

MARKEL CORP
Form 10-Q
July 31, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

- x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2007**
- or
- .. **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____**

Commission File Number: 001-15811

MARKEL CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1959284
(I.R.S. Employer
Identification No.)

4521 Highwoods Parkway, Glen Allen, Virginia 23060-6148

(Address of principal executive offices)

(Zip Code)

(804) 747-0136

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(Registrant's telephone number, including area code)

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 No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of the registrant's common stock outstanding at July 27, 2007: 9,956,654

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Markel Corporation

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

| | June 30, 2007 <i>(dollars in thousands)</i> | December 31, 2006 |
|---|---|----------------------|
| ASSETS | | |
| Investments, available-for-sale, at estimated fair value: | | |
| Fixed maturities (amortized cost of \$5,155,739 in 2007 and \$4,996,386 in 2006) | \$ 5,070,041 | \$ 5,000,969 |
| Equity securities (cost of \$1,135,118 in 2007 and \$1,059,345 in 2006) | 1,816,027 | 1,766,273 |
| Short-term investments (estimated fair value approximates cost) | 277,449 | 139,499 |
| Investments in affiliates | 76,483 | 73,439 |
| Total Investments | 7,240,000 | 6,980,180 |
| Cash and cash equivalents | 403,415 | 555,115 |
| Receivables | 363,777 | 322,982 |
| Reinsurance recoverable on unpaid losses | 1,144,956 | 1,257,453 |
| Reinsurance recoverable on paid losses | 97,513 | 105,003 |
| Deferred policy acquisition costs | 223,111 | 218,392 |
| Prepaid reinsurance premiums | 119,678 | 117,889 |
| Goodwill and intangible assets | 346,458 | 339,717 |
| Other assets | 258,274 | 191,400 |
| Total Assets | \$ 10,197,182 | \$ 10,088,131 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Unpaid losses and loss adjustment expenses | \$ 5,579,728 | \$ 5,583,879 |
| Unearned premiums | 1,051,593 | 1,007,801 |
| Payables to insurance companies | 58,685 | 58,880 |
| Senior long-term debt (estimated fair value of \$782,000 in 2007 and \$801,000 in 2006) | 752,987 | 751,978 |
| Junior Subordinated Deferrable Interest Debentures (estimated fair value of \$111,000 in 2006) | | 106,379 |
| Other liabilities | 304,789 | 282,821 |
| Total Liabilities | 7,747,782 | 7,791,738 |
| Shareholders' equity: | | |
| Common stock | 864,774 | 854,561 |
| Retained earnings | 1,231,475 | 1,015,679 |
| Accumulated other comprehensive income: | | |
| Net unrealized holding gains on fixed maturities and equity securities, net of taxes of \$208,324 in 2007 and \$249,029 in 2006 | 387,200 | 462,482 |
| Cumulative translation adjustments, net of tax benefit of \$5,199 in 2007 and \$6,094 in 2006 | (9,655) | (11,316) |
| Net actuarial pension loss, net of tax benefit of \$13,135 in 2007 and \$13,469 in 2006 | (24,394) | (25,013) |
| Total Shareholders' Equity | 2,449,400 | 2,296,393 |

Commitments and contingencies

| | | |
|--|---------------|---------------|
| Total Liabilities and Shareholders Equity | \$ 10,197,182 | \$ 10,088,131 |
|--|---------------|---------------|

See accompanying notes to consolidated financial statements.

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MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income and Comprehensive Income

| | Quarter Ended | | Six Months Ended | |
|--|-------------------|------------------|-------------------|-------------------|
| | June 30, 2007 | June 30, 2006 | June 30, 2007 | June 30, 2006 |
| <i>(dollars in thousands, except per share data)</i> | | | | |
| OPERATING REVENUES | | | | |
| Earned premiums | \$ 531,165 | \$ 541,462 | \$ 1,062,575 | \$ 1,063,670 |
| Net investment income | 77,167 | 65,595 | 154,549 | 132,319 |
| Net realized investment gains | 51,581 | 7,731 | 61,730 | 38,429 |
| Total Operating Revenues | 659,913 | 614,788 | 1,278,854 | 1,234,418 |
| OPERATING EXPENSES | | | | |
| Losses and loss adjustment expenses | 279,087 | 281,808 | 553,822 | 597,443 |
| Underwriting, acquisition and insurance expenses | 192,466 | 185,258 | 379,068 | 362,515 |
| Amortization of intangible assets | 598 | | 598 | |
| Total Operating Expenses | 472,151 | 467,066 | 933,488 | 959,958 |
| Operating Income | 187,762 | 147,722 | 345,366 | 274,460 |
| Interest expense | 14,335 | 15,635 | 29,784 | 31,373 |
| Income Before Income Taxes | 173,427 | 132,087 | 315,582 | 243,087 |
| Income tax expense | 52,226 | 41,655 | 95,707 | 76,065 |
| Net Income | \$ 121,201 | \$ 90,432 | \$ 219,875 | \$ 167,022 |
| OTHER COMPREHENSIVE LOSS | | | | |
| Net unrealized losses on securities, net of taxes: | | | | |
| Net holding losses arising during the period | \$ (19,171) | \$ (52,144) | \$ (32,146) | \$ (65,171) |
| Less reclassification adjustments for net gains included in net income | (33,528) | (5,616) | (43,136) | (25,735) |
| Net unrealized losses | (52,699) | (57,760) | (75,282) | (90,906) |
| Currency translation adjustments, net of taxes | 1,374 | (896) | 1,661 | 754 |
| Amortization of net actuarial pension loss, net of taxes | 316 | | 619 | |
| Total Other Comprehensive Loss | (51,009) | (58,656) | (73,002) | (90,152) |
| Comprehensive Income | \$ 70,192 | \$ 31,776 | \$ 146,873 | \$ 76,870 |
| NET INCOME PER SHARE | | | | |
| Basic | \$ 12.17 | \$ 9.36 | \$ 22.06 | \$ 17.23 |
| Diluted | \$ 12.15 | \$ 9.11 | \$ 22.02 | \$ 16.77 |

See accompanying notes to consolidated financial statements.

