations. The investments and cash and cash equivalents on deposit are available to settle insurance and reinsurance liabilities. Collateral generally takes the form of assets held in trust, letters of credit or funds held. The assets used as collateral are primarily highly rated fixed maturity securities. The carrying value of our restricted assets, including restricted cash of $380.5 million and $257.7 million, as of December 31, 2018 and 2017, respectively, was as follows:

	2018	**2017**
Collateral in trust for third party agreements	$4,336,752	$3,118,892
Assets on deposit with regulatory authorities	579,048	599,829
Collateral for secured letter of credit facilities	127,841	151,467
Funds at Lloyd's [1]	354,589	234,833
	$5,398,230	$4,105,021

[1] Our businesses include three Lloyd's syndicates. Lloyd's determines the required capital principally through the annual business plan of each syndicate. This capital is referred to as "Funds at Lloyd's" and will be drawn upon in the event that a syndicate has a loss that cannot be funded from other sources. We also utilize unsecured letters of credit for Funds at Lloyd's, as described in Note 15 - "Debt Obligations and Credit Facilities".

The increase in the collateral held in trust for third-party agreements and Funds at Lloyd's was primarily due to the transactions with Neon, Novae, Zurich and Maiden Re North America described in Note 3 - "Acquisitions" and Note 4 - "Significant New Business".

7. DERIVATIVES AND HEDGING INSTRUMENTS

Foreign Currency Hedging of Net Investments in Foreign Operations

We use foreign currency forward exchange rate contracts in qualifying hedging relationships to hedge the foreign currency exchange rate risk associated with certain of our net investments in foreign operations. At December 31, 2018 and 2017, we had forward foreign currency contracts in place which we had designated as hedges of our net investments in foreign operations.

The following table presents the gross notional amounts and the estimated fair values recorded within other assets and liabilities related to our qualifying foreign currency forward exchange rate contracts as at December 31, 2018 and 2017:

	2018			2017		
		Fair Value			Fair Value	
	Gross Notional Amount	Assets	Liabilities	Gross Notional Amount	Assets	Liabilities
Foreign exchange forward - AUD	$42,258	$1,377	$ —	$32,810	$—	$ 965
Foreign exchange forward - EUR	66,422	238	300	—	—	—
Foreign exchange forward - CAD	—	—	—	27,141	11	512
Total qualifying hedges	$108,680	$1,615	$ 300	$59,951	$11	$ 1,477

The Canadian Dollar ("CAD") foreign currency contract that we had in place to hedge the net investment in our CAD denominated operations was discontinued effective December 31, 2017 following the disposal of those operations.

The following table presents the amounts of the net gains and losses deferred in the CTA account, which is a component of AOCI, in shareholders' equity, related to our qualifying foreign currency forward exchange rate contracts for the years ended December 31, 2018, 2017 and 2016:

	Amount of Gains (Losses) Deferred in AOCI		
	2018	2017	2016
Foreign exchange forward - AUD	$3,438	$(1,247)	$2,568
Foreign exchange forward - EUR	1,000	—	—
Foreign exchange forward - CAD	—	—	1,186
Total qualifying hedges	$4,438	$(1,247)	$3,754

Following the completion of the sale of Pavonia, which closed on December 29, 2017, we reclassified from CTA to earnings, the cumulative losses of $1.1 million related to the CAD foreign currency forward contract which hedged our CAD denominated net investment in Pavonia.

Non-derivative Hedging Instruments of Net Investments in Foreign Operations

As at December 31, 2018 and 2017, there were borrowings of €nil and €50.0 million ($60.1 million), respectively, under our revolving credit facilities that were designated as non-derivative hedges of our net investment in certain subsidiaries whose functional currency is denominated in Euros. These Euro-denominated borrowings were repaid in full and replaced by a Euro-denominated foreign currency forward exchange rate contract in a qualifying hedging arrangement during the year ended December 31, 2018.

The following table presents the amounts of the net gains and losses deferred in the CTA account in AOCI relating to these qualifying Euro-loan non-derivative hedging instruments for the years ended December 31, 2018, 2017 and 2016:

Amount of Gains (Losses) Deferred in

	AOCI		
	2018	**2017**	**2016**
Net gains (losses) on qualifying non-derivative hedges	$3,144	$(9,375)	$6,000

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Derivatives Not Designated or Not Qualifying as Hedging Instruments

From time to time, we may also utilize foreign currency forward contracts as part of our overall foreign currency risk management strategy or to obtain exposure to a particular financial market, as well as for yield enhancement in non-qualifying hedging relationships. We may also utilize equity call option instruments either to obtain exposure to a particular equity instrument or for yield enhancement in non-qualifying hedging relationships.

Foreign Currency Forward Contracts

The following table presents the gross notional amounts and the estimated fair values recorded within other assets and liabilities as at December 31, 2018 and 2017 and the gains and losses during the years ended December 31, 2018 and 2017, related to our non-qualifying foreign currency forward exchange rate hedging relationships:

	December 31, 2018			**2018**
		Fair Value		
	Gross Notional Amount	**Assets**	**Liabilities**	**Gains (losses) on non-qualifying hedges charged to earnings**
Foreign exchange forward - AUD	$45,427	$1,952	$ 310	$ 4,958
Foreign exchange forward - CAD	55,050	1,441	—	9,311
Foreign exchange forward - EUR	54,282	139	301	2,296
Foreign exchange forward - GBP	256,959	1,554	72	15,078
Total non-qualifying hedges	$411,718	$5,086	$ 683	$ 31,643

	December 31, 2017			**2017**
		Fair Value		
	Gross Notional Amount	**Assets**	**Liabilities**	**Gains (losses) on non-qualifying hedges charged to earnings**
Foreign exchange forward - AUD	$57,028	$—	$ 1,002	$ (1,002)
Foreign exchange forward - EUR	19,235	46	455	(971)
Foreign exchange forward - GBP	207,323	262	4,312	(6,367)
Total non-qualifying hedges	$283,586	$308	$ 5,769	$ (8,340)

There were no such non-qualifying foreign currency forward contracts utilized during the year ended December 31, 2016.

Investments in Call Options on Equities

During the year ended December 31, 2018, we purchased call options on equities at a cost of $10.0 million and recorded unrealized losses in net earnings of $9.4 million on the instruments for the year ended December 31, 2018. We did not have any equity call option instruments as of or during the year ended December 31, 2017. During the year ended December 31, 2016, we purchased call options on equities at a cost of $5.5 million and sold these for a realized gain of $5.4 million.

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8. REINSURANCE BALANCES RECOVERABLE ON PAID AND UNPAID LOSSES

The following table provides the total reinsurance balances recoverable on paid and unpaid losses as of December 31, 2018 and 2017:

	2018 Non-life Run-off	Atrium	StarStone	Other	Total
Recoverable from reinsurers on unpaid:					
Outstanding losses	$901,772	$18,891	$263,065	$ —	$1,183,728
IBNR	609,434	19,247	201,784	—	830,465
Fair value adjustments - acquired companies	(14,344)	630	(1,899)	—	(15,613)
Fair value adjustments - fair value option	(130,739)	—	—	—	(130,739)
Total reinsurance reserves recoverable	1,366,123	38,768	462,950	—	1,867,841
Paid losses recoverable	138,265	(256)	23,813	—	161,822
	$1,504,388	$38,512	$486,763	$ —	$2,029,663
Reinsurance balances recoverable on paid and unpaid losses	$764,797	$38,512	$486,763	$ —	$1,290,072
Reinsurance balances recoverable on paid and unpaid losses - fair value option	739,591	—	—	—	739,591
Total	$1,504,388	$38,512	$486,763	$ —	$2,029,663

