

MARKEL CORP
Form 11-K
June 19, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2007

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-15811

MARKEL CORPORATION RETIREMENT SAVINGS PLAN

(Full title of the plan and the address of the plan, if different from that of the issuer named below)

MARKEL CORPORATION
4521 Highwoods Parkway

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Glen Allen, Virginia 23060

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2007 and 2006

(With Report of Independent Registered Public Accounting Firm Thereon)

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

The Board of Directors

Markel Corporation

The Administrative Committee

Markel Corporation Retirement Savings Plan:

We have audited the accompanying statements of assets available for benefits of the Markel Corporation Retirement Savings Plan (the Plan) as of December 31, 2007 and 2006, and the related statements of changes in assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan as of December 31, 2007 and 2006, and the changes in assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2007 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Richmond, Virginia

June 16, 2008

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Statements of Assets Available for Benefits

December 31, 2007 and 2006

	2007	2006
Investments, at fair value (note 3):		
Mutual funds	\$ 133,701,040	\$ 113,210,021
Markel Corporation common stock	86,420,481	82,345,792
Participant loans	1,508,408	1,377,063
Total investments	221,629,929	196,932,876
 Assets available for benefits	 \$ 221,629,929	 \$ 196,932,876

See accompanying notes to financial statements.

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Statements of Changes in Assets Available for Benefits

Years ended December 31, 2007 and 2006

	2007	2006
Additions to assets attributed to:		
Investment income:		
Net appreciation in fair value of investments (note 3)	\$ 3,137,437	\$ 29,533,744
Interest and dividends	10,791,466	10,184,533
Interest on participant loans	97,519	82,020
Total net investment income	14,026,422	39,800,297
Contributions:		
Employer	7,769,239	6,964,894
Participant	8,297,499	7,256,085
Rollover	1,686,944	2,122,999
Total contributions	17,753,682	16,343,978
Total additions	31,780,104	56,144,275
Deductions from assets attributed to participant distributions and withdrawals	(7,083,051)	(11,983,725)
Net increase	24,697,053	44,160,550
Assets available for benefits:		
Beginning of year	196,932,876	152,772,326
End of year	\$ 221,629,929	\$ 196,932,876

See accompanying notes to financial statements.

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2007 and 2006

(1) Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Markel Corporation Retirement Savings Plan (the Plan).

(a) Basis of Presentation

The accompanying financial statements, which present the assets of the Plan, and changes in those assets, have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (U.S. GAAP).

(b) Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP may require the plan administrator to make estimates and assumptions. Actual results may differ from the estimates and assumptions used in preparing the financial statements.

(c) Investments

The Plan's investments are stated at fair value. Investments in shares of mutual funds are valued according to the net asset values of the funds on the basis of fair values of the assets and liabilities thereof. The fair value of Markel Corporation common stock is based upon the quoted market price of the stock as of the end of each year. Participant loans represent loans to participants made against their vested balances as permitted by the Plan. Participant loans are valued at the principal amount outstanding, which approximates fair value.

The change in the difference between the fair value and the cost of investments held at the beginning and end of each year, adjusted for realized gains or losses on investments sold during the year, is reflected in the Statements of Changes in Assets Available for Benefits as appreciation or depreciation in fair value of investments.

The cost of investments sold is determined on the basis of average cost. Purchases and sales of investments are recorded on a settlement-date basis. The recording of these transactions on a trade-date basis would not have had a material impact on the accompanying financial statements. Dividends are recorded on the ex-dividend date.

(d) Income Taxes

The Plan is in receipt of a favorable determination letter dated August 12, 2002, which states that the Plan complies in form with the series of tax law changes collectively referred to as GUST. The plan administrator believes the Plan is designed and operated in compliance with the plan document and current law for the years under audit. Accordingly, participants have not been taxed on their salary reduction contributions, or investment earnings related to these contributions, when received by the trustee under the Plan. Ordinarily, participants are subject to tax on these amounts when they receive distributions from the Plan.

Under normal circumstances, the Plan will not be taxed on its dividend and interest income, realized investment gains or unrealized appreciation on investments.

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2007 and 2006

(e) Payment of Benefits

Plan benefits and withdrawals are recorded when paid.

(f) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, equity price and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Assets Available for Benefits.

(2) Summary of Significant Provisions of the Plan

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all North American employees of Markel Corporation and its wholly owned domestic subsidiaries (the Company). Employees, age 18 or older, are eligible for participation in the Plan upon date of employment, with matching Company contributions commencing after 1 year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by an administrative committee appointed by the chief executive officer of the Company. The assets of the Plan are held in trust under an agreement with Fidelity Management Trust Company (the Trustee), with administrative services provided by Fidelity Institutional Retirement Services Company, a division of Fidelity Investments Institutional Services Company, Inc.