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MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity

| | Six Months Ended | |
|---|---------------------|---------------------|
| | 2007 | June 30, 2006 |
| <i>(dollars in thousands)</i> | | |
| COMMON STOCK | | |
| Balance at beginning of period | \$ 854,561 | \$ 743,503 |
| Issuance of common stock | 5,626 | 946 |
| Cumulative effect of adoption of FASB Interpretation No. 48 | 2,831 | |
| Restricted stock units expensed | 1,756 | 729 |
| Balance at end of period | \$ 864,774 | \$ 745,178 |
| RETAINED EARNINGS | | |
| Balance at beginning of period | \$ 1,015,679 | \$ 669,057 |
| Net income | 219,875 | 167,022 |
| Repurchase of common stock | (24,210) | (45,879) |
| Cumulative effect of adoption of FASB Interpretation No. 48 | 20,131 | |
| Balance at end of period | \$ 1,231,475 | \$ 790,200 |
| ACCUMULATED OTHER COMPREHENSIVE INCOME | | |
| Net unrealized holding gains on securities, net of taxes: | | |
| Balance at beginning of period | \$ 462,482 | \$ 302,509 |
| Net unrealized losses on securities, net of taxes | (75,282) | (90,906) |
| Balance at end of period | 387,200 | 211,603 |
| Cumulative translation adjustments, net of taxes: | | |
| Balance at beginning of period | (11,316) | (9,636) |
| Currency translation adjustments, net of taxes | 1,661 | 754 |
| Balance at end of period | (9,655) | (8,882) |
| Net actuarial pension loss, net of taxes: | | |
| Balance at beginning of period | (25,013) | |
| Amortization of net actuarial pension loss, net of taxes | 619 | |
| Balance at end of period | (24,394) | |
| Balance at end of period | \$ 353,151 | \$ 202,721 |
| SHAREHOLDERS' EQUITY AT END OF PERIOD | \$ 2,449,400 | \$ 1,738,099 |

See accompanying notes to consolidated financial statements.

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MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

| | Six Months Ended June 30, | |
|--|-------------------------------|-------------------|
| | 2007 | 2006 |
| | <i>(dollars in thousands)</i> | |
| OPERATING ACTIVITIES | | |
| Net income | \$ 219,875 | \$ 167,022 |
| Adjustments to reconcile net income to net cash provided by operating activities | 17,264 | 485 |
| Net Cash Provided By Operating Activities | 237,139 | 167,507 |
| INVESTING ACTIVITIES | | |
| Proceeds from sales of fixed maturities and equity securities | 591,086 | 614,626 |
| Proceeds from maturities, calls and prepayments of fixed maturities | 76,267 | 77,490 |
| Cost of fixed maturities and equity securities purchased | (766,310) | (807,866) |
| Net change in short-term investments | (137,950) | 80,934 |
| Cost of investments in affiliates | | (55,000) |
| Acquisitions, net of cash acquired | (8,103) | |
| Other | (8,607) | (7,423) |
| Net Cash Used By Investing Activities | (253,617) | (97,239) |
| FINANCING ACTIVITIES | | |
| Retirement of senior long-term debt | | (2,512) |
| Retirement of Junior Subordinated Deferrable Interest Debentures | (111,012) | (22,027) |
| Repurchases of common stock | (24,210) | (45,879) |
| Net Cash Used By Financing Activities | (135,222) | (70,418) |
| Decrease in cash and cash equivalents | (151,700) | (150) |
| Cash and cash equivalents at beginning of period | 555,115 | 333,757 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 403,415 | \$ 333,607 |

See accompanying notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Principles of Consolidation

Markel Corporation (the Company) markets and underwrites specialty insurance products and programs to a variety of niche markets.

The consolidated balance sheet as of June 30, 2007, the related consolidated statements of income and comprehensive income for the quarters and six months ended June 30, 2007 and 2006, the consolidated statements of changes in shareholders' equity and the consolidated statements of cash flows for the six months ended June 30, 2007 and 2006 are unaudited. In the opinion of management, all adjustments necessary for fair presentation of such consolidated financial statements have been included. Such adjustments consist only of normal, recurring items. Interim results are not necessarily indicative of results of operations for the entire year. The consolidated balance sheet as of December 31, 2006 was derived from the Company's audited annual consolidated financial statements.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results may differ from the estimates and assumptions used in preparing the consolidated financial statements.

The consolidated financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual consolidated financial statements and notes. Readers are urged to review the Company's 2006 Annual Report on Form 10-K for a more complete description of the Company's business and accounting policies.

Certain prior year amounts have been reclassified to conform to the current presentation.

2. Net Income per Share

Net income per share was determined by dividing net income by the applicable weighted average shares outstanding.

| <i>(amounts in thousands, except per share amounts)</i> | Quarter Ended | | Six Months Ended | |
|--|------------------|------------------|------------------|------------------|
| | June 30, 2007 | June 30, 2006 | June 30, 2007 | June 30, 2006 |
| Net income as reported | \$ 121,201 | \$ 90,432 | \$ 219,875 | \$ 167,022 |
| Interest expense, net of tax, on convertible notes payable | | 678 | | 1,356 |
| Adjusted net income | \$ 121,201 | \$ 91,110 | \$ 219,875 | \$ 168,378 |
| Basic common shares outstanding | 9,956 | 9,662 | 9,965 | 9,696 |
| Dilutive effect of convertible notes payable | | 332 | | 332 |
| Other dilutive potential common shares | 18 | 12 | 18 | 12 |
| Diluted shares outstanding | 9,974 | 10,006 | 9,983 | 10,040 |
| Basic net income per share | \$ 12.17 | \$ 9.36 | \$ 22.06 | \$ 17.23 |
| Diluted net income per share | \$ 12.15 | \$ 9.11 | \$ 22.02 | \$ 16.77 |

Prior to the conversion of the Company's convertible notes payable in December 2006, diluted net income per

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share reflected the application of the if-converted method as defined in Statement of Financial Accounting Standards (Statement) No. 128, *Earnings Per Share*.

3. Reinsurance

The following table summarizes the effect of reinsurance on premiums written and earned.

| <i>(dollars in thousands)</i> | Quarter Ended June 30, | | | |
|-------------------------------|------------------------|------------|------------|------------|
| | 2007 | | 2006 | |
| | Written | Earned | Written | Earned |
| Direct | \$ 570,857 | \$ 559,419 | \$ 634,101 | \$ 589,931 |
| Assumed | 56,774 | 42,743 | 44,630 | 47,239 |
| Ceded | (73,020) | (70,997) | (95,954) | (95,708) |
| Net premiums | \$ 554,611 | \$ 531,165 | \$ 582,777 | \$ 541,462 |

| <i>(dollars in thousands)</i> | Six Months Ended June 30, | | | |
|-------------------------------|---------------------------|--------------|--------------|--------------|
| | 2007 | | 2006 | |
| | Written | Earned | Written | Earned |
| Direct | \$ 1,129,274 | \$ 1,132,095 | \$ 1,224,739 | \$ 1,165,280 |
| Assumed | 127,660 | 86,106 | 111,523 | 85,425 |
| Ceded | (156,798) | (155,626) | (186,663) | (187,035) |
| Net premiums | \$ 1,100,136 | \$ 1,062,575 | \$ 1,149,599 | \$ 1,063,670 |

Incurred losses and loss adjustment expenses were net of reinsurance recoverables (ceded incurred losses and loss adjustment expenses) of \$29.9 million and \$25.4 million, respectively, for the quarters ended June 30, 2007 and 2006 and \$62.4 million and \$49.2 million, respectively, for the six months ended June 30, 2007 and 2006.

4. Junior Subordinated Deferrable Interest Debentures (8.71% Junior Subordinated Debentures)

The Company redeemed \$106.4 million principal amount of its 8.71% Junior Subordinated Debentures for \$111.0 million on January 2, 2007. This redemption resulted in a loss of \$4.6 million, which is reflected in net realized investment gains.