	2017 Non-life Run-off	Atrium	StarStone	Other	Total
Recoverable from reinsurers on unpaid:					
Outstanding losses	$932,284	$7,472	$211,650	$ —	$1,151,406
IBNR	590,154	31,476	242,620	—	864,250
Fair value adjustments - acquired companies	(12,970)	1,583	(2,253)	—	(13,640)
Fair value adjustments - fair value option	(131,983)	—	—	—	(131,983)
Total reinsurance reserves recoverable	1,377,485	40,531	452,017	—	1,870,033
Paid losses recoverable	128,253	(451)	23,179	16	150,997
	$1,505,738	$40,080	$475,196	$ 16	$2,021,030
Reconciliation to Consolidated Balance Sheet:					
Reinsurance balances recoverable on paid and unpaid losses	$963,514	$40,080	$475,196	$ 16	$1,478,806
Reinsurance balances recoverable on paid and unpaid losses - fair value option	542,224	—	—	—	542,224
Total	$1,505,738	$40,080	$475,196	$ 16	$2,021,030

Our insurance and reinsurance run-off subsidiaries and assumed portfolios, prior to acquisition, used retrocessional agreements to reduce their exposure to the risk of insurance and reinsurance assumed. On an annual basis, both Atrium and StarStone purchase a tailored outwards reinsurance program designed to manage their risk profiles. The majority of Atrium’s and StarStone's third-party reinsurance cover is with highly rated reinsurers or is collateralized by pledged assets or letters of credit.

The fair value adjustments, determined on acquisition of insurance and reinsurance subsidiaries, are based on the estimated timing of loss and LAE recoveries and an assumed interest rate equivalent to a risk free rate for securities with similar duration to the acquired reinsurance balances recoverable on paid and unpaid losses plus a spread to reflect credit risk, and are amortized over the estimated recovery period, as adjusted for accelerations in timing of payments as a result of commutation settlements. The determination of the fair value adjustments on the retroactive reinsurance contracts for which we have elected the fair value option is described in Note 11 - "Fair Value Measurements".

As of December 31, 2018 and 2017, we had reinsurance balances recoverable on paid and unpaid losses of approximately $2,029.7 million and $2,021.0 million, respectively. The increase of $8.6 million in reinsurance balances recoverable on paid and unpaid losses was primarily related/due to the Maiden Re North America, Neon and Novae transactions, partially offset by the KaylaRe transaction and by reserve reductions, commutations and cash collections made during the year ended December 31, 2018 in our Non-life Run-off segment.

Top Ten Reinsurers

	December 31, 2018						December 31, 2017					
	Non-life Run-off	Atrium	StarStone	Other	Total	% of Total	Non-life Run-off	Atrium	StarStone	Other	Total	% of Total
Top ten reinsurers	$ 1,124,079	$ 25,239	$ 263,192	$ —	$ 1,412,510	69.6 %	$ 1,166,057	$ 22,422	$ 328,257	$ —	$ 1,516,736	75.0 %
Other reinsurers > $1 million	364,098	12,091	220,123	—	596,312	29.4 %	322,722	16,631	144,336	—	483,689	24.0 %
Other reinsurers < $1 million	16,211	1,182	3,448	—	20,841	1.0 %	16,959	1,027	2,603	16	20,605	1.0 %
Total	$ 1,504,388	$ 38,512	$ 486,763	$ —	$ 2,029,663	100.0 %	$ 1,505,738	$ 40,080	$ 475,196	$ 16	$ 2,021,030	100.0 %

	December 31, 2018	December 31, 2017
Information regarding top ten reinsurers:		
Number of top 10 reinsurers rated A- or better	7	6
Number of top 10 non-rated reinsurers (1)	3	4
Top 10 rated A- or better reinsurers recoverables	$ 1,096,272	$ 829,164
Top 10 collaterized non-rated reinsurers recoverables (1)	316,238	687,572
	$ 1,412,510	$ 1,516,736
Single reinsurers that represent 10% or more of total reinsurance balance recoverables as at September 30, 2018:		
Hannover Ruck SE (2)	$ 279,723	$ 320,047
Lloyd's Syndicates (3)	$ 334,509	$ 193,838

(1) For the three non-rated reinsurers at as December 31, 2018 and four non-rated reinsurers as at December 31, 2017, we hold security in the form of pledged assets in trust or letters of credit issued to us in the full amount of the recoverable.
(2) Hannover Ruck SE is rated AA- by Standard & Poor’s and A+ by A.M. Best.
(3) Lloyd's Syndicates are rated A+ by Standard & Poor's and A by A.M. Best.

Provisions for Uncollectible Reinsurance Balances Recoverable on Paid and Unpaid Losses

We evaluate and monitor concentration of credit risk among our reinsurers. Provisions are made for amounts considered potentially uncollectible.

The following table shows our reinsurance balances recoverable on paid and unpaid losses by rating of reinsurer and our provisions for uncollectible reinsurance balances recoverable on paid and unpaid losses ("provisions for bad debt") as of December 31, 2018 and 2017. The provisions for bad debt all relate to the Non-life Run-off segment.

	2018				2017			
	Gross	Provisions for Bad Debt	Net	Provisions as a % of Gross	Gross	Provisions for Bad Debt	Net	Provisions as a % of Gross
Reinsurers rated A- or above	$ 1,612,464	$ 51,519	$ 1,560,945	3.2 %	$ 1,252,887	$ 51,115	$ 1,201,772	4.1 %
Reinsurers rated below A-, secured	430,852	—	430,852	— %	771,097	—	771,097	— %
Reinsurers rated below A-, unsecured	143,079	105,213	37,866	73.5 %	162,259	114,098	48,161	70.3 %
Total	$ 2,186,395	$ 156,732	$ 2,029,663	7.2 %	$ 2,186,243	$ 165,213	$ 2,021,030	7.6 %

9. DEFERRED CHARGE ASSETS

Deferred charge assets relate to retroactive reinsurance policies providing indemnification of losses and LAE with respect to past loss events in the Non-life Run-off segment. For insurance and reinsurance contracts for which we do not elect the fair value option, a deferred charge asset is recorded for the excess, if any, of the estimated ultimate losses payable over the premiums received at the initial measurement. The premium consideration that we charge the ceding companies may be lower than the undiscounted estimated ultimate losses payable due to the time value of money. After receiving the premium consideration in full from our cedents at the inception of the contract, we invest the premium received over an extended period of time thereby generating investment income. We expect to generate profits from these retroactive reinsurance policies when taking into account the premium received and expected investment income, less contractual obligations and expenses. Further information on deferred charge assets recorded during the years ended December 31, 2018, 2017 and 2016 is included in Note 4 - "Significant New Business".

Deferred charge assets are included in other assets on our consolidated balance sheets. The following table presents a reconciliation of the deferred charge assets for the years ended December 31, 2018, 2017 and 2016:

	2018	**2017**	**2016**
Beginning carrying value	$80,192	$94,551	$255,911
Recorded during the year	20,174	—	7,467
Amortization	(13,781)	(14,359)	(130,194)
Impairment	—	—	(38,633)
Ending carrying value	$86,585	$80,192	$94,551

Deferred charge assets are amortized over the estimated claim payment period of the related contract with the periodic amortization reflected in earnings as a component of losses and LAE. Deferred charge assets amortization is adjusted at each reporting period to reflect new estimates of the amount and timing of remaining loss payments. Changes in the estimated amount and the timing of payments of unpaid losses may have an effect on the unamortized deferred charge assets and the amount of periodic amortization. Deferred charge assets are assessed at each reporting period for impairment. If the asset is determined to be impaired, it is written down in the period in which the determination is made. The impairment recognized in the year ended December 31, 2016 was offset in earnings by favorable loss reserve development. For the year ended December 31, 2018, we completed our assessment for impairment of deferred charge assets and concluded that there had been no impairment of our carried deferred charge assets amount.

