

File Number: 82-34808

CATLIN GROUP LIMITED

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



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10 June 2005

US Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
Mail Stop 3-2  
450 Fifth Street, NW  
Washington, DC 20549  
USA

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JUN 21 2005

THOMSON  
FINANCIAL

**Re: Catlin Group Limited, Rule 12g3-2(b) Exemption, File No. 82-34808**

To whom it may concern:

Please find enclosed information and/or documents furnished on behalf of Catlin Group Limited, Rule 12g3-2(b) File No. 82-34808, submitted pursuant to paragraph (b)(1)(iii) of Rule 12g3-2, which information shall not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the US Securities Exchange Act of 1934.

**INDEX**

1. Holding in Company

10 June 2005

Yours faithfully,

Krupali Patel

Catlin Group Limited  
10 June 2005

### **Holding in Company**

Catlin Group Limited (the Company) received notification on 10 June 2004 that:

- J.P. Morgan Capital L.P. had disposed of its entire holding of 3,193,016 (2.07%) Common Shares in the Company; and
- J.P. Morgan Corsair II Capital Partners Bermuda Ltd. had disposed of its entire holding of 14,160,333 (9.19%) Common Shares in the Company.

Both entities continue to hold warrants to purchase a number of common shares below the reporting threshold.