5. Income Taxes

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 provides recognition criteria and a related measurement model for uncertain tax positions taken or expected to be taken in income tax returns. FIN 48 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not that the position would be sustained upon examination by tax authorities. Tax positions that meet the more likely than not threshold are then measured using a probability weighted approach recognizing the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement. The Company adopted the provisions of FIN 48 on January 1, 2007. In general, the Company is not subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years prior to 2003 and, accordingly, a liability for uncertain tax positions was not required for those years.

As a result of adopting FIN 48, retained earnings increased \$20.1 million; goodwill decreased \$9.4 million,

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primarily related to the Company's acquisition of Markel International; and common stock increased \$2.8 million related to closed stock option plans and other capital transactions. In addition, the valuation allowance established upon the acquisition of Markel International and a corresponding deferred tax asset were both decreased by \$37.5 million.

At the time it adopted FIN 48, the Company had unrecognized tax benefits of \$45.8 million. If recognized, \$6.8 million of these tax benefits would decrease the annual effective tax rate, \$37.5 million would decrease goodwill and \$1.5 million would decrease deferred tax assets in the year those benefits are realized. There were no significant changes in unrecognized tax benefits during the six months ended June 30, 2007, and the Company does not currently anticipate any significant changes in unrecognized tax benefits during 2007.

The Company classifies all interest and penalties associated with uncertain tax positions as income tax expense. Upon adoption of FIN 48, the Company recorded a liability of \$3.3 million related to interest and penalties in other liabilities.

6. Other Comprehensive Loss

Other comprehensive loss includes net holding losses on securities arising during the period less reclassification adjustments for net gains included in net income. Other comprehensive loss also includes foreign currency translation adjustments and, in 2007, the amortization of net actuarial pension loss. The related tax benefit on net holding losses on securities arising during the period was \$10.2 million and \$17.5 million, respectively, for the quarter and six months ended June 30, 2007 and \$28.1 million and \$35.1 million, respectively, for the same periods in 2006. The related tax expense on the reclassification adjustments for net gains included in net income was \$18.1 million and \$23.2 million, respectively, for the quarter and six months ended June 30, 2007 and \$3.0 million and \$13.9 million, respectively, for the same periods in 2006. The related tax expense (benefit) on foreign currency translation adjustments was \$0.7 million and \$0.9 million, respectively, for the quarter and six months ended June 30, 2007 and \$(0.5) million and \$0.4 million, respectively, for the same periods in 2006. The related tax expense on the amortization of net actuarial pension loss was \$0.2 million and \$0.3 million, respectively, for the quarter and six months ended June 30, 2007.

7. Acquisitions

On April 2, 2007, the Company acquired a wholesale insurance broker that markets and underwrites social services insurance programs for a combination of cash and common stock. In connection with this acquisition, the Company recognized goodwill of \$1.9 million and intangible assets of \$8.8 million. The intangible assets are amortized on a straight-line basis over their estimated useful lives, which range from three years to four years. Results attributable to this acquisition are included in the Specialty Admitted segment.

On June 15, 2007, the Company acquired a managing general agent that markets and underwrites errors and omissions insurance products. In connection with this acquisition, the Company recognized intangible assets of \$6.0 million, which are amortized on a straight-line basis over their estimated useful lives of 4.5 years. Results attributable to this acquisition are included in the Excess and Surplus Lines segment.

Amortization expense for intangible assets was \$0.6 million for the quarter and six months ended June 30, 2007.

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8. Contingencies

The Company's estimates of losses from the 2005 Hurricanes assume that flood exclusions in its property policies apply to flood damage in the New Orleans area following Hurricane Katrina. However, beginning in late November 2006, Louisiana state and federal trial courts ruled in a number of cases (most of which the Company was not a party to) that flood damage following the New Orleans area levee breaches may not be excluded from coverage under policies similar to those the Company has written. The rulings are being appealed, and the outcome is uncertain. If the rulings are upheld and it is determined that flood damage is covered under the Company's policies, losses associated with Hurricane Katrina will increase. The Company continues to monitor this situation but cannot quantify the potential impact of these rulings at this time, although it may be material.

Other contingencies arise in the normal conduct of the Company's operations and are not expected to have a material impact on the Company's financial condition or results of operations. However, adverse outcomes are possible and could negatively impact the Company's financial condition and results of operations.

9. Segment Reporting Disclosures

The Company operates in three segments of the specialty insurance marketplace: the Excess and Surplus Lines, the Specialty Admitted and the London markets.

All investing activities are included in the Investing segment. For purposes of segment reporting, the Other segment includes lines of business that have been discontinued in conjunction with an acquisition.

The Company considers many factors, including the nature of the underwriting units' insurance products, production sources, distribution strategies and regulatory environment in determining how to aggregate operating segments.

Segment profit or loss for each of the Company's operating segments is measured by underwriting profit or loss. The property and casualty insurance industry commonly defines underwriting profit or loss as earned premiums net of losses and loss adjustment expenses and underwriting, acquisition and insurance expenses. Underwriting profit or loss does not replace operating income or net income computed in accordance with U.S. GAAP as a measure of profitability. Underwriting profit or loss provides a basis for management to evaluate the Company's underwriting performance. Segment profit for the Investing segment is measured by net investment income and net realized investment gains or losses.

The Company does not allocate assets to the Excess and Surplus Lines, Specialty Admitted and London Insurance Market operating segments for management reporting purposes. Total invested assets and the related net investment income are allocated to the Investing segment since these assets are available for payment of losses and expenses for all operating segments. The Company does not allocate capital expenditures for long-lived assets to any of its operating segments for management reporting purposes.

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a) The following tables summarize the Company's segment disclosures.

| <i>(dollars in thousands)</i> | Quarter Ended June 30, 2007 | | | | | |
|--|-----------------------------|-----------------------|-------------------------------|------------|-------------------|--------------|
| | Excess and Surplus Lines | Specialty Admitted | London Insurance Market | Investing | Other | Consolidated |
| Gross premium volume | \$ 339,684 | \$ 100,652 | \$ 186,873 | \$ | \$ 422 | \$ 627,631 |
| Net written premiums | 292,627 | 92,394 | 169,378 | | 212 | 554,611 |
| Earned premiums | \$ 290,835 | \$ 79,643 | \$ 160,475 | \$ | \$ 212 | \$ 531,165 |
| Losses and loss adjustment expenses: | | | | | | |
| Current year | 174,169 | 48,049 | 100,656 | | | 322,874 |
| Prior years | (33,978) | (4,901) | (5,954) | | 1,046 | (43,787) |
| Underwriting, acquisition and insurance expenses | 104,794 | 28,984 | 58,632 | | 56 | 192,466 |
| Underwriting profit (loss) | 45,850 | 7,511 | 7,141 | | (890) | 59,612 |
| Net investment income | | | | 77,167 | | 77,167 |
| Net realized investment gains | | | | 51,581 | | 51,581 |
| Segment profit (loss) | \$ 45,850 | \$ 7,511 | \$ 7,141 | \$ 128,748 | \$ (890) | \$ 188,360 |
| Amortization of intangible assets | | | | | | 598 |
| Interest expense | | | | | | 14,335 |
| Income before income taxes | | | | | | \$ 173,427 |
| U.S. GAAP combined ratio ⁽¹⁾ | 84% | 91% | 96% | | NM ⁽²⁾ | 89% |