10. LOSSES AND LOSS ADJUSTMENT EXPENSES

The liability for losses and loss adjustment expenses ("LAE"), also referred to as loss reserves, represents our gross estimates before reinsurance for unpaid reported losses and losses that have been incurred but not reported ("IBNR") for our Non-life Run-off, Atrium and StarStone segments using a variety of actuarial methods. We recognize an asset for the portion of the liability that we expect to recover from reinsurers. LAE reserves include allocated loss adjustment expenses ("ALAE"), and unallocated loss adjustment expenses ("ULAE"). ALAE are linked to the settlement of an individual claim or loss, whereas ULAE are based on our estimates of future costs to administer the claims. IBNR represents reserves for loss and LAE that have been incurred but not yet reported to us. This includes amounts for unreported claims, development on known claims and reopened claims.

The following table summarizes the liability for losses and LAE by segment and for our other activities as of December 31, 2018 and 2017:

	2018 Non-life Run-off	Atrium	StarStone	Other	Total
Outstanding losses	$4,271,769	$94,885	$796,194	$6,052	$5,168,900
IBNR	3,527,767	140,521	787,894	12,809	4,468,991
Fair value adjustments	(217,527)	3,476	(467)	—	(214,518)
Fair value adjustments - fair value option	(374,752)	—	—	—	(374,752)
ULAE	333,405	2,402	25,076	—	360,883
Total	$7,540,662	$241,284	$1,608,697	$18,861	$9,409,504
Reconciliation to Consolidated Balance Sheet:					
Losses and loss adjustment expenses	$4,666,607	$241,284	$1,608,697	$18,861	$6,535,449
Losses and loss adjustment expenses, at fair value	2,874,055	—	—	—	2,874,055
Total	$7,540,662	$241,284	$1,608,697	$18,861	$9,409,504

	2017 Non-life Run-off	Atrium	StarStone	Other	Total
Outstanding losses	$3,185,703	$78,363	$590,977	$ —	$3,855,043
IBNR	2,903,927	150,508	599,221	—	3,653,656
Fair value adjustments	(125,998)	9,547	(555)	—	(117,006)
Fair value adjustments - fair value option	(314,748)	—	—	—	(314,748)
ULAE	300,588	2,455	18,100	—	321,143
Total	$5,949,472	$240,873	$1,207,743	$ —	$7,398,088
Reconciliation to Consolidated Balance Sheet:					
Losses and loss adjustment expenses	$4,154,803	$240,873	$1,207,743	$ —	$5,603,419
Losses and loss adjustment expenses, at fair value	1,794,669	—	—	—	1,794,669
Total	$5,949,472	$240,873	$1,207,743	$ —	$7,398,088

The overall increase in the liability for losses and LAE between December 31, 2017 and December 31, 2018 was primarily attributable to the assumed reinsurance agreements with Neon, Novae and Zurich for which we have elected the fair value option, as described in Note 4 - "Significant New Business", and the acquisition of Maiden Re North America, as described in Note 3 - "Acquisitions", in our Non-life Run-off segment.

The table below provides a consolidated reconciliation of the beginning and ending liability for losses and LAE for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	2016
Balance as at January 1	$7,398,088	$5,987,867	$5,720,149
Less: reinsurance reserves recoverable	1,870,033	1,388,193	1,360,382
Less: deferred charge assets on retroactive reinsurance	80,192	94,551	255,911
Net balance as at January 1	5,447,863	4,505,123	4,103,856
Net incurred losses and LAE:			
Current period	689,782	437,853	493,016
Prior periods	(235,757)	(244,302)	(318,917)
Total net incurred losses and LAE	454,025	193,551	174,099
Net paid losses:			
Current period	(189,560)	(82,273)	(79,579)
Prior periods	(1,194,985)	(862,921)	(753,478)
Total net paid losses	(1,384,545)	(945,194)	(833,057)
Effect of exchange rate movement	(145,243)	158,429	(46,903)
Acquired on purchase of subsidiaries	1,310,874	10,251	10,019
Assumed business	1,772,104	1,525,703	1,340,444
Ceded business	—	—	(243,335)
Net balance as at December 31	7,455,078	5,447,863	4,505,123
Plus: reinsurance reserves recoverable	1,867,841	1,870,033	1,388,193
Plus: deferred charge assets on retroactive reinsurance	86,585	80,192	94,551
Balance as at December 31	$9,409,504	$7,398,088	$5,987,867

The tables below provide the components of net incurred losses and LAE by segment and for our other activities for the years ended December 31, 2018, 2017 and 2016:

	2018				
	Non-life Run-off	Atrium	StarStone	Other	Total
Net losses paid	$838,817	$64,506	$477,130	$4,092	$1,384,545
Net change in case and LAE reserves	(547,420)	6,331	75,887	4,808	(460,394)
Net change in IBNR reserves	(565,385)	4,091	113,879	7,999	(439,416)
Increase (reduction) in estimates of net ultimate losses	(273,988)	74,928	666,896	16,899	484,735
Increase (reduction) in provisions for unallocated LAE	(65,401)	—	6,753	—	(58,648)
Amortization of deferred charge assets	13,781	—	—	—	13,781
Amortization of fair value adjustments	12,877	(5,118)	(266)	—	7,493
Changes in fair value - fair value option	6,664	—	—	—	6,664
Net incurred losses and LAE	$(306,067)	$69,810	$673,383	$16,899	$454,025

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	2017 Non-life Run-off	Atrium	StarStone	Total
Net losses paid	$581,723	$55,678	$307,793	$945,194
Net change in case and LAE reserves	(381,053)	8,338	31,685	(341,030)
Net change in IBNR reserves	(390,727)	7,679	(23,540)	(406,588)
Increase (reduction) in estimates of net ultimate losses	(190,057)	71,695	315,938	197,576
Increase (reduction) in provisions for bad debt	(1,536)	159	—	(1,377)
Increase (reduction) in provisions for unallocated LAE	(53,810)	285	(187)	(53,712)
Amortization of deferred charge assets	14,359	—	—	14,359
Amortization of fair value adjustments	10,114	(2,720)	(945)	6,449
Changes in fair value - fair value option	30,256	—	—	30,256
Net incurred losses and LAE	$(190,674)	$69,419	$314,806	$193,551
	2016 Non-life Run-off	**Atrium**	**StarStone**	**Total**
Net losses paid	$533,806	$47,998	$251,253	$833,057
Net change in case and LAE reserves	(608,785)	(148)	73,049	(535,884)
Net change in IBNR reserves	(347,384)	13,700	75,643	(258,041)
Increase (reduction) in estimates of net ultimate losses	(422,363)	61,550	399,945	39,132
Reduction in provisions for bad debt	(13,822)	—	—	(13,822)
Increase (reduction) in provisions for unallocated LAE	(43,955)	145	3,543	(40,267)
Amortization of deferred charge assets	168,827	—	—	168,827
Amortization of fair value adjustments	25,432	(3,308)	(1,895)	20,229
Changes in fair value - fair value option	—	—	—	—
Net incurred losses and LAE	$(285,881)	$58,387	$401,593	$174,099

Loss Development Information

Methodology for Establishing Reserves

The liability for losses and LAE includes an amount determined from reported claims and an amount based on historical loss experience and industry statistics for IBNR using a variety of actuarial methods. Our loss reserves cover multiple lines of business, which include workers' compensation, general casualty, asbestos and environmental, marine, aviation and transit, construction defects and other non-life lines of business. Our management, through our loss reserving committees, considers the reasonableness of loss reserves recommended by our actuaries, including actual loss development during the year.

