



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 27, 2007

DIVISION OF
CORPORATION FINANCE

Mr. Robert B. Stebbins
Willkie Farr & Gallagher, LLP
787 Seventh Avenue
New York, NY 10019-6099

Re: **RenaissanceRe Holdings Ltd. NY-6749 – Waiver Request of Ineligible Issuer Status under Rule 405 of the Securities Act**

Dear Mr. Stebbins:

This is in response to your letter dated February 7, 2007, written on behalf of RenaissanceRe Holdings Ltd. (Company), and constituting an application for relief from the Company being considered an “ineligible issuer” under Rule 405(1)(vi) of the Securities Act of 1933 (Securities Act) arising from the settlement of a civil injunctive proceeding with the Commission. On February 6, 2007, the Commission filed a civil injunctive complaint against the Company in the United States District Court for the Southern District of New York alleging that the Company violated, among other things, Sections 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (Exchange Act). The Company filed a consent in which it agreed, without admitting or denying the allegations of the Commission’s Complaint, to the entry of a Final Judgment against it. Among other things, the Final Judgment as entered on March 21, 2007, permanently enjoins the Company from violating Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Exchange Act.

Based on the facts and representations in your letter, and assuming the Company will comply with the Final Judgment, the Commission, pursuant to delegated authority has determined that the Company has made a showing of good cause under Rule 405(2) and that the Company will not be considered an ineligible issuer by reason of the entry of the Final Judgment. Specifically, we determined under these facts and representations that the Company has shown that the terms of the Final Judgment were agreed to in a settlement prior to December 1, 2005. Accordingly, the relief described above from the Company being an ineligible issuer under Rule 405 of the Securities Act is hereby granted. Any different facts than as represented or non-compliance with the Final Judgment might require us to reach a different conclusion.

Sincerely,

A handwritten signature in cursive script that reads "Mary Kosterlitz".

Mary Kosterlitz
Chief, Office of Enforcement Liaison
Division of Corporation Finance

WILLKIE FARR & GALLAGHER LLP

ROBERT B. STEBBINS
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February 7, 2007

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VIA HAND DELIVERY

Ms. Mary Kosterlitz, Chief,
Office of Enforcement Liaison
Division of Corporation Finance, Stop 3628
U.S. Securities and Exchange Commission
100 F. Street NE
Washington, D.C. 20549

Re: RenaissanceRe Holdings Ltd.
File No. NY-6749

Dear Ms. Kosterlitz:

We represent RenaissanceRe Holdings Ltd. (the "Company"). The Company is a Securities and Exchange Commission (the "Commission") registrant with securities, including Common Shares and three series of Preference Shares, registered pursuant to Section 12(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

On November 3, 2005, the Company signed a consent to the entry of a final judgment in a contemplated civil enforcement action by the Commission against the Company. The consent judgment would, among other things, permanently enjoin the Company from violating the antifraud and other provisions of the federal securities laws. Thus the Company agreed to a settlement with the Commission prior to December 1, 2005. The staff of the Division of Enforcement (the "Staff"), also prior to December 1, 2005, advised the Company that the Staff was prepared to recommend the proposed settlement to the Commission. On February 6, 2007, the Commission accepted the proposed settlement and filed with the United States District Court for the Southern District of New York a proposed final judgment consistent with the terms of the settlement.

Upon entry of the final judgment implementing the settlement, absent relief, the Company will become an "ineligible issuer" within the meaning of Rule 405 ("Rule 405") under the Securities Act of 1933, as amended (the "Securities Act"). An "ineligible issuer" includes any issuer subject to a judicial decree, entered *after* December 1, 2005, that prohibits future violations of the antifraud provisions of the federal securities laws. As an "ineligible issuer," the Company would be unable to qualify for automatic shelf registration and the use of certain free writing prospectuses under the Securities Act, as provided for by the securities offering reform rules adopted by the Commission effective December 1, 2005 (the "Securities Offering Reforms"). The Company is seeking for "good cause" shown (specifically that the Company had an agreement in principle with the Staff as to the documentation reflecting the settlement which had been approved by the Company's Board of Directors and executed

February 7, 2007

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We understand, based on our discussions with the Office of Enforcement Liaison of the Division of Corporation Finance, that the Division of Corporation Finance may grant an issuer a waiver, on "good cause" shown, from being considered an "ineligible issuer" under Rule 405 for certain reasons, including if the issuer demonstrates that it had entered into an agreement in principle with the Staff as to a settlement that would otherwise disqualify the issuer from qualifying as a WKSI, and that the Staff was prepared to recommend the settlement on those terms to the Commission, prior to December 1, 2005. In this case, for the reasons set forth below, upon the entry of the Final Judgment after December 1, 2005, we respectfully urge that the Company promptly be granted a waiver from being considered an "ineligible issuer" under Rule 405.

On November 3, 2005, the Company signed a consent to the entry of a final judgment in a contemplated civil enforcement action by the Commission against the Company. The consent judgment would, among other things, permanently enjoin the Company from violating the antifraud and other provisions of the federal securities laws. Thus the Company agreed to a settlement with the Commission prior to December 1, 2005. The Staff, also prior to December 1, 2005, advised the Company that the Staff was prepared to recommend the proposed settlement to the Commission.

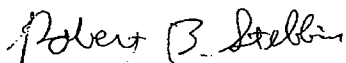
It is our understanding that the Staff concurs with our view with respect to the status of the settlement as of December 1, 2005. Therefore, we believe the Company, for "good cause" shown, should not be considered an "ineligible issuer" under Rule 405 upon entry of the Final Judgment.

CONCLUSION

In light of the foregoing, we respectfully urge that the Company be granted a waiver from being considered an "ineligible issuer" under Rule 405.

If you have any questions regarding this request, please contact me at (212) 728-8736.

Very truly yours,



Robert B. Stebbins