| <i>(dollars in thousands)</i> | Quarter Ended June 30, 2006 | | | | | |
|--|-----------------------------|-----------------------|-------------------------------|-----------|------------|--------------|
| | Excess and Surplus Lines | Specialty Admitted | London Insurance Market | Investing | Other | Consolidated |
| Gross premium volume | \$ 376,827 | \$ 100,316 | \$ 201,332 | \$ | \$ 256 | \$ 678,731 |
| Net written premiums | 314,133 | 95,231 | 173,563 | | (150) | 582,777 |
| Earned premiums | \$ 311,217 | \$ 78,930 | \$ 151,465 | \$ | \$ (150) | \$ 541,462 |
| Losses and loss adjustment expenses: | | | | | | |
| Current year | 181,636 | 49,904 | 94,752 | | | 326,292 |
| Prior years | (41,234) | (1,876) | (4,179) | | 2,805 | (44,484) |
| Underwriting, acquisition and insurance expenses | 104,810 | 24,606 | 54,908 | | 934 | 185,258 |
| Underwriting profit (loss) | 66,005 | 6,296 | 5,984 | | (3,889) | 74,396 |
| Net investment income | | | | 65,595 | | 65,595 |
| Net realized investment gains | | | | 7,731 | | 7,731 |
| Segment profit (loss) | \$ 66,005 | \$ 6,296 | \$ 5,984 | \$ 73,326 | \$ (3,889) | \$ 147,722 |
| Interest expense | | | | | | 15,635 |
| Income before income taxes | | | | | | \$ 132,087 |

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| | | | | | |
|---|-----|-----|-----|-------------------|-----|
| U.S. GAAP combined ratio ⁽¹⁾ | 79% | 92% | 96% | NM ⁽²⁾ | 86% |
|---|-----|-----|-----|-------------------|-----|

(1) The U.S. GAAP combined ratio is a measure of underwriting performance and represents the relationship of incurred losses, loss adjustment expenses and underwriting, acquisition and insurance expenses to earned premiums.

(2) NM Ratio is not meaningful.

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| <i>(dollars in thousands)</i> | Six Months Ended June 30, 2007 | | | | | |
|--|--------------------------------|-----------------------|-------------------------------|------------|-------------------|--------------|
| | Excess and Surplus Lines | Specialty Admitted | London Insurance Market | Investing | Other | Consolidated |
| Gross premium volume | \$ 682,346 | \$ 172,742 | \$ 400,330 | \$ | \$ 1,516 | \$ 1,256,934 |
| Net written premiums | 584,428 | 160,486 | 353,828 | | 1,394 | 1,100,136 |
| Earned premiums | \$ 583,394 | \$ 157,520 | \$ 320,267 | \$ | \$ 1,394 | \$ 1,062,575 |
| Losses and loss adjustment expenses: | | | | | | |
| Current year | 342,595 | 95,892 | 199,221 | | | 637,708 |
| Prior years | (67,888) | (7,087) | (12,554) | | 3,643 | (83,886) |
| Underwriting, acquisition and insurance expenses | 207,278 | 57,859 | 117,861 | | (3,930) | 379,068 |
| Underwriting profit | 101,409 | 10,856 | 15,739 | | 1,681 | 129,685 |
| Net investment income | | | | 154,549 | | 154,549 |
| Net realized investment gains | | | | 61,730 | | 61,730 |
| Segment profit | \$ 101,409 | \$ 10,856 | \$ 15,739 | \$ 216,279 | \$ 1,681 | \$ 345,964 |
| Amortization of intangible assets | | | | | | 598 |
| Interest expense | | | | | | 29,784 |
| Income before income taxes | | | | | | \$ 315,582 |
| U.S. GAAP combined ratio ⁽¹⁾ | 83% | 93% | 95% | | NM ⁽²⁾ | 88% |

| <i>(dollars in thousands)</i> | Six Months Ended June 30, 2006 | | | | | |
|--|--------------------------------|-----------------------|-------------------------------|------------|-------------------|--------------|
| | Excess and Surplus Lines | Specialty Admitted | London Insurance Market | Investing | Other | Consolidated |
| Gross premium volume | \$ 756,892 | \$ 173,149 | \$ 405,833 | \$ | \$ 388 | \$ 1,336,262 |
| Net written premiums | 632,916 | 162,498 | 354,298 | | (113) | 1,149,599 |
| Earned premiums | \$ 617,605 | \$ 154,229 | \$ 291,949 | \$ | \$ (113) | \$ 1,063,670 |
| Losses and loss adjustment expenses: | | | | | | |
| Current year | 360,922 | 95,731 | 185,247 | | | 641,900 |
| Prior years | (69,930) | (5,191) | 26,089 | | 4,575 | (44,457) |
| Underwriting, acquisition and insurance expenses | 201,868 | 52,995 | 106,301 | | 1,351 | 362,515 |
| Underwriting profit (loss) | 124,745 | 10,694 | (25,688) | | (6,039) | 103,712 |
| Net investment income | | | | 132,319 | | 132,319 |
| Net realized investment gains | | | | 38,429 | | 38,429 |
| Segment profit (loss) | \$ 124,745 | \$ 10,694 | \$ (25,688) | \$ 170,748 | \$ (6,039) | \$ 274,460 |
| Interest expense | | | | | | 31,373 |
| Income before income taxes | | | | | | \$ 243,087 |
| U.S. GAAP combined ratio ⁽¹⁾ | 80% | 93% | 109% | | NM ⁽²⁾ | 90% |

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- (1) The U.S. GAAP combined ratio is a measure of underwriting performance and represents the relationship of incurred losses, loss adjustment expenses and underwriting, acquisition and insurance expenses to earned premiums.
- (2) NM Ratio is not meaningful.

