

XL CAPITAL LTD
Form 424B3
December 21, 2001

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-66976

PROSPECTUS SUPPLEMENT NO. 2
(To Prospectus Dated November 29, 2001)

\$1,010,834,000

XL Capital Ltd
Zero-Coupon Convertible Debentures Due 2021
Exchangeable for Class A Ordinary Shares of
XL Capital Ltd

This Prospectus Supplement supplements information contained in that certain Prospectus dated November 29, 2001, as amended or supplemented, relating to the potential sale from time to time by the Selling Securityholders of up to \$1,010,834,000 aggregate principal amount at maturity of Zero-Coupon Convertible Debentures due 2021 (the "Debentures") of XL Capital Ltd, a Cayman Islands exempted limited company, issued in a private transaction on May 23, 2001 and Class A Ordinary Shares, par value US\$0.01 each, of XL Capital Ltd (the "Ordinary Shares"), issuable upon exchange of the Debentures. The Debentures are being offered for the account of the holders thereof or by their transferees, pledgees, donees or successors. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto. Capitalized terms used herein but not defined have the meanings assigned to such terms in the Prospectus.

The information contained in the table set forth in the Prospectus under the caption "Selling Securityholders" shall be deleted and replaced in its entirety with the information set forth below with respect to the Selling Securityholders, the respective principal amount at maturity of Debentures owned by the Selling Securityholders, and the respective principal amount of Debentures offered by the Selling Securityholders hereby. Unless otherwise indicated, none of the Selling Securityholders has, or within the past three years has had, any position, office or other material relationship with XL Capital Ltd or any of its affiliates. Because the Selling Securityholders may offer all or some portion of their Debentures or the Ordinary Shares issued upon exchange of their Debentures, pursuant to this Prospectus Supplement, no estimate can be given as to the amount of the Debentures or the Ordinary Shares issued upon exchange of the Debentures that will be held by the Selling Securityholders upon termination of any sales. In addition, the Selling Securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their Debentures, or the Ordinary Shares issued upon exchange of their Debentures, since the date on which they provided the information regarding their Debentures, in transactions exempt from the registration requirements of the Securities Act.

Unless otherwise indicated, each Selling Securityholder is offering all Debentures beneficially owned by them pursuant to this Prospectus Supplement. No securityholder may offer their Debentures, or the Ordinary Shares issued upon exchange of their Debentures, pursuant to this Prospectus Supplement until the securityholder is named as a Selling Securityholder in this Prospectus Supplement or in another supplement to the Prospectus.

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Name	Aggregate Principal Amount at Maturity of Debentures That May be Sold	Percentage of Debentures Outstanding	Number of Our Ordinary Shares That May be Sold (1)
Tribeca Investments, L.L.C.....	20,000,000	2.0	118,934
Continental Casualty Company.....	4,300,000	*	25,571
J.P. Morgan Securities Inc.....	14,500,000	1.4	86,228
RAM Trading Ltd.....	5,000,000	*	29,734
SAM Investments LDC.....	50,000,000	5.0	297,335
Royal Bank of Canada.....	9,000,000	*	53,520
Lord Abbett Bond Debenture Fund, Inc.....	12,500,000	1.2	74,334
CFFX, LLC.....	11,000,000	1.1	65,414
Global Bermuda Limited Partnership.	3,000,000	*	17,840
Lakeshore International Ltd.....	14,000,000	1.4	83,254
MedAmerica Insurance c/o Income Research & Management.....	2,900,000	*	17,245
MedAmerica New York Insurance c/o Income Research & Management....	1,200,000	*	7,136
Van Kampen Harbor Fund.....	10,000,000	1.0	59,467
Putnam Convertible Income- Growth Trust.....	9,110,000	*	54,174
Putnam Variable Trust- Putnam VT Global Asset Allocation Fund.....	320,000	*	1,903
Putnam Convertible Opportunities and Income Trust.....	320,000	*	1,903

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Name	Aggregate Principal Amount at Maturity of Debentures That May be Sold	Percentage of Debentures Outstanding	Number of Our Ordinary Shares That May be Sold (1)
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Putnam Asset Allocation Funds-Balanced Portfolio.....	1,210,000	*	7,196
Putnam Asset Allocation Funds-Conservative Portfolio....	940,000	*	5,590
Lincoln National Global Asset Allocation Fund, Inc.....	150,000	*	892
Museum of Fine Arts, Boston.....	30,000	*	178
Parker-Hannifin Corporation.....	250,000	*	1,487
Zola Partners, LP.....	1,000,000	*	5,947
HSBC Ttee Zola Managed Trust.....	1,100,000	*	6,541
Lyxor Master Fund.....	900,000	*	5,352
JMG Triton Offshore Fund, LTD.....	15,000,000	1.5	89,201
Sage Capital.....	200,000	*	1,189
D.E. Shaw Investments, L.P.....	8,200,000	*	48,763
D.E. Shaw Valence, L.P.....	32,800,000	3.3	195,052
R(2) Investments, LDC.....	12,300,000	1.2	73,144
Highbridge International LLC.....	29,000,000	2.9	172,454
NCMIC Insurance Co.....	500,000	*	2,973
The Reciprocal of America.....	575,000	*	3,419
Primex, Ltd.....	325,000	*	1,933
OHIC Insurance Co.....	825,000	*	4,906
Princeton Insurance Co.....	3,000,000	*	17,840

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Name	Aggregate Principal Amount at Maturity of Debentures That May be Sold	Percentage of Debentures Outstanding	Number of Our Ordinary Shares That May be Sold (1)
Healthcare Underwriters Mutual Insurance Co.....	1,400,000	*	8,325
Medical Liability Mutual Insurance Co.....	42,000,000	4.2	249,761
Mag Mutual Insurance Co.....	400,000	*	2,379