Case reserves are recognized for known claims (including the cost of related litigation) when sufficient information has been reported to us to indicate the involvement of a specific insurance policy. We use considerable judgment in estimating losses for reported claims on an individual claim basis based upon our knowledge of the circumstances surrounding the claim, the severity of the injury or damage, the jurisdiction of the occurrence, the potential for ultimate exposure, the type of loss, and our experience with the line of business and policy provisions relating to the particular type of claim. The reserves for unpaid reported losses and LAE are established by management based on reports from brokers, ceding companies and insureds and represent the estimated ultimate cost of events or conditions that have been reported to, or specifically identified, by us. We also consider facts currently known and the current state of the law and coverage litigation.

IBNR reserves are established by management based on actuarially determined estimates of ultimate losses and loss expenses. We use generally accepted actuarial methodologies to estimate ultimate losses and LAE and those estimates are reviewed by management. In addition, the routine settlement of claims, at either below or above the carried advised loss reserve, updates historical loss development information to which actuarial methodologies are applied, often resulting in revised estimates of ultimate liabilities. On an annual basis, independent actuarial firms are retained by management to provide their estimates of ultimate losses and to review the estimates developed by our actuaries.

Within the annual loss reserve studies produced by either our actuaries or independent actuaries, exposures for each subsidiary are separated into homogeneous reserving categories for the purpose of estimating IBNR. Each reserving category contains either direct insurance or assumed reinsurance reserves and groups relatively similar types of risks and exposures (for example, asbestos, environmental, casualty, property) and lines of business written (for example, marine, aviation, non-marine). Based on the exposure characteristics and the nature of available data for each individual reserving category, a number of methodologies are applied. Recorded reserves for each category are selected from the actuarial indications produced by the various methodologies after consideration of exposure characteristics, data limitations and strengths and weaknesses of each method applied. This approach to estimating IBNR has been consistently adopted in the annual loss reserve studies for each period presented.

The estimation of unpaid claim liabilities at any given point in time is subject to a high degree of uncertainty for a number of reasons. A significant amount of time can lapse between the assumption of risk, the occurrence of a loss event, the reporting of the event to an insurance or reinsurance company and the ultimate payment of the claim on the loss event. Our actuarial methodologies include industry benchmarking which, under certain methodologies, compares the trend of our loss development to that of the industry. To the extent that the trend of our loss development compared to the industry changes in any period, it is likely to have an impact on the estimate of ultimate liabilities. Unpaid claim liabilities for property and casualty exposures in general are impacted by changes in the legal environment, jury awards, medical cost trends and general inflation. Certain estimates for unpaid claim liabilities involve considerable uncertainty due to significant coverage litigation, and it can be unclear whether past claim experience will be representative of future claim experience. Ultimate values for such claims cannot be estimated using reserving techniques that extrapolate losses to an ultimate basis using loss development factors, and the uncertainties surrounding the estimation of unpaid claim liabilities are not likely to be resolved in the near future. In addition, reserves are established to cover loss development related to both known and unasserted claims. Consequently, our subsequent estimates of ultimate losses and LAE, and our liability for losses and LAE, may differ materially from the amounts recorded in the consolidated financial statements. These estimates are reviewed regularly and, as experience develops and new information becomes known, the reserves are adjusted as necessary. Such adjustments, if any, will be recorded in earnings in the period in which they become known. Prior period development arises from changes to loss estimates recognized in the current year that relate to loss reserves established in previous calendar years.

Asbestos and Environmental

In establishing the reserves for losses and LAE related to asbestos and environmental claims, management considers facts currently known and the current state of the law and coverage litigation. Liabilities are recognized for known claims (including the cost of related litigation) when sufficient information has been developed to indicate the involvement of a specific insurance policy, and management can reasonably estimate its liability. In addition, reserves have been established to cover additional exposures on both known and unreported claims. Estimates of the reserves are reviewed and updated continually. Developed case law and claim histories are still evolving for such claims, especially because significant uncertainty exists about the outcome of coverage litigation and whether past claim experience will be representative of future claim experience. In view of the changes in the legal and tort environment that affect the development of such claims, the uncertainties inherent in valuing asbestos and environmental claims are not likely to be resolved in the near future. Ultimate values for such claims cannot be estimated using traditional reserving techniques and there are significant uncertainties in estimating the amount of our potential losses for these claims. There can be no assurance that the reserves established by us will be adequate or will not be adversely affected by the development of other latent exposures. The net liability for unpaid losses and LAE as of December 31, 2018 and 2017 included $1,703.6 million and $1,863.2 million, respectively, which represented an estimate of the net ultimate liability for asbestos and environmental claims. The gross liability for such claims as at December 31, 2018 and 2017 was $1,839.7 million and $1,992.1 million, respectively. For the years ended December 31, 2018 and 2017, our reserves for asbestos and environmental liabilities decreased by $152.4 million and increased by $970.4 million on a gross basis, respectively, and decreased by $159.6 million and increased by $883.4 million on a net basis, respectively. The increase in 2017 was primarily due to acquisition activity and the decrease in 2018 was primarily due to net paid losses, foreign exchange and net favourable development, partially offset by acquisition activity.

Disclosures of Incurred and Paid Loss Development, IBNR, Claims Counts and Payout Percentages

The loss development tables disclosed below, sets forth our historic incurred and paid loss development by accident year through December 31, 2018, net of reinsurance, as well as the cumulative number of reported claims, IBNR balances, and other supplementary information.

The loss development tables disclosed below are presented as follows:

- **Non-Life Run-off** - Presented by acquisition year, if significant, and further disaggregated, if significant, by line of business within that acquisition year. The lines of business disclosed include Asbestos, Environmental, General Casualty, Workers' Compensation, Professional Indemnity/Directors & Officers, Motor and Property.
- **StarStone** - All the lines of business related to the StarStone segment have been included within the loss development disclosures below, namely, Casualty, Marine, Property, Aerospace and Workers' Compensation.
- **Atrium** - The loss development disclosures for our Atrium segment have not been disaggregated further by line of business as the segment comprised approximately only 3% of our total consolidated liability for losses and LAE as at December 31, 2018 and was, therefore, not considered material for further disaggregation.

For each acquisition year and/or line of business for which loss development tables have been provided below, the disclosure approach and format adopted reflects the following:

- The incurred loss development tables include both reported case reserves and IBNR liabilities, as well as cumulative paid losses;
- Both the incurred and cumulative paid loss development tables include allocated LAE (i.e. claims handling costs allocated to specific individual claims) but exclude unallocated LAE (i.e. the costs associated with internal claims staff and third party administrators as well as consultants that cannot be allocated to specific

individual claims);

- The fair value adjustments related to business acquisitions are excluded from the loss development tables, however the undiscounted incurred losses, cumulative paid losses and allocated LAE related to business acquisitions are included in the loss development tables;
- The fair value adjustments related to retroactive reinsurance agreements for which we have elected the fair value option are excluded from the loss development tables, however the undiscounted incurred losses, cumulative paid losses and allocated LAE related to retroactive reinsurance agreements for which we have elected the fair value option are included in the loss development tables;

- The amounts relating to the amortization of deferred charge assets are excluded from the loss development tables;
- The amounts relating to the increase (reduction) in provisions for unallocated LAE are excluded from the loss development tables;
- The amounts included within the loss development tables for the years ended December 31, 2009 through to December 31, 2017 (April 1, 2014 through to December 31, 2017 in the case of StarStone since its date of acquisition), as well as the historical average annual percentage payout ratios as of December 31, 2018, are presented as supplementary information and are therefore unaudited;
- All data presented within the loss development tables is net of reinsurance recoveries, excluding provisions for uncollectible reinsurance recoverables;
- The IBNR reserves included within each incurred loss development table by accident year, reflect the net IBNR recorded as of December 31, 2018, including expected development on reported losses;
- For the Non-life Run-off segment loss development tables, all information for both acquisitions and retroactive reinsurance agreements is presented prospectively. As the reserves are effectively re-underwritten at the date the reserves are acquired or assumed, we believe that the historical loss development prior to being acquired is not relevant to our own experience managing these reserves. In addition, the information required to prepare the loss development disclosures on a retrospective basis is not always available to us and a mixed approach would result in loss development tables that are not entirely reflective of the actual loss development;
- For the StarStone segment loss development tables, all information has been presented on a prospective basis from the date of our acquisition of StarStone, which was effective on April 1, 2014. Providing pre-acquisition incurred and paid losses by accident year for years prior to 2014 was determined to be impracticable due to significant data limitations; and
- For the Atrium segment loss development tables, all information has been presented on a retrospective basis.