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b) The following table reconciles segment assets to the Company's consolidated balance sheets.

| | June 30, | December 31, |
|-------------------------------|---------------|---------------|
| <i>(dollars in thousands)</i> | 2007 | 2006 |
| Segment Assets: | | |
| Investing | \$ 7,643,415 | \$ 7,535,295 |
| Other | 2,553,767 | 2,552,836 |
| Total Assets | \$ 10,197,182 | \$ 10,088,131 |

10. Employee Benefit Plans

a) Expenses relating to all of the Company's defined contribution plans were \$2.9 million and \$5.8 million, respectively, for the quarter and six months ended June 30, 2007 and \$2.6 million and \$5.2 million, respectively, for the same periods in 2006.

b) The following table presents the components of net periodic benefit cost for the Terra Nova Pension Plan, a defined benefit plan.

| | Quarter Ended | | Six Months Ended | |
|--|---------------|---------|------------------|---------|
| <i>(dollars in thousands)</i> | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Service cost | \$ 538 | \$ 460 | \$ 1,070 | \$ 985 |
| Interest cost | 1,368 | 1,098 | 2,722 | 2,148 |
| Expected return on plan assets | (1,798) | (1,555) | (3,577) | (3,043) |
| Amortization of net actuarial pension loss | 485 | 457 | 952 | 895 |
| Net periodic benefit cost | \$ 593 | \$ 460 | \$ 1,167 | \$ 985 |

The Company contributed \$2.4 million to the Terra Nova Pension Plan during the six months ended June 30, 2007. The Company expects plan contributions to total \$3.0 million in 2007.

11. Recent Accounting Pronouncements

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. Statement No. 159 permits entities to choose to measure specified financial instruments and certain other eligible items at fair value, with changes in fair value recognized in earnings. Statement No. 159 becomes effective for the Company in the first quarter of 2008. The Company is currently evaluating Statement No. 159 to determine the potential impact that adopting this standard will have on its consolidated financial statements.

The Company adopted the recognition and disclosure provisions of Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, as of December 31, 2006. Upon the adoption of Statement No. 158, the Company recorded a net actuarial pension loss, net of taxes, of \$25.0 million as a component of other comprehensive income for the year ended December 31, 2006. The Company has since determined that the net actuarial pension loss recognized upon adoption should have been presented as a direct change to accumulated other comprehensive income at December 31, 2006 and not as a component of other comprehensive income for the year ended December 31, 2006. The Company plans to modify the presentation in its 2007 Annual Report on Form 10-K.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The accompanying consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and include the accounts of Markel Corporation and all subsidiaries.

Critical Accounting Estimates

Critical accounting estimates are those estimates that both are important to the portrayal of our financial condition and results of operations and require us to exercise significant judgment. The preparation of financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of material contingent assets and liabilities, including litigation contingencies. These estimates, by necessity, are based on assumptions about numerous factors.

We review our critical accounting estimates and assumptions quarterly. These reviews include evaluating the adequacy of reserves for unpaid losses and loss adjustment expenses and the reinsurance allowance for doubtful accounts, analyzing the recoverability of deferred tax assets, assessing goodwill for impairment and evaluating the investment portfolio for other-than-temporary declines in estimated fair value. Actual results may differ materially from the estimates and assumptions used in preparing the consolidated financial statements.

Readers are urged to review our 2006 Annual Report on Form 10-K for a more complete description of our critical accounting estimates.

Our Business

We market and underwrite specialty insurance products and programs to a variety of niche markets and believe that our specialty product focus and niche market strategy enable us to develop expertise and specialized market knowledge. We seek to differentiate ourselves from competitors by our expertise, service, continuity and other value-based considerations. We compete in three segments of the specialty insurance marketplace: the Excess and Surplus Lines, the Specialty Admitted and the London markets. Our financial goals are to earn consistent underwriting profits and superior investment returns to build shareholder value.

Our Excess and Surplus Lines segment is comprised of five underwriting units, our Specialty Admitted segment consists of three underwriting units and our London Insurance Market segment is comprised of the ongoing operations of Markel International.

Our Excess and Surplus Lines segment writes property and casualty insurance outside of the standard market for hard-to-place risks including catastrophe-exposed property, professional liability, products liability, general liability, commercial umbrella and other coverages tailored for unique exposures.

Our Specialty Admitted segment writes risks that, although unique and hard-to-place in the standard market, must remain with an admitted insurance company for marketing and regulatory reasons. Our underwriting units in this segment write specialty program insurance for well-defined niche markets and personal and commercial property and liability coverages.

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We participate in the London Market through Markel International, which includes Markel Capital Limited and Markel International Insurance Company Limited, wholly-owned subsidiaries. Markel Capital Limited is the corporate capital provider for Markel Syndicate 3000 at Lloyd's, which is managed by Markel Syndicate Management Limited, a wholly-owned subsidiary. Our London Insurance Market segment writes specialty property, casualty, professional liability and marine insurance and reinsurance.

For purposes of segment reporting, the Other segment includes lines of business that have been discontinued in conjunction with an acquisition.

Key Performance Indicators

We measure financial success by our ability to compound growth in book value per share at a high rate of return over a long period of time. We recognize that it is difficult to grow book value consistently each year, so we measure ourselves over a five-year period. We believe that growth in book value per share is the most comprehensive measure of our success because it includes all underwriting and investing results. We measure underwriting results by our underwriting profit or loss and combined ratio. These measures are discussed in greater detail under Results of Operations.

Results of Operations

The following table compares the components of net income.

| <i>(dollars in thousands)</i> | Quarter Ended | | Six Months Ended | |
|-----------------------------------|---------------|-----------|------------------|------------|
| | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Underwriting profit | \$ 59,612 | \$ 74,396 | \$ 129,685 | \$ 103,712 |
| Net investment income | 77,167 | 65,595 | 154,549 | 132,319 |
| Net realized investment gains | 51,581 | 7,731 | 61,730 | 38,429 |
| Amortization of intangible assets | (598) | | (598) | |
| Interest expense | (14,335) | (15,635) | (29,784) | (31,373) |
| Income tax expense | (52,226) | (41,655) | (95,707) | (76,065) |
| Net income | \$ 121,201 | \$ 90,432 | \$ 219,875 | \$ 167,022 |

Net income for the quarter and six months ended June 30, 2007 increased 34% and 32%, respectively, compared to the same periods of 2006. The increase in net income for the quarter ended June 30, 2007 was primarily due to higher net realized investment gains and higher net investment income, partially offset by lower underwriting profits as compared to the same period of 2006. For the six months ended June 30, 2007, the increase in net income was due to improved underwriting and investing results, partially offset by higher income tax expense as compared to the same period of 2006. The components of net income are discussed in further detail under Underwriting Results, Investing Results and Other Expenses.

Underwriting Results

Underwriting profits are a key component of our strategy to grow book value per share. We believe that the ability to achieve consistent underwriting profits demonstrates knowledge and expertise, commitment to superior customer service and the ability to manage insurance risk. The property and casualty insurance industry commonly defines underwriting profit or loss as earned premiums net of losses and loss adjustment expenses and underwriting, acquisition and insurance expenses. We use underwriting profit or loss as a basis

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for evaluating our underwriting performance.

