
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

- ☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2018
- 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
(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 has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 24, 2018 : 13,885,592

Markel Corporation
Form 10-Q
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets (dollars in thousands)

	June 30, 2018	December 31, 2017
	(unaudited)	
ASSETS		
Investments, at estimated fair value:		
Fixed maturities, available-for-sale (amortized cost of \$10,025,593 in 2018 and \$9,551,153 in 2017)	\$ 10,134,073	\$ 9,940,670
Equity securities, available-for-sale (cost of \$2,667,661 in 2017)	—	5,967,847
Equity securities (cost of \$2,787,763 in 2018)	6,069,245	—
Short-term investments, available-for-sale (estimated fair value approximates cost)	1,947,585	2,160,974
Total Investments	18,150,903	18,069,491
Cash and cash equivalents	1,945,370	2,198,459
Restricted cash and cash equivalents	299,026	302,387
Receivables	1,944,751	1,567,453
Reinsurance recoverable on unpaid losses	4,739,259	4,619,336
Reinsurance recoverable on paid losses	90,649	126,054
Deferred policy acquisition costs	508,214	465,569
Prepaid reinsurance premiums	1,266,916	1,099,757
Goodwill	1,784,667	1,777,464
Intangible assets	1,269,520	1,355,681
Other assets	1,247,756	1,223,365
Total Assets	\$ 33,247,031	\$ 32,805,016
LIABILITIES AND EQUITY		
Unpaid losses and loss adjustment expenses	\$ 13,628,941	\$ 13,584,281
Life and annuity benefits	1,033,461	1,072,112
Unearned premiums	3,695,040	3,308,779
Payables to insurance and reinsurance companies	422,423	324,304
Senior long-term debt and other debt (estimated fair value of \$3,088,000 in 2018 and \$3,351,000 in 2017)	3,024,306	3,099,230
Other liabilities	1,809,448	1,748,460
Total Liabilities	23,613,619	23,137,166
Redeemable noncontrolling interests	155,998	166,269
Commitments and contingencies		
Shareholders' equity:		
Common stock	3,387,121	3,381,834
Retained earnings	6,184,299	3,776,743
Accumulated other comprehensive income (loss)	(90,560)	2,345,571
Total Shareholders' Equity	9,480,860	9,504,148
Noncontrolling interests	(3,446)	(2,567)
Total Equity	9,477,414	9,501,581
Total Liabilities and Equity	\$ 33,247,031	\$ 32,805,016

See accompanying notes to consolidated financial statements.

MARKEL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income and Comprehensive Income (Loss) (Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<i>(dollars in thousands, except per share data)</i>				
OPERATING REVENUES				
Earned premiums	\$ 1,148,184	\$ 1,033,574	\$ 2,299,205	\$ 2,016,176
Net investment income	105,387	99,299	213,403	199,667
Net investment gains (losses):				
Other-than-temporary impairment losses	—	(604)	—	(3,817)
Net realized investment gains (losses), excluding other-than-temporary impairment losses	(7,642)	4,829	(8,588)	20,012
Change in fair value of equity securities	112,891	13,402	(9,161)	22,297
Net investment gains (losses)	105,249	17,627	(17,749)	38,492
Other revenues	628,193	330,993	1,067,625	638,909
Total Operating Revenues	1,987,013	1,481,493	3,562,484	2,893,244
OPERATING EXPENSES				
Losses and loss adjustment expenses	599,178	522,978	1,214,296	1,134,697
Underwriting, acquisition and insurance expenses	451,570	401,270	875,960	774,548
Amortization of intangible assets	29,641	18,026	58,464	34,796
Other expenses	595,343	298,756	997,473	581,389
Total Operating Expenses	1,675,732	1,241,030	3,146,193	2,525,430
Operating Income	311,281	240,463	416,291	367,814
Interest expense	36,702	31,797	76,761	65,199
Net foreign exchange gains	(86,158)	(879)	(64,044)	(974)
Income Before Income Taxes	360,737	209,545	403,574	303,589
Income tax expense	81,150	58,118	189,581	81,122
Net Income	279,587	151,427	213,993	222,467
Net income attributable to noncontrolling interests	1,356	1,767	68	2,938
Net Income to Shareholders	\$ 278,231	\$ 149,660	\$ 213,925	\$ 219,529
OTHER COMPREHENSIVE INCOME (LOSS)				
Change in net unrealized gains on available-for-sale investments, net of taxes:				
Net holding gains (losses) arising during the period	\$ (98,145)	\$ 190,069	\$ (215,067)	\$ 350,349
Reclassification adjustments for net gains included in net income	(5,891)	(222)	(5,077)	(9,391)
Change in net unrealized gains on available-for-sale investments, net of taxes	(104,036)	189,847	(220,144)	340,958
Change in foreign currency translation adjustments, net of taxes	(10,450)	1,962	(5,497)	3,507
Change in net actuarial pension loss, net of taxes	568	902	1,232	1,618
Total Other Comprehensive Income (Loss)	(113,918)	192,711	(224,409)	346,083
Comprehensive Income (Loss)	165,669	344,138	(10,416)	568,550
Comprehensive income attributable to noncontrolling interests	1,333	1,781	87	2,954
Comprehensive Income (Loss) to Shareholders	\$ 164,336	\$ 342,357	\$ (10,503)	\$ 565,596
NET INCOME PER SHARE				
Basic	\$ 20.01	\$ 10.34	\$ 15.75	\$ 14.25
Diluted	\$ 19.97	\$ 10.31	\$ 15.72	\$ 14.20

See accompanying notes to consolidated financial statements.