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Landesbank Schleswig-Holstein International S.A.....	30,000,000	3.0	178,401
Purchase Associates, L.P.....	559,000	*	3,324
Commonfund Event Driven Company c/o IBT Fund Services (Cayman) ..	67,000	*	398
Levco Alternative Fund, Ltd.....	2,114,000	*	12,571
Continental Assurance Company Separate Account (E).....	700,000	*	4,163
Alta Partners Holdings, LDC.....	8,000,000	*	47,574
Aristeia Partners, L.P.....	2,575,000	*	15,313
Aristeia International, Limited.....	7,425,000	*	44,154
OFIVM.....	20,000,000	2.0	118,934
Citi JL, Ltd.....	88,000	*	523
Credit Suisse Asset Management.....	3,000,000	*	17,840
KBC Financial Products USA Inc.....	10,000,000	1.0	59,467
Lincoln National Convertible Securities Fund.....	3,250,000	*	19,327
AIG Soundshore Strategic Holding Fund Ltd.....	10,895,000	1.1	64,789
AIG Soundshore Opportunity Holding Fund Ltd.....	13,105,000	1.3	77,932

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Name	Aggregate Principal Amount at Maturity of Debentures That May be Sold	Percentage of Debentures Outstanding	Number of Our Ordinary Shares That May be Sold (1)
----- Wilmington Trust Company as owner trustee for the Forrestal Funding Master Trust.....	40,200,000	4.0	239,057
Merrill Lynch Insurance Group.....	800,000	*	4,757
Ohio Bureau of Workers Compensation..	437,000	*	2,599
Independence Blue Cross.....	688,000	*	4,091
AXIS Capital Management Ltd.....	21,300,000	2.1	126,665
Goldman Sachs and Company.....	1,355,000	*	8,058
Morgan Stanley.....	32,925,000	3.3	195,795

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Credit Industriel D'Alsace Et De Lorraine.....	26,000,000	2.6	154,614
Deutsche Banc Alex. Brown Inc.....	58,000,000	5.7	344,909
BNP Paribas Equity Strategies SNC LP.....	5,143,000	*	30,584
Banca Del Gottardo Lugano / Switzerland.....	17,654,000	1.8	104,983
CooperNeff Convertible Strategies Fund, L.P.....	857,000	*	5,096
Societe Generale.....	50,541,000	5.0	300,552
UBS AG London Branch.....	79,500,000	7.9	472,763
Salomon Smith Barney Inc.....	8,930,000	*	53,104
Wolverine Trading, L.P.....	10,000,000	1.0	59,467
Nicholas Applegate Investment Grade Convertible.....	11,000	*	65
Susquehanna Capital Group.....	7,500,000	*	44,600

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Name	Aggregate Principal Amount at Maturity of Debentures That May be Sold	Percentage of Debentures Outstanding	Number of Our Ordinary Shares That May be Sold (1)
AIG Soundshore Holdings Ltd.....	7,500,000	*	44,600
Tokai Asia Ltd.....	20,000,000	2.0	118,934
First Union Securities Inc.....	10,000,000	1.0	59,467
BTES - Convertible Arb.....	2,500,000	*	14,867
BTPO - Growth vs Value.....	6,000,000	*	35,680
Cheyne Capitol Management Limited.....	2,000,000	*	11,893
Newport Investments Inc.....	1,700,000	*	10,109
Alpha U.S. Sub Fund VIII, LLC.....	600,000	*	3,568
Deephaven Domestic Convertible Trading Ltd.....	22,700,000	2.3	134,990
KBC Financial Products (Cayman Islands) Limited.....	12,000,000	1.2	71,360

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Ellsworth Convertible Growth and Income Fund, Inc.....	1,500,000	*	8,920
Bancroft Convertible Fund, Inc.....	1,500,000	*	8,920
CDC IXIS Paris.....	5,000,000	*	29,734
Beamtenkasse Des Kanton Zurich.....	3,000,000	*	17,840
S.A.C. Capital Associates, LLC.....	10,000,000	1.0	59,467
Hamilton Partners Limited.....	27,500,000	2.7	163,534
All other holders of Debentures or future transferees, pledgees, donees, assignees or successors of any such holders(3) (4).....	84,460,000	8.4	502,258
Total.....	1,010,834,000	100.0	6,011,127

* Less than one percent (1%).

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- (1) Assumes conversion of all of the holder's Debentures at a conversion rate of 5.9467 Ordinary Shares per \$1,000 principal amount at maturity of the Debentures. This conversion rate is subject to adjustment, however, as described under "Description of the Debentures--Conversion Rights." As a result, the number of our Ordinary Shares issuable upon conversion of the Debentures may increase or decrease in the future. Does not include our Ordinary Shares that may be issued by us upon purchase of the Debentures by us at the option of the holder.
- (2) Calculated based on Rule 13d-3(d) (i) of the Exchange Act, using 134,168,793 Ordinary Shares outstanding as of November 9, 2001. In calculating this amount for each holder, we treated as outstanding the number of our Ordinary Shares issuable upon conversion of all of that holder's Debentures, but we did not assume conversion of any other holder's Debentures. Does not include our Ordinary Shares that may be issued by us upon purchase of the Debentures by us at the option of the holder.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of Debentures, or any future pledgees, donees, assignees, transferees or successors of or from any such other holders of Debentures, do not beneficially own any of our Ordinary Shares other than the Ordinary Shares issuable upon conversion of the Debentures at the initial conversion rate.

All information in this Prospectus Supplement is as of December 21, 2001.

The date of this Prospectus Supplement is December 21, 2001.

