

XL CAPITAL LTD  
Form 15-15D  
June 30, 2010

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

OMB APPROVAL  
OMB Number: 3235-0167  
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**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 333-116245

XL CAPITAL LTD\*  
(Exact name of registrant as specified in its charter)

XL House, One Bermudiana Road, Hamilton HM 08, Bermuda (441) 292-8515  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

5.25% Senior Notes due 2014  
6.375% Senior Notes due 2024

(Title of each class of securities covered by this Form)

None.

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1) [ ]  
Rule 12g-4(a)(2) [ ]  
Rule 12h-3(b)(1)(i) [X]  
Rule 12h-3(b)(1)(ii) [ ]  
Rule 15d-6 [ ]

Approximate number of holders of record as of the certification or notice date (based on DTC position reports as of June 28, 2010):

5.25% Senior Notes due 2014: 88;  
6.375% Senior Notes due 2024: 70

\* This Form 15 relates solely to the reporting obligations of XL Capital Ltd, which is a wholly owned subsidiary of XL Group plc, under the Securities Exchange Act of 1934 (the Exchange Act), and does not affect the reporting obligations of XL Group plc under the Exchange Act.



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, XL Capital Ltd has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Dated: June 30, 2010

XL CAPITAL LTD  
(Registrant)

By: /s/ Kirstin R. Gould

Name: Kirstin R. Gould

Title: General Counsel and Secretary

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