The historical amounts disclosed within the loss development tables for all lines of business presented below are on a constant-currency basis, which is achieved by using constant foreign exchange rates between periods in the loss development tables, and translating prior period amounts denominated in currencies other than the U.S. dollar, which is our reporting currency, using the closing exchange rates as at December 31, 2018.

The impact of this exchange rate conversion is to show the change between periods exclusive of the effect of exchange rate fluctuations, which would otherwise distort the change in incurred losses and the cash flow patterns associated with those incurred losses shown within the loss development tables. The change in net incurred losses shown within the loss development tables will, however, differ from other U.S. GAAP disclosures of incurred current and prior period reserve development amounts, which include the effect of exchange rate fluctuations.

Establishing an estimate for loss reserves involves various assumptions and judgments, therefore, the information contained within the loss development disclosures only allows readers or users of our consolidated financial statements to understand, at the summary level presented in the development tables, the change over time in our reported incurred loss estimates as well as the nature and patterns of the cash flows associated with those estimates. We, therefore, believe that the information provided within the loss development tables disclosed below is of limited use for independent analysis or application of standard actuarial estimations, and any results obtained from doing so should be interpreted with caution.

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Cumulative Number of Reported Claims

Reported claim counts, on a cumulative basis, are provided as supplemental information to each incurred loss development table by accident year. We measure claim frequency information on an individual claim count basis within each of our segments as follows:

- **Non-Life Run-off** - The claim frequency information for the exposures included within our Non-life Run-off lines of business includes direct and assumed open and closed claims by accident year at the claimant level. Reported claims that are closed without a payment are included within our cumulative number of reported claims because we typically incur claim adjustment expenses on them prior to their closure. The claim count numbers exclude counts related to claims within policy deductibles where the insured is responsible for the payment of losses within the deductible layer. Individual claim counts related to certain assumed reinsurance contracts such as excess-of-loss and quota share treaties are not available to us, and the losses arising from these treaties have been treated as single claims for the purposes of determining claim counts. Therefore, each treaty year within the reinsurance contract is deemed a single claim because the detailed underlying individual claim information is generally not reported to us by our cedents; and

- **StarStone and Atrium** - The claim frequency information is determined at the claimant level for the exposures within the lines of business related to these segments. Our claims system assigns a unique claim identifier to each reported claim we receive. Each unique claim identifier is deemed to be a single claim, irrespective of whether the claim remains open or has been closed with or without payment. For certain insurance facilities and business produced or managed by managing general agents, coverholders and third party administrators where the underlying claims data is reported to us in an aggregated format, the information necessary to provide cumulative claims frequency is not available. In such cases, we typically record a "block" claim in our system. This also applies to a small amount of assumed reinsurance business that we write where, similarly, the underlying claims data is reported to us in an aggregated format. In such instances, each assumed reinsurance contract is deemed a single claim.

The cumulative number of reported claims for our Atrium segment includes all claim counts for Syndicate 609. Our Atrium segment represents our 25% share of Syndicate 609's underwriting capacity and capital, however, the claims count is the same whether viewed at the 100% Syndicate level or for our 25% share.

Our reported claim frequency information is subject to the following inherent limitations when analyzing our loss experience and severity:

- Claim counts are presented only on a reported and not on an ultimate basis. Therefore, reported claim counts include open claims which have outstanding reserves but exclude IBNR claims. As such the reported claims are consistent with reported losses, which can be calculated by subtracting IBNR losses from incurred losses. However, the reported claim counts are inconsistent with the losses in the incurred loss development tables, which include IBNR losses, and to losses in the paid loss development tables, which exclude outstanding reserves;

- Reported claim counts have not been adjusted for ceded reinsurance, which may distort any measures of frequency or severity;

- For lines of business that have a mix of primary and excess layer exposures, such as our general casualty and workers' compensation lines of business, the reported claim counts may fluctuate from period to period between exposure layers, thereby distorting any measure of frequency and severity; and

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The use of our reported claim frequency information to project ultimate loss payouts by disaggregated disclosure category or line of business may not be as meaningful as claim count information related to individual contracts at a more granular level.

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Non-Life Run-off Segment

The table below provides a reconciliation of the beginning and ending reserves for losses and LAE for the years ended December 31, 2018, 2017 and 2016 for the Non-life Run-off segment:

	2018	2017	2016
Balance as at January 1	$5,949,472	$4,716,363	$4,585,454
Less: reinsurance reserves recoverable	1,377,485	1,000,953	1,034,747
Less: deferred charge assets on retroactive reinsurance	80,192	94,551	255,911
Net balance as at January 1	4,491,795	3,620,859	3,294,796
Net incurred losses and LAE:			
Current period	12,451	5,866	5,829
Prior periods	(318,518)	(196,540)	(291,710)
Total net incurred losses and LAE	(306,067)	(190,674)	(285,881)
Net paid losses:			
Current period	(5)	(2,835)	(3,869)
Prior periods	(838,812)	(578,888)	(529,937)
Total net paid losses	(838,817)	(581,723)	(533,806)
Effect of exchange rate movement	(132,632)	138,772	(27,478)
Acquired on purchase of subsidiaries	1,111,839	10,251	10,019
Assumed business	1,761,836	1,494,310	1,340,444
Ceded business	—	—	(177,235)
Net balance as at December 31	6,087,954	4,491,795	3,620,859
Plus: reinsurance reserves recoverable	1,366,123	1,377,485	1,000,953
Plus: deferred charge assets on retroactive reinsurance	86,585	80,192	94,551
Balance as at December 31	$7,540,662	$5,949,472	$4,716,363

Net incurred losses and LAE in the Non-life Run-off segment for the years ended December 31, 2018, 2017 and 2016 were as follows:

	2018			2017			2016		
	Prior Period	Current Period	Total	Prior Period	Current Period	Total	Prior Period	Current Period	Total
Net losses paid	$838,812	$5	$838,817	$578,888	$2,835	$581,723	$529,937	$3,869	$533,806
Net change in case and LAE reserves	(552,124)	4,704	(547,420)	(381,450)	397	(381,053)	(608,168)	(617)	(608,785)
Net change in IBNR reserves	(573,127)	7,742	(565,385)	(393,100)	2,373	(390,727)	(349,726)	2,342	(347,384)
Increase (reduction) in estimates of net ultimate losses	(286,439)	12,451	(273,988)	(195,662)	5,605	(190,057)	(427,957)	5,594	(422,363)
Reduction in provisions for bad debt	—	—	—	(1,536)		(1,536)	(13,822)	—	(13,822)
Increase (reduction) in provisions for unallocated LAE	(65,401)	—	(65,401)	(54,071)	261	(53,810)	(44,190)	235	(43,955)
Amortization of deferred charge assets	13,781	—	13,781	14,359	—	14,359	168,827	—	168,827
Amortization of fair value adjustments	12,877	—	12,877	10,114	—	10,114	25,432	—	25,432
Changes in fair value - fair value option	6,664	—	6,664	30,256	—	30,256	—	—	—
Net incurred losses and LAE	$(318,518)	$12,451	$(306,067)	$(196,540)	$5,866	$(190,674)	$(291,710)	$5,829	$(285,881)

Net change in case and LAE reserves comprises the movement during the year in specific case reserve liabilities as a result of claims settlements or changes advised to us by our policyholders and attorneys, less changes in case reserves recoverable advised by us to our reinsurers as a result of the settlement or movement of assumed claims. Net change in IBNR represents the gross change in our actuarial estimates of IBNR, less amounts recoverable.

Year Ended December 31, 2018

The reduction in net incurred losses and LAE for the year ended December 31, 2018 of $306.1 million included net incurred losses and LAE of $12.5 million related to current period net earned premium from previously acquired businesses that renewed certain policies while being run-off. Excluding current period net incurred losses and LAE of $12.5 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $318.5 million, which was attributable to a reduction in estimates of net ultimate losses of $286.4 million, a reduction in provisions for unallocated LAE of $65.4 million relating to 2018 run-off activity, partially offset by the amortization of the deferred charge assets of $13.8 million, amortization of fair value adjustments of $12.9 million and an increase in the fair value of liabilities of $6.7 million related to our assumed retroactive reinsurance agreements for which we have elected the fair value option.

The reduction in estimates of prior period net ultimate losses of $286.4 million for the year ended December 31, 2018 included a net reduction in case and IBNR reserves of $1,125.3 million, partially offset by net losses paid of $838.8 million. For the year ended December 31, 2018, the overall change in our estimates of net ultimate losses related to prior periods by line of business within our Non-life Run-off was as presented in the table below:

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	Net losses paid	Net change in case and LAE reserves	Net change in IBNR reserves	Increase (reduction) in estimates of net ultimate losses
Asbestos	$108,248	$(21,535)	$(151,662)	$(64,949)
Environmental	21,273	479	(7,599)	14,153
General Casualty	141,624	(115,240)	(60,828)	(34,444)
Workers' Compensation	139,226	(178,138)	(115,648)	(154,560)
Marine, aviation and transit	67,831	(44,200)	(21,188)	2,443
Construction defect	22,182	(7,257)	(33,146)	(18,221)
Professional indemnity/ Directors & Officers	161,797	(11,159)	(130,957)	19,681
Motor	104,182	(109,962)	(34,215)	(39,995)
Property	22,178	(24,271)	(11,497)	(13,590)
All Other	50,271	(40,841)	(6,387)	3,043
Total	$838,812	$(552,124)	$(573,127)	$(286,439)

The significant drivers of the results in the table above are explained below.

Workers' Compensation

A $154.6 million reduction in estimates of net ultimate losses in our workers' compensation line of business in 2018 arose across multiple portfolios, where reported incurred loss development was generally significantly less than expected. When actual development is less than expected for a sustained period of time across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. Updates to actuarial analysis, factoring in the less-than-expected reported incurred loss development for the year, is the primary driver of the $154.6 million reduction to Workers' Compensation net ultimate loss estimates.

For certain of our portfolios, the lower than expected actual development was driven by significant pro-active settlement activity on individual claimants where we were able to close open claims earlier than was indicated by the original payout pattern, and in other portfolios, based on the review of recent loss development activity we revised our actuarial development "tail factor" assumption, which led to a reduction in net ultimate losses. For example, in one portfolio we observed favorable incurred loss development, primarily relating to accident years 1995 through 2005 where we paid $22.7 million in loss payments to release a corresponding $37.0 million of associated case reserves for $14.3 million in favorable incurred loss development.

For recently acquired portfolios of workers' compensation business, we have utilized our subsidiary, Paladin Managed Care Services ("Paladin"), to assist us in reviewing claims. Paladin generally produces savings related to medical expense liabilities over and above savings achieved by prior vendors of such services, and the savings lead to actual development that is less than expected, thereby driving reductions to the estimates of net ultimate losses. In one particular program, our claims personnel pursued a pro-active strategy of settling with numerous workers' compensation claimants whose injuries arose in recent accident years. For this portfolio, the claims team reduced the open inventory of claims by 78% during 2018. This reduction in exposure, when incorporated into an updated actuarial analysis, led to a reduction in our estimate of ultimate net losses of $30.2 million, primarily relating to accident years 2010 through 2014.

We also continue to actively seek to commute policies when possible, and where the commutation of the policy is settled at a level below the carried value of the loss reserves, we record a reduction in our estimates of net ultimate losses. During the year ended December 31, 2018, we completed 11 commutations across several portfolios that contributed to the reduction in estimates of net ultimate losses.

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Asbestos
The $64.9 million reduction in estimates of net ultimate losses in our asbestos line of business arose primarily due to one asbestos portfolio where lower than expected volume of claims reported and a lower than expected severity on claims settled in the period, when projected to net ultimate losses through actuarial methodologies, resulted in a significant reduction in estimates of net ultimate losses. The volume of claims reported was 3% less than expected and the average cost per claim was 5% less than expected. Across our other asbestos portfolios we had a combination of commutations, detailed actuarial studies and lower than expected incurred loss development, which all resulted in reductions in estimates of net ultimate losses.
Other
All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, favorable actual versus expected loss development, pro-active claim management and commutations.
The reduction of $65.4 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.
The amortization of deferred charge assets of $13.8 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments.
The amortization of fair value adjustments of $12.9 million was related to the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.
The increase in the fair value of liabilities for which we have elected the fair value option of $6.7 million was primarily due to decreases in the estimated duration of the net liabilities, partially offset by changes in the corporate bond yield.
Year Ended December 31, 2017
The reduction in net incurred losses and LAE for the year ended December 31, 2017 of $190.7 million included net incurred losses and LAE of $5.9 million related to current period net earned premium from previously acquired businesses that renewed certain policies while being run-off. Excluding current period net incurred losses and LAE of $5.9 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $196.5 million, which was attributable to a reduction in estimates of net ultimate losses of $195.7 million, and a reduction in provisions for unallocated LAE of $54.1 million, relating to 2017 run-off activity, partially offset by an increase in the fair value of liabilities of $30.3 million related to our assumed retroactive reinsurance agreements for which we have elected the fair value option, the amortization of the deferred charge assets of $14.4 million and the amortization of fair value adjustments over the estimated payout period relating to companies acquired amounting to $10.1 million.

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The reduction in estimates of prior period net ultimate losses of $195.7 million for the year ended December 31, 2017 included a net reduction in case and IBNR reserves of $774.6 million, partially offset by net losses paid of $578.9 million. For the year ended December 31, 2017, the overall change in our estimates of net ultimate losses related to prior periods by line of business within our Non-life Run-off was as presented in the table below:

	Net losses paid	Net change in case and LAE reserves	Net change in IBNR reserves	Increase (reduction) in estimates of net ultimate losses
Asbestos	$105,731	$(1,865)	$(76,837)	$27,029
Environmental	26,542	(9,438)	(7,748)	9,356
General Casualty	94,526	(54,292)	(49,025)	(8,791)
Workers' Compensation	187,712	(190,924)	(151,797)	(155,009)
Marine, aviation and transit	18,272	(9,322)	(11,517)	(2,567)
Construction defect	33,802	(24,023)	(42,804)	(33,025)
Professional indemnity/ Directors & Officers	33,402	(19,054)	(24,559)	(10,211)
Motor	24,391	(15,990)	(8,513)	(112)
Property	13,440	(11,196)	(5,162)	(2,918)
All Other	41,070	(45,346)	(15,138)	(19,414)
Total	$578,888	$(381,450)	$(393,100)	$(195,662)

The significant drivers of the results in the table above are explained below.

Workers' Compensation

The $155.0 million reduction in estimates of net ultimate losses in our workers' compensation line of business arose primarily in five separate portfolios. Across these five portfolios, the reported incurred loss development was generally significantly lower than expected. When actual development is less than expected for a sustained period of time, across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. In addition, we continue to pro-actively manage and settle claims where possible, commute policies if appropriate and, through Paladin, we are able to achieve significant savings on medical costs through active claims management strategies over the life of the reported claims. All of these items reduce the estimates of net ultimate losses.

Construction Defect

The $33.0 million reduction in estimates of net ultimate losses in our construction defect line of business arose primarily due to lower than expected actual incurred development in one portfolio. The active claims management approach that our claims team adopted for the assumed exposures within this portfolio led to a significant reduction loss in the inventory of the assumed open claims of 73% during 2017. This reduction in exposure, when incorporated into our updated actuarial analysis, resulted in a reduction in estimates of net ultimate losses for this line of business.

Asbestos

The $27.0 million increase in estimates of net ultimate losses in our asbestos line of business resulted from a ground-up study performed by a consulting actuarial firm on one of our portfolios. This study resulted in the recording of additional reserves of $60.5 million due to a small number of accounts that experienced an increase in the notification of claims which are expected to attach to the excess policies that we reinsure. This increase was partially offset by favorable development of $33.5 million in our other portfolios of

asbestos exposures arising primarily from lower than expected claim notifications.
Other
All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, favorable actual versus expected loss development, pro-active claim management and commutations.

The reduction in provisions for bad debt of $1.5 million was a result of the favorable recoveries from reinsurers, the reduction in bad debt provisions for insolvent reinsurers as a result of distributions received and the reduction of specific provisions held for certain reinsurers.
The reduction of $54.1 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.
The amortization of deferred charge assets of $14.4 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments.
The amortization of fair value adjustment of $10.1 million was related to the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.
The increase in the fair value of liabilities for which we have elected the fair value option of $30.3 million was primarily due to decreases in the estimated duration of the net liabilities, partially offset by changes in the corporate bond yield.

Year Ended December 31, 2016

The reduction in net incurred losses and LAE for the year ended December 31, 2016 of $285.9 million included net incurred losses and LAE of $5.8 million related to current period net earned premium, primarily for the run-off business acquired with Sussex. Excluding current period net incurred losses and LAE of $5.8 million, the reduction in net incurred losses and LAE liabilities relating to prior periods was $291.7 million, which was attributable to a reduction in estimates of net ultimate losses of $428.0 million, a reduction in provisions for unallocated LAE of $44.2 million, relating to 2016 run-off activity, and a reduction in the provision for bad debt of $13.8 million, partially offset by the amortization of the deferred charge assets of $168.8 million and the amortization of fair value adjustments over the estimated payout period relating to companies acquired amounting to $25.4 million.
The reduction in estimates of prior period net ultimate losses of $428.0 million for the year ended December 31, 2016 included a net reduction in case and IBNR reserves of $957.9 million, partially offset by net losses paid of $529.9 million. For the year ended December 31, 2016, the overall change in our estimates of net ultimate losses related to prior periods by line of business within our Non-life Run-off was as presented in the table below:

	Net losses paid	Net change in case and LAE reserves	Net change in IBNR reserves	Increase (reduction) in estimates of net ultimate losses
Asbestos	$33,334	$544	$(59,173)	$(25,295)
Environmental	12,233	7,922	(25,738)	(5,583)
General Casualty	83,821	(51,885)	(47,209)	(15,273)
Workers' Compensation	255,886	(405,102)	(173,846)	(323,062)
Marine, aviation and transit	15,885	(15,738)	(7,773)	(7,626)
Construction defect	39,915	(19,491)	(10,014)	10,410
Professional indemnity/ Directors & Officers	32,397	(45,530)	616	(12,517)

Motor	11,788	(24,832)	(4,103)	(17,147)
Property	29,203	(34,543)	(13,137)	(18,477)
All Other	15,475	(19,513)	(9,349)	(13,387)
Total	$529,937	$(608,168)	$(349,726)	$(427,957)

The significant drivers of the results in the table above are explained below.

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Workers' Compensation

The $323.1 million reduction in estimates of net ultimate losses in our workers' compensation line of business arose primarily in three separate portfolios. Across these three portfolios, the reported incurred loss development was generally significantly lower than expected. When actual development is lower than expected for a sustained period of time across a significant volume of exposures, an updated actuarial analysis tends to indicate reductions in IBNR reserves. In one specific portfolio, having observed a general trend of lower than expected actual development over a sustained period of time, we revised the medical inflation assumption used to estimate case and LAE reserves for long term disability claimants. This change to an actuarial assumption, driven by observed actual development, resulted in a significant reduction in our estimates of net ultimate losses of $234.5 million, primarily across accident years 1991 through 2001. This was partially offset by a significant reduction in the related deferred charge asset as described below.

Asbestos

The $25.3 million reduction in estimates of net ultimate losses in our asbestos line of business arose primarily due to six commutations, which resulted in a $13.1 million reduction in net ultimate losses. The remainder of the reduction arose due to lower than expected actual loss development.

Other

All other line of business changes in estimates of net ultimate losses were primarily due to the application of our reserving methodologies, generally favorable actual versus expected loss development, pro-active claim management and commutations.

The reduction in provisions for bad debt of $13.8 million was a result of the favorable recoveries from reinsurers, and the reduction in bad debt provisions for insolvent reinsurers as a result of distributions received, partially offset by additional provisions for certain reinsurers.

The reduction of $44.2 million in provisions for unallocated LAE was due to a reduction in our estimate of the total future costs to administer the claims.

The amortization of deferred charge assets of $168.8 million was associated with retroactive reinsurance contracts where, at the inception of the contract, the estimated ultimate losses payable were in excess of premium received. Deferred charge assets are amortized over the estimated claim payment period of the related contract and are adjusted periodically to reflect new estimates of the amount and timing of the remaining loss payments. In the year ended December 31, 2016, the amortization of the deferred charge asset included an impairment of $38.6 million, which was offset in earnings by favorable loss reserve development.

The amortization of fair value adjustment of $25.4 million was related to the fair value adjustments associated with the acquisition of companies. On acquisition, we are required to fair value the net assets acquired, including the reinsurance balances recoverable and the liability for losses and LAE. The resulting fair value adjustments are then amortized over the expected life of the reinsurance balances recoverable and the liability for losses and LAE.

Disclosures of Incurred and Paid Loss Development, IBNR, Claims Counts and Payout Percentages

The following tables provides a breakdown of gross and net losses and LAE reserves, consisting of Outstanding Loss Reserve ("OLR") and IBNR by line of business and adjustments for fair value resulting from business combinations, adjustments for where we elected the fair value option, deferred charge assets and ULAE, as of December 31, 2018 and 2017:

	2018					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Asbestos	$341,544	$1,275,476	$1,617,020	$321,356	$1,171,754	$1,493,110
Environmental	96,665	126,035	222,700	93,095	117,384	210,479
General casualty	500,033	379,484	879,517	416,097	298,612	714,709
Workers' compensation/personal accident	1,454,178	832,615	2,286,793	1,115,116	537,782	1,652,898
Marine, aviation and transit	301,783	72,888	374,671	227,994	78,023	306,017
Construction defect	20,712	99,288	120,000	19,310	94,736	114,046
Professional indemnity/Directors & Officers	603,665	216,839	820,504	426,020	166,898	592,918
Motor	564,307	321,992	886,299	414,847	304,874	719,721
Property	168,267	37,631	205,898	160,873	36,817	197,690
Other	220,615	165,519	386,134	175,289	111,453	286,742
	$4,271,769	$3,527,767	$7,799,536	$3,369,997	$2,918,333	$6,288,330
Fair value adjustments			(217,527)			(203,183)
Fair value adjustments - fair value option			(374,752)			(244,013)
Deferred charge on retroactive reinsurance			—			(86,585)
ULAE			333,405			333,405
Total			$7,540,662			$6,087,954