(b) Contributions

Each year, the Company is obligated to contribute to the Plan, subject to service requirements, an amount equal to 6% of each participant's compensation. One-third of the employer's contribution is allocated to a company stock fund; however, once the funds are invested in the company stock fund, the participant has the ability to redirect these funds at their discretion. The Company also contributes under the matching provision of the Plan an amount equal to 100% of the first 2% and 50% of the next 2% of compensation contributed by a participant, not to exceed 3% of the participant's compensation for any such year. Participants may contribute, in whole percentage increments, up to 50% of their annual compensation on a pre-tax basis up to a limit of \$15,500 in 2007. In addition, participants that reach age 50 before the close of the plan year can elect to make a catch-up contribution to the Plan for the plan year. The amount of the catch-up contribution is limited to \$5,000 for 2007. The allocation of both employer and participant contributions to the various funds is based upon the individual participant's election.

Rollover contributions, as shown in the accompanying Statements of Changes in Assets Available for Benefits, represent participant account balances rolled over into the Plan from other qualified plans.

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MARKEL CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2007 and 2006

(c) Participant Accounts

Each participant's account is credited with the participant's and Company's contributions and earnings of the Plan. The posting of earnings is made on a daily basis.

(d) Vesting and Plan Termination

Participants are immediately vested in their own contributions plus earnings thereon. Vesting in the Company's contributions is based on years of service as follows:

Years of vesting service	Vested percentage
Less than two years of service	0%
Two years of service	20%
Three years of service	50%
Four or more years of service	100%

In accordance with the provisions of the Plan, any portion of the Company's contributions that have not vested at the time of a participant's withdrawal shall be forfeited by the participant, and applied to reduce future Company contributions or pay administrative costs of the Plan. For the years ended December 31, 2007 and 2006, forfeited amounts totaled \$289,360 and \$217,083, respectively.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their respective portion of the Company's contributions.

(e) Payment of Benefits

Upon termination of service, participants can elect to receive a lump sum amount equal to the value of their vested account within 60 days of the quarter end in which termination occurred or allow their account to continue to be held in the trust fund until the participant reaches age 65 or dies, whichever occurs first.

(f) Participant Loans

The Plan contains a provision for loans to participants with the consent of the plan administrator. Under the terms of the Plan, participants generally may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$30,000 or 30% of the vested value of the participant's account, or under certain conditions, up to a maximum of the lesser of \$50,000 or 50% of the vested value of the participant's account. Loans bear interest at a market rate and are repayable in accordance with terms established by the Plan.

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Notes to Financial Statements

December 31, 2007 and 2006

(g) Investment Options

The Plan offers 19 investment fund options: Markel Corporation common stock, the Fidelity Retirement Money Market Portfolio, the Fidelity Intermediate Bond Fund, the Fidelity Puritan Fund, the Fidelity Equity-Income Fund, the Fidelity Magellan Fund, the Fidelity Stock Selector Fund, the Spartan U.S. Equity Index Fund, the Spartan Extended Market Index Fund-Investor Class, the Fidelity Contrafund, the Fidelity Small Cap Independence Fund, the Fidelity Overseas Fund, the Fidelity Freedom Income Fund, the Fidelity Freedom 2000 Fund, the Fidelity Freedom 2010 Fund, the Fidelity Freedom 2020 Fund, the Fidelity Freedom 2030 Fund, the Fidelity Freedom 2040 Fund and the Fidelity Freedom 2050 Fund. Participants in the Plan are able to direct into which fund contributions are invested as discussed in note 2(b). Participants are allowed to change investment options daily, except for the company stock fund for which participants may change investment options on a real-time basis.

(3) Investments

The Plan's investments are held by a trustee-administered trust fund. The following tables present the fair value of investments at December 31, 2007 and 2006, that represent 5% or more of the Plan's assets at the end of the respective years.

	2007	
	Number of shares or units	Fair value
Markel Corporation common stock	175,973	\$ 86,420,481
Mutual funds:		
Fidelity Magellan Fund	215,174	20,198,367
Fidelity Puritan Fund	1,054,510	20,067,319
Fidelity Contrafund	240,338	17,571,094
Fidelity Equity-Income Fund	315,546	17,405,539
Fidelity Retirement Money Market Portfolio	11,191,899	11,191,899

	2006	
	Number of shares or units	Fair value
Markel Corporation common stock	171,518	\$ 82,345,792
Mutual funds:		
Fidelity Puritan Fund	925,198	18,476,204
Fidelity Magellan Fund	196,527	17,593,106
Fidelity Equity-Income Fund	300,212	17,577,470
Fidelity Contrafund	211,955	13,819,499

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Notes to Financial Statements

December 31, 2007 and 2006

During 2007 and 2006, the Plan's investments (including investments bought, sold and held during the year) appreciated in fair value by \$3,137,437 and \$29,533,744, respectively, as follows:

	Years ended December 31,	
	2007	2006
Markel Corporation common stock	\$ 2,034,835	\$ 27,922,641
Mutual funds:		
Fidelity Intermediate Bond	(91,692)	(22,344)
Fidelity Puritan Fund	(977,835)	1,084,862
Fidelity Equity-Income Fund	(1,031,201)	1,600,495
Fidelity Magellan Fund	848,132	(2,888,906)
Fidelity Stock Selector Fund	550,446	983,900
Spartan U.S. Equity Index Fund	29,530	73,109
Spartan Extended Market Index Fund Investor Class	(32,151)	2,530
Fidelity Contrafund	1,677,233	76,253
Fidelity Small Cap Independence Fund	(283,798)	46,454
Fidelity Overseas Fund	323,168	331,286
Fidelity Freedom Income Fund	(1,845)	4,500
Fidelity Freedom 2000 Fund	(1,688)	(184)
Fidelity Freedom 2010 Fund	13,072	48,972
Fidelity Freedom 2020 Fund	25,259	119,602
Fidelity Freedom 2030 Fund	38,181	101,980
Fidelity Freedom 2040 Fund	17,509	48,486
Fidelity Freedom 2050 Fund	282	108
Net appreciation in fair value	\$ 3,137,437	\$ 29,533,744

(4) Administrative Expenses

The administrative expenses of the Plan are paid by the Company to the Trustee. Expenses incurred by the Company totaled \$64,463 and \$64,235 for the years ended December 31, 2007 and 2006, respectively.

(5) Related Party Transactions

The Plan owned 175,973 shares of Markel Corporation common stock as of December 31, 2007, which had a cost basis of \$35,092,411 and a fair value of \$86,420,481. During the year, 17,850 shares of Markel Corporation common stock were purchased at a total cost of \$8,627,035 and 13,394 shares, with a cost basis of \$3,223,260, were sold for \$6,587,181.

Certain plan investments are shares of mutual funds with Fidelity Investments Institutional Services Company, Inc., an affiliate of the Plan's trustee, who is a party-in-interest.

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(6) Subsequent Event

As of April 1, 2008, all newly hired North American employees will automatically be enrolled in the Plan with an automatic contribution of 4% of compensation. Employees will receive notice before the automatic contribution begins. An employee may opt out of the automatic enrollment within 30 days of receiving the notice by either electing a different contribution percentage or electing not to contribute. If the employee does not direct their contributions, amounts will be invested in a Fidelity Freedom Fund based on the employee's age and target retirement date.

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Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2007

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, number of shares or units, rate of interest, collateral, par, or maturity value	Current value
Markel Corporation*	175,973 shares of Markel Corporation common stock, cost of \$35,092,411	\$ 86,420,481
Mutual funds:		
Fidelity Investments*	215,174 shares of Fidelity Magellan Fund	20,198,367
Fidelity Investments*	1,054,510 shares of Fidelity Puritan Fund	20,067,319
Fidelity Investments*	240,338 shares of Fidelity Contrafund	17,571,094
Fidelity Investments*	315,546 shares of Fidelity Equity-Income Fund	17,405,539
Fidelity Investments*	11,191,899 shares of Fidelity Retirement Money Market Portfolio	11,191,899
Fidelity Investments*	342,854 shares of Fidelity Stock Selector Fund	10,114,194
Fidelity Investments*	206,973 shares of Fidelity Overseas Fund	10,015,443
Fidelity Investments*	856,156 shares of Fidelity Intermediate Bond Fund	8,689,982
Fidelity Investments*	287,289 shares of Fidelity Freedom 2020 Fund	4,542,039
Fidelity Investments*	215,720 shares of Fidelity Small Cap Independence Fund	4,294,980
Fidelity Investments*	205,195 shares of Fidelity Freedom 2030 Fund	3,389,828
Fidelity Investments*	147,094 shares of Fidelity Freedom 2010 Fund	2,179,930
Fidelity Investments*	163,733 shares of Fidelity Freedom 2040 Fund	1,593,123
Fidelity Investments*	16,887 shares of Spartan U.S. Equity Index Fund	876,413
Fidelity Investments*	17,517 shares of Spartan Extended Market Index Fund Investor Class	671,266
Fidelity Investments*	39,882 shares of Fidelity Freedom 2000 Fund	493,340
Fidelity Investments*	23,931 shares of Fidelity Freedom Income Fund	274,011
Fidelity Investments*	11,572 shares of Fidelity Freedom 2050 Fund	132,273
	Total mutual funds	133,701,040
Participant loans*	\$1,508,408 in loan receivables from participants with interest rates ranging from 5.25% to 9.5%	1,508,408
	Total investments	\$ 221,629,929

* Party-in-interest
See accompanying independent auditors' report.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrative committee members of the Plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

MARKEL CORPORATION RETIREMENT SAVINGS
PLAN

By: /s/ PAMELA J. PERROTT
Administrative Committee Member

Date: June 19, 2008

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Exhibit Index

<u>Number</u>	<u>Description</u>
23	Consent of Independent Registered Public Accounting Firm