The following table compares selected data from our underwriting operations.

| <i>(dollars in thousands)</i> | Quarter Ended | | Six Months Ended | |
|--|-------------------|-------------------|-------------------|-------------------|
| | June 30, | | June 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Gross premium volume | \$ 627,631 | \$ 678,731 | \$ 1,256,934 | \$ 1,336,262 |
| Net written premiums | \$ 554,611 | \$ 582,777 | \$ 1,100,136 | \$ 1,149,599 |
| Net retention | 88% | 86% | 88% | 86% |
| Earned premiums | \$ 531,165 | \$ 541,462 | \$ 1,062,575 | \$ 1,063,670 |
| Losses and loss adjustment expenses | \$ 279,087 | \$ 281,808 | \$ 553,822 | \$ 597,443 |
| Underwriting, acquisition and insurance expenses | \$ 192,466 | \$ 185,258 | \$ 379,068 | \$ 362,515 |
| Underwriting profit | \$ 59,612 | \$ 74,396 | \$ 129,685 | \$ 103,712 |
| U.S. GAAP Combined Ratios ⁽¹⁾ | | | | |
| Excess and Surplus Lines | 84% | 79% | 83% | 80% |
| Specialty Admitted | 91% | 92% | 93% | 93% |
| London Insurance Market | 96% | 96% | 95% | 109% |
| Other | NM ⁽²⁾ | NM ⁽²⁾ | NM ⁽²⁾ | NM ⁽²⁾ |
| Markel Corporation (Consolidated) | 89% | 86% | 88% | 90% |

⁽¹⁾ The U.S. GAAP combined ratio is a measure of underwriting performance and represents the relationship of incurred losses, loss adjustment expenses and underwriting, acquisition and insurance expenses to earned premiums. A combined ratio of less than 100% indicates an underwriting profit, while a combined ratio greater than 100% reflects an underwriting loss.

⁽²⁾ NM Ratio is not meaningful.

Our combined ratio was 89% and 88%, respectively, for the quarter and six months ended June 30, 2007 compared to 86% and 90%, respectively, for the same periods in 2006. The combined ratio for the second quarter of 2007 increased primarily due to lower underwriting profits within the Excess and Surplus Lines segment as compared to the second quarter of 2006. For the six months ended June 30, 2007, the improvement in the combined ratio compared to 2006 was primarily due to lower underwriting losses related to Hurricanes Katrina, Rita and Wilma (2005 Hurricanes), offset in part by lower underwriting profits within the Excess and Surplus Lines segment. The combined ratio for the six months ended June 30, 2006 included \$50.4 million, or 5 points, of underwriting losses on the 2005 Hurricanes.

The combined ratio for the Excess and Surplus Lines segment was 84% and 83%, respectively, for the quarter and six months ended June 30, 2007 compared to 79% and 80%, respectively, for the same periods in 2006. For both periods of 2007, the increase in the combined ratio was primarily due to a higher expense ratio and lower favorable development of prior years' loss reserves than in 2006. The higher expense ratio in both periods of 2007 was due in part to lower earned premium volume and higher personnel costs as compared to the same periods of 2006. The Excess and Surplus Lines segment's combined ratio for the quarter and six months ended June 30, 2007 included \$34.0 million and \$67.9 million, respectively, of favorable development of prior years' loss reserves compared to \$41.2 million and \$69.9 million, respectively, for the same periods in 2006. The six months ended June 30, 2006 included unfavorable loss reserve development of \$12.0 million on the 2005 Hurricanes.

The redundancies on prior years' loss reserves experienced within the Excess and Surplus Lines segment during

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both periods of 2007 and 2006 were primarily on our professional liability programs at the Shand Professional/Products Liability unit. In both periods of 2007, these prior year loss reserve redundancies have decreased from the same periods of 2006 due to the softening of the insurance market, which has resulted in a deterioration in pricing and a reduction in our premium volume at this unit. The loss reserve redundancies experienced in the quarter and six months ended June 30, 2007 were partially offset by adverse loss reserve development at the Markel Re unit. This adverse development, which impacted the 2006 accident year and resulted from higher than expected average claim frequency and severity, was primarily on two general liability programs within the Specialized Markel Alternative Risk Transfer (SMART) division. Both of these programs were cancelled in the first quarter of 2007.

The combined ratio for the Specialty Admitted segment was 91% and 93%, respectively, for the quarter and six months ended June 30, 2007 compared to 92% and 93%, respectively, for the same periods in 2006. The improvement in the combined ratio for the second quarter of 2007 was the result of a lower loss ratio, due in part to more favorable development on prior years' loss reserves, offset in part by a higher expense ratio as compared to the second quarter of 2006. The higher expense ratio was due in part to start up costs associated with our newest underwriting unit, Markel Global Marine and Energy, which began writing business in the third quarter of 2006.

The London Insurance Market segment's combined ratio was 96% and 95%, respectively, for the quarter and six months ended June 30, 2007 compared to 96% and 109%, respectively, for the same periods in 2006. The six months ended June 30, 2006 included \$41.7 million of adverse loss reserve development on the 2005 Hurricanes.

Premiums and Net Retentions

The following tables summarize gross premium volume, net written premiums and earned premiums by underwriting segment.

Gross Premium Volume

| Quarter Ended June 30, | | | Six Months Ended June 30, | |
|---------------------------|------------|-------------------------------|---------------------------|--------------|
| 2007 | 2006 | | 2007 | 2006 |
| | | <i>(dollars in thousands)</i> | | |
| \$ 339,684 | \$ 376,827 | Excess and Surplus Lines | \$ 682,346 | \$ 756,892 |
| 100,652 | 100,316 | Specialty Admitted | 172,742 | 173,149 |
| 186,873 | 201,332 | London Insurance Market | 400,330 | 405,833 |
| 422 | 256 | Other | 1,516 | 388 |
| \$ 627,631 | \$ 678,731 | Total | \$ 1,256,934 | \$ 1,336,262 |

Gross premium volume for the quarter and six months ended June 30, 2007 decreased 8% and 6%, respectively, compared to the same periods in 2006. The decrease in both periods of 2007 was primarily the result of increased competition across many of our product lines and the decision to exit certain programs underwritten by Markel Re's SMART division that were not meeting our underwriting profit targets.

We expect that competition in the property and casualty insurance industry will remain strong throughout the remainder of 2007. With the exception of rate increases on certain catastrophe-exposed business, rates are generally lower compared to the prior year. Lines of business where rates have declined include our casualty, professional liability and non-catastrophe-exposed property programs. When we believe the prevailing market rates will not support our underwriting profit targets, the business is not written. As a result, gross premium

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volume may vary. We continue to focus on superior customer service, new product development, geographic expansion and increased marketing efforts to address softening insurance market conditions.

Net Written Premiums

| Quarter Ended June 30, | | | Six Months Ended June 30, | |
|------------------------|------------|--------------------------|---------------------------|--------------|
| 2007 | 2006 | (dollars in thousands) | 2007 | 2006 |
| \$ 292,627 | \$ 314,133 | Excess and Surplus Lines | \$ 584,428 | \$ 632,916 |
| 92,394 | 95,231 | Specialty Admitted | 160,486 | 162,498 |
| 169,378 | 173,563 | London Insurance Market | 353,828 | 354,298 |
| 212 | (150) | Other | 1,394 | (113) |
| \$ 554,611 | \$ 582,777 | Total | \$ 1,100,136 | \$ 1,149,599 |

Net retention of gross premium volume was 88% for both the quarter and six months ended June 30, 2007 compared to 86% for both periods of 2006. As part of our underwriting philosophy, we seek to offer products with limits that do not require significant amounts of reinsurance. We purchase reinsurance in order to reduce our retention on individual risks and enable us to write policies with sufficient limits to meet policyholder needs. Net retention of gross premium volume has increased consistent with our strategy to retain more of our profitable business.

Earned Premiums

| Quarter Ended June 30, | | | Six Months Ended June 30, | |
|------------------------|------------|--------------------------|---------------------------|--------------|
| 2007 | 2006 | (dollars in thousands) | 2007 | 2006 |
| \$ 290,835 | \$ 311,217 | Excess and Surplus Lines | \$ 583,394 | \$ 617,605 |
| 79,643 | 78,930 | Specialty Admitted | 157,520 | 154,229 |
| 160,475 | 151,465 | London Insurance Market | 320,267 | 291,949 |
| 212 | (150) | Other | 1,394 | (113) |
| \$ 531,165 | \$ 541,462 | Total | \$ 1,062,575 | \$ 1,063,670 |

Earned premiums for the quarter and six months ended June 30, 2007 decreased 2% and were flat, respectively, compared to the same periods in 2006. In both periods of 2007, lower earned premiums in the Excess and Surplus Lines segment were partially offset by higher earned premiums in the London Insurance Market segment. The decrease in earned premiums for the Excess and Surplus Lines segment for the quarter and six months ended June 30, 2007 was due to lower gross premium volume compared to the same periods a year ago. The increase in earned premiums for the London Insurance Market segment for the quarter and six months ended June 30, 2007 was due to higher gross premium volume as a result of rate increases on catastrophe-exposed classes of business and higher net retentions over the past year compared to the same period a year ago.

Investing Results

Net investment income for the second quarter of 2007 was \$77.2 million compared to \$65.6 million for the second quarter of 2006. Net investment income for the six months ended June 30, 2007 was \$154.5 million compared to \$132.3 million for the same period of 2006. The increase in both periods of 2007 was primarily due to a larger investment portfolio compared to the same periods of 2006.

Net realized investment gains for the second quarter of 2007 were \$51.6 million compared to net realized investment gains of \$7.7 million for the second quarter of 2006. For the six months ended June 30, 2007, net realized investment gains were \$61.7 million compared to \$38.4 million for the same period last year. Variability in the timing of realized and unrealized investment gains and losses is to be expected.

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At June 30, 2007, we held securities with gross unrealized losses of \$106.5 million, or 1% of invested assets. All securities with gross unrealized losses were reviewed, and management believes there were no indications of other-than-temporary impairment at June 30, 2007.

Other Expenses

The estimated annual effective tax rate was 30% for the six months ended June 30, 2007 compared to 31% for the same period in 2006. The estimated annual effective tax rate differs from the statutory tax rate of 35% primarily as a result of tax-exempt investment income.

In June 2006, the Financial Accounting Standards Board issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). We adopted the provisions of FIN 48 on January 1, 2007. As a result of adopting FIN 48, retained earnings increased \$20.1 million; goodwill decreased \$9.4 million, primarily related to our acquisition of Markel International; and common stock increased \$2.8 million related to closed stock option plans and other capital transactions. In addition, the valuation allowance established upon the acquisition of Markel International and a corresponding deferred tax asset were both decreased by \$37.5 million.

At the time we adopted FIN 48, we had unrecognized tax benefits of \$45.8 million. If recognized, \$6.8 million of these tax benefits would decrease the annual effective tax rate, \$37.5 million would decrease goodwill and \$1.5 million would decrease deferred tax assets in the year those benefits are realized. There were no significant changes in unrecognized tax benefits during the six months ended June 30, 2007, and we do not currently anticipate any significant changes in unrecognized tax benefits during 2007.

Comprehensive Income

Comprehensive income was \$70.2 million for the second quarter of 2007 compared to \$31.8 million for the same period of 2006. For the six months ended June 30, 2007, comprehensive income was \$146.9 million compared to \$76.9 million for the same period in 2006. Comprehensive income for the second quarter of 2007 included net income of \$121.2 million, which was partially offset by net unrealized losses on securities, net of taxes, of \$52.7 million. Comprehensive income for the six months ended June 30, 2007 included net income of \$219.9 million, which was partially offset by net unrealized losses on securities, net of taxes, of \$75.3 million.

Financial Condition

Invested assets were \$7.6 billion at June 30, 2007 compared to \$7.5 billion at December 31, 2006. Net unrealized holding gains on fixed maturities and equity securities, net of taxes, were \$387.2 million at June 30, 2007 compared to \$462.5 million at December 31, 2006. Equity securities and investments in affiliates were \$1.9 billion, or 25% of invested assets, at June 30, 2007 compared to \$1.8 billion, or 24% of invested assets, at December 31, 2006.

Net cash provided by operating activities was \$237.1 million for the six months ended June 30, 2007 compared to \$167.5 million for the same period in 2006. The increase was primarily the result of higher operating cash flows at Markel International, due in part to lower claim payments related to the 2005 Hurricanes, for the six months ended June 30, 2007 compared to the same period of 2006.

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For the six months ended June 30, 2007, net cash used by financing activities was \$135.2 million compared to \$70.4 million for the same period of 2006. In both periods, cash was used to repurchase shares of our common stock. During the six months ended June 30, 2006, we retired a portion of both our senior long-term debt and our Junior Subordinated Deferrable Interest Debentures. On January 2, 2007, we redeemed the remaining outstanding Junior Subordinated Deferrable Interest Debentures for \$111.0 million.

We have access to various capital sources, including dividends from our insurance subsidiaries, holding company invested assets, undrawn capacity under our revolving credit facility and access to the debt and equity capital markets. We believe we have sufficient liquidity to meet our capital needs, which include funding the repayment of \$73.0 million principal amount at maturity of 7.20% unsecured senior notes that mature in August 2007.

Shareholders' equity was \$2.4 billion at June 30, 2007 compared to \$2.3 billion at December 31, 2006. Book value per share increased to \$246.00 at June 30, 2007 from \$229.78 at December 31, 2006 primarily due to \$146.9 million of comprehensive income.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of economic losses due to adverse changes in the estimated fair value of a financial instrument as the result of changes in equity prices, interest rates, foreign exchange rates and commodity prices. Our consolidated balance sheets include assets and liabilities with estimated fair values that are subject to market risk. Our primary market risks are equity price risk associated with investments in equity securities, interest rate risk associated with investments in fixed maturities and foreign exchange risk for our international operations. We have no material commodity risk.

Our market risks at June 30, 2007 have not materially changed from those identified at December 31, 2006.

Item 4. Controls and Procedures

As of the end of the period covered by this quarterly report, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15 (Disclosure Controls). This evaluation was conducted under the supervision and with the participation of our management, including the Chairman and Chief Executive Officer (CEO) and the Senior Vice President and Chief Financial Officer (CFO).

Our management, including the CEO and CFO, does not expect that our Disclosure Controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

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Based upon our controls evaluation, the CEO and CFO have concluded that our Disclosure Controls provide reasonable assurance that the information we are required to disclose in periodic reports is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding disclosure and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There were no changes in our internal control over financial reporting during the second quarter of 2007 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Safe Harbor and Cautionary Statement

This report contains statements concerning or incorporating our expectations, assumptions, plans, objectives, future financial or operating performance and other statements that are not historical facts. These statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

There are risks and uncertainties that may cause actual results to differ materially from predicted results in forward-looking statements. Factors that may cause actual results to differ are often presented with the forward-looking statements themselves. Additional factors that could cause actual results to differ from those predicted are set forth under Risk Factors and Safe Harbor and Cautionary Statement in our 2006 Annual Report on Form 10-K or are included in the items listed below:

our anticipated premium volume is based on current knowledge and assumes no significant man-made or natural catastrophes, no significant changes in products or personnel and no adverse changes in market conditions;

loss estimates related to the 2005 Hurricanes are based on currently available information related to covered exposures and assumptions about how coverage applies. As actual losses are reported, claims are adjusted, coverage issues are resolved and specific reinsurers are associated with losses, losses for the 2005 Hurricanes may change significantly;

we are legally required in certain instances to offer terrorism insurance and have attempted to manage our exposure; however, if there is a covered terrorist attack, we could sustain material losses;

the impact of the events of September 11, 2001 will depend on the number of insureds and reinsureds affected by the events, the amount and timing of losses incurred and reported and questions of how coverage applies, all of which are still being resolved;

the frequency and severity of catastrophic events is unpredictable and may be exacerbated if, as many forecast, conditions in the ocean and atmosphere result in increased hurricane activity;

changing legal and social trends and inherent uncertainties (including but not limited to those uncertainties associated with our asbestos and environmental reserves) in the loss estimation process can adversely impact the adequacy of loss reserves and the allowance for reinsurance recoverables;

adverse developments in insurance coverage litigation could result in material increases in our estimates of loss reserves;

the costs and availability of reinsurance may impact our ability to write certain lines of business;

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industry and economic conditions can affect the ability and/or willingness of reinsurers to pay balances due;

after the commutation of ceded reinsurance contracts, any subsequent adverse development in the re-assumed loss reserves will result in a charge to earnings;

regulatory actions can impede our ability to charge adequate rates and efficiently allocate capital; and

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economic conditions, volatility in interest and foreign exchange rates and concentration of investments can have a significant impact on the market value of fixed maturity and equity investments as well as the carrying value of other assets and liabilities.

Our premium volume and underwriting and investment results have been and will continue to be potentially materially affected by these factors. By making forward-looking statements, we do not intend to become obligated to publicly update or revise any such statements whether as a result of new information, future events or other changes. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as at their dates.

PART II. OTHER INFORMATION**Item 4. Submission of Matters to a Vote of Security Holders**

Our Annual Meeting was held on May 14, 2007, in Richmond, Virginia. At the Annual Meeting, shareholders elected directors for the ensuing year, ratified the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2007 and approved the Company's amended Employee Stock Purchase and Bonus Plan (the "Stock Purchase Plan"). The results of the meeting were as follows:

| Election of Directors | For | Withheld Authority |
|------------------------------|------------|---------------------------|
| Alan I. Kirshner | 9,034,220 | 246,339 |
| Anthony F. Markel | 8,977,241 | 303,318 |
| Steven A. Markel | 8,973,439 | 307,120 |
| J. Alfred Broaddus, Jr. | 9,098,449 | 182,110 |
| Douglas C. Eby | 8,844,678 | 435,881 |
| Leslie A. Grandis | 7,159,188 | 2,121,371 |
| Stewart M. Kasen | 8,659,138 | 621,421 |
| Lemuel E. Lewis | 8,996,628 | 283,931 |
| Jay M. Weinberg | 8,558,516 | 722,043 |

Ratification of Selection of Independent Registered Public Accounting Firm:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 9,254,803 | 20,979 | 4,777 | |

Approval of the Stock Purchase Plan:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 7,475,111 | 445,081 | 68,939 | 1,291,428 |

Item 6. Exhibits

See Exhibit Index for a list of exhibits filed as part of this report.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, this 31st day of July, 2007.

Markel Corporation

By /s/ Alan I. Kirshner
Alan I. Kirshner
Chairman and Chief Executive Officer
(Principal Executive Officer)

By /s/ Anthony F. Markel
Anthony F. Markel
President and Chief Operating Officer
(Principal Operating Officer)

By /s/ Steven A. Markel
Steven A. Markel
Vice Chairman

By /s/ Paul W. Springman
Paul W. Springman
Executive Vice President

By /s/ Thomas S. Gayner
Thomas S. Gayner
Executive Vice President and Chief Investment
Officer

By /s/ Richard R. Whitt, III
Richard R. Whitt, III
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

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Exhibit Index

| Number | Description |
|---------------|--|
| 3(i) | Amended and Restated Articles of Incorporation, as amended (3(i))a |
| 3(ii) | Bylaws, as amended (4.2)b |
| 4(i) | Form of Credit Agreement dated August 25, 2005, among Markel Corporation, the lenders from time to time party thereto, SunTrust Bank, as Administrative Agent and Swingline Lender, Wachovia Bank, N.A., as Syndication Agent, and Barclays Bank PLC and HSBC Bank USA, N.A., as Co-Documentation Agents (4)c |
| 4(ii) | First Amendment dated March 17, 2006, to Credit Agreement dated August 25, 2005, among Markel Corporation, the banks and financial institutions from time to time party thereto, and SunTrust Bank, as Administrative Agent and Swingline Lender (4(ii))d The registrant hereby agrees to furnish to the Securities and Exchange Commission a copy of all instruments defining the rights of holders of long-term debt of the registrant and subsidiaries shown on the Consolidated Balance Sheet of the registrant at June 30, 2007 and the respective Notes thereto, included in the Quarterly Report on Form 10-Q. |
| 10.1 | Employee Stock Purchase and Bonus Plan* |
| 31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)* |
| 31.2 | Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)* |
| 32.1 | Certification of Principal Executive Officer furnished pursuant to 18 U.S.C. Section 1350* |
| 32.2 | Certification of Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350* |

- a. Incorporated by reference from the exhibit shown in parentheses filed with the Commission in the Registrant's report on Form 10-Q for the quarter ended March 31, 2000.
- b. Incorporated by reference from Exhibit 4.2 to S-8 Registration Statement No. 333-107661, dated August 5, 2003.
- c. Incorporated by reference from the exhibit shown in parentheses filed with the Commission in the Registrant's report on Form 10-Q for the quarter ended September 30, 2005.
- d. Incorporated by reference from the exhibit shown in parentheses filed with the Commission in the Registrant's report on Form 10-Q for the quarter ended March 31, 2006.

* Filed with this report.