	2017					
	Gross			**Net**		
	OLR	**IBNR**	**Total**	**OLR**	**IBNR**	**Total**
	(in thousands of U.S. dollars)					
Asbestos	$366,446	$1,434,598	$1,801,044	$341,355	$1,337,467	$1,678,822
Environmental	95,801	95,259	191,060	91,049	93,345	184,394
General casualty	344,425	266,526	610,951	276,791	194,747	471,538
Workers' compensation/personal accident	1,458,430	748,949	2,207,379	889,265	371,161	1,260,426
Marine, aviation and transit	109,102	56,284	165,386	90,101	51,904	142,005
Construction defect	28,701	135,608	164,309	27,406	122,307	149,713
Professional indemnity/Directors & Officers	214,803	40,265	255,068	181,027	39,591	220,618
Motor	242,213	30,734	272,947	98,866	19,321	118,187
Property	65,445	9,706	75,151	52,236	8,554	60,790
Other	260,337	85,998	346,335	205,322	75,376	280,698
	$3,185,703	$2,903,927	$6,089,630	$2,253,418	$2,313,773	$4,567,191
Fair value adjustments			(125,998)			(113,028)
Fair value adjustments - fair value option			(314,748)			(182,764)
Deferred charge on retroactive reinsurance			—			(80,192)
ULAE			300,588			300,588
Total			$5,949,472			$4,491,795

In addition to the breakdown of our non-life run-off reserves by line of business we also monitor our reserves by acquisition year. The acquisition year is the year in which the net reserves were acquired via a business acquisition or assumed via a retroactive reinsurance agreement. By analyzing the loss development tables by acquisition year on a prospective basis, the impact of the take-on positions from year to year does not distort the loss development tables.

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The following table provides a summary of our net loss reserves, prior to provisions for bad debt, fair value adjustments, deferred charge assets and ULAE as of December 31, 2018, by year of acquisition and by significant line of business:

	Acquisition Year											
	2008 and Prior	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**	**Total**
Asbestos	$205,298	$3,936	$43,316	$17	$653	$11,860	$—	$931	$440,388	$709,758	$50,139	$1,466,296
Environmental	35,045	1,331	8,847	87	—	—	—	—	97,424	32,007	29,238	203,979
General casualty	69,876	3,759	15,743	29,110	13,715	15,300	35,645	46,730	5,610	99,801	372,058	707,347
Workers' compensation/personal accident	4,444	218	66,030	177,572	2,524	77,629	—	426,225	315,788	80,525	498,872	1,649,827
Marine, aviation and transit	4,127	7,519	4,132	10,739	—	—	13,968	2,126	—	75,303	186,721	304,635
Construction defect	—	—	230	413	—	—	—	55,727	29,569	28,102	—	114,041
Professional indemnity/Directors & Officers	6,778	5,278	5,622	10,040	36,836	—	36,252	—	90,260	—	401,029	592,095
Motor	24,407	1,560	6,097	209	1,290	617	332	20,820	1,050	7,201	653,103	716,686
Property	4,099	1,553	5,108	672	9,352	—	14,268	6,112	—	2,633	151,939	195,736
All Other	19,773	3,560	16,083	1,134	8,291	3,663	16,453	16,044	26,474	135,951	35,709	283,135
Total	$373,847	$28,714	$171,208	$229,993	$72,661	$109,069	$116,918	$574,715	$1,006,563	$1,171,281	$2,378,808	$6,233,777

The table below reconciles the net loss reserves, prior to provisions for bad debt, fair value adjustments, deferred charge assets and ULAE as of December 31, 2018, by significant line of business to the line of business table presented above:

	2018		
	Total Net Reserves per all Acquisition Years	**Provision for Bad Debt**	**Total Net Reserves**
Asbestos	$1,466,296	$26,814	$1,493,110
Environmental	203,979	6,500	210,479
General casualty	707,347	7,362	714,709
Workers' compensation/personal accident	1,649,827	3,071	1,652,898
Marine, aviation and transit	304,635	1,382	306,017
Construction defect	114,041	5	114,046
Professional indemnity/Directors & Officers	592,095	823	592,918
Motor	716,686	3,035	719,721
Property	195,736	1,954	197,690
All Other	283,135	3,607	286,742
Total	$6,233,777	$54,553	$6,288,330

Loss development tables have been provided for acquisition years 2009 through 2018. In addition, the workers' compensation line of business in the 2015 acquisition year; the asbestos, environmental and workers' compensation lines of business in the 2016 acquisition year; the asbestos and general casualty lines of business in the 2017 acquisition year; and the general casualty, workers' compensation, marine, aviation & transit, professional indemnity/directors & officers, motor and property lines of business in the 2018 acquisition year, are significant and we have provided additional loss development tables for those lines of business within those acquisition years.

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Our non-life run-off segment is unique within the insurance industry in that legacy reserves are continuously being acquired and added to this segment through business acquisitions or through retroactive reinsurance agreements. Accordingly, it would not be appropriate to extrapolate redundancies or deficiencies into the future from the loss development tables provided below. Acquired and assumed reserves arising from business acquisitions and retroactive reinsurance agreements are presented on a full prospective basis. The following tables set forth information about incurred and paid loss development, total IBNR reserves and cumulative loss frequency related to our 2009 through 2018 acquisition years within the Non-Life Run-off segment as at December 31, 2018. In addition, we have also presented loss development tables for the significant lines of business within certain acquisition years. The information related to incurred and paid loss development for the years ended December 31, 2009 through 2017 is presented as supplementary information and is therefore unaudited.

Business Acquired and Contracts Incepting in the Year Ended December 31, 2009

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

		For the Years Ended December 31,										As of December 31, 2018	
Accident Year	**Total Net Reserves Acquired**	**2009**	**2010 (unaudited)**	**2011 (unaudited)**	**2012 (unaudited)**	**2013 (unaudited)**	**2014 (unaudited)**	**2015 (unaudited)**	**2016 (unaudited)**	**2017 (unaudited)**	**2018**	**IBNR**	**Cumulative Number of Claims**
2008 and Prior	$131,793	$96,548	$91,326	$83,838	$81,452	$75,169	$68,177	$63,682	$63,950	$66,807	$63,986	$9,519	35,356
	$131,793										$63,986	$9,519	35,356

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

	For the Years Ended December 31,									
Accident Year	**2009 (unaudited)**	**2010 (unaudited)**	**2011 (unaudited)**	**2012 (unaudited)**	**2013 (unaudited)**	**2014 (unaudited)**	**2015 (unaudited)**	**2016 (unaudited)**	**2017 (unaudited)**	**2018**
2008 and Prior	$685	$5,630	$12,385	$13,836	$19,409	$23,324	$25,377	$30,210	$32,498	$35,272
										$35,272
Total outstanding liabilities for unpaid losses and LAE, net of reinsurance										$28,714

Business Acquired and Contracts Incepting in the Year Ended December 31, 2010

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

		For the Years Ended December 31,									As of December 31, 2018	
Accident Year	**Total Net Reserves Acquired**	**2010 (unaudited)**	**2011 (unaudited)**	**2012 (unaudited)**	**2013 (unaudited)**	**2014 (unaudited)**	**2015 (unaudited)**	**2016 (unaudited)**	**2017 (unaudited)**	**2018**	**IBNR**	**Cumulative Number of Claims**
2008 and Prior	$1,096,347	$854,415	$849,383	$883,938	$864,842	$796,083	$794,240	$733,381	$737,257	$742,236	$48,175	162,496
	$1,096,347									$742,236	$48,175	162,496

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

For The Years Ended December 31,