MARKEL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
(Unaudited)

<i>(in thousands)</i>	Common Shares	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests
December 31, 2016	13,955	\$ 3,368,666	\$ 3,526,395	\$ 1,565,866	\$ 8,460,927	\$ 6,484	\$ 8,467,411	\$ 73,678
Net income (loss)			219,529	—	219,529	(307)	219,222	3,245
Other comprehensive income			—	346,067	346,067	—	346,067	16
Comprehensive Income (Loss)					565,596	(307)	565,289	3,261
Issuance of common stock	24	359	—	—	359	—	359	—
Repurchase of common stock	(61)	—	(59,194)	—	(59,194)	—	(59,194)	—
Restricted stock units expensed	—	10,568	—	—	10,568	—	10,568	—
Adjustment of redeemable noncontrolling interests	—	—	(20,284)	—	(20,284)	—	(20,284)	20,284
Purchase of noncontrolling interest	—	(2,910)	—	—	(2,910)	(8,109)	(11,019)	(6,179)
Other	—	(453)	(200)	—	(653)	39	(614)	(4,353)
June 30, 2017	13,918	\$ 3,376,230	\$ 3,666,246	\$ 1,911,933	\$ 8,954,409	\$ (1,893)	\$ 8,952,516	\$ 86,691
December 31, 2017	13,904	\$ 3,381,834	\$ 3,776,743	\$ 2,345,571	\$ 9,504,148	\$ (2,567)	\$ 9,501,581	\$ 166,269
Cumulative effect of adoption of ASU No. 2014-09, net of taxes	—	—	325	—	325	—	325	—
Cumulative effect of adoption of ASU No. 2016-01, net of taxes	—	—	2,613,242	(2,613,242)	—	—	—	—
Cumulative effect of adoption of ASU No. 2018-02	—	—	(401,539)	401,539	—	—	—	—
Net income (loss)			213,925	—	213,925	(910)	213,015	978
Other comprehensive income (loss)			—	(224,428)	(224,428)	—	(224,428)	19
Comprehensive Income (Loss)					(10,178)	(910)	(11,088)	997
Issuance of common stock	4	2	—	—	2	—	2	—
Repurchase of common stock	(22)	—	(24,257)	—	(24,257)	—	(24,257)	—
Restricted stock units expensed	—	12,229	—	—	12,229	—	12,229	—
Adjustment of redeemable noncontrolling interests	—	—	5,414	—	5,414	—	5,414	(5,414)
Purchase of noncontrolling interest	—	(5,586)	—	—	(5,586)	—	(5,586)	(39)
Other	—	(1,358)	446	—	(912)	31	(881)	(5,815)
June 30, 2018	13,886	\$ 3,387,121	\$ 6,184,299	\$ (90,560)	\$ 9,480,860	\$ (3,446)	\$ 9,477,414	\$ 155,998

See accompanying notes to consolidated financial statements.

MARKEL CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2018	2017
	<i>(dollars in thousands)</i>	
OPERATING ACTIVITIES		
Net income	\$ 213,993	\$ 222,467
Adjustments to reconcile net income to net cash provided by operating activities	93,541	15,478
Net Cash Provided By Operating Activities	307,534	237,945
INVESTING ACTIVITIES		
Proceeds from sales of fixed maturities and equity securities	234,442	262,518
Proceeds from maturities, calls and prepayments of fixed maturities	374,719	676,023
Cost of fixed maturities and equity securities purchased	(1,185,375)	(939,314)
Net change in short-term investments	220,428	677,968
Additions to property and equipment	(52,388)	(35,578)
Acquisitions, net of cash acquired	(7,804)	(202,033)
Other	(29,661)	(2,808)
Net Cash Provided (Used) By Investing Activities	(445,639)	436,776
FINANCING ACTIVITIES		
Additions to senior long-term debt and other debt	109,113	29,898
Repayment of senior long-term debt and other debt	(180,158)	(139,564)
Repurchases of common stock	(24,257)	(59,194)
Purchase of noncontrolling interests	(7,058)	(18,068)
Distributions to noncontrolling interests	(5,815)	(4,345)
Other	(3,288)	(7,346)
Net Cash Used By Financing Activities	(111,463)	(198,619)
Effect of foreign currency rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	(6,882)	24,977
Increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents	(256,450)	501,079
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	2,500,846	2,085,164
CASH, CASH EQUIVALENTS, RESTRICTED CASH AND RESTRICTED CASH EQUIVALENTS AT END OF PERIOD	\$ 2,244,396	\$ 2,586,243

See accompanying notes to consolidated financial statements.

MARKEL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 . Summary of Significant Accounting Policies

Markel Corporation is a diverse financial holding company serving a variety of niche markets. Markel Corporation's principal business markets and underwrites specialty insurance products and programs. Through its wholly-owned subsidiary, Markel Ventures, Inc. (Markel Ventures), Markel Corporation also owns interests in various businesses that operate outside of the specialty insurance marketplace.

a) Basis of Presentation. The consolidated balance sheet as of June 30, 2018 and the related consolidated statements of income and comprehensive income (loss) for the quarters and six months ended June 30, 2018 and 2017, and the consolidated statements of changes in equity and cash flows for the six months ended June 30, 2018 and 2017 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, 2017 was derived from Markel Corporation's audited annual consolidated financial statements.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and include the accounts of Markel Corporation and its consolidated subsidiaries, as well as any variable interest entities (VIEs) that meet the requirements for consolidation (the Company). All significant intercompany balances and transactions have been eliminated in consolidation. The Company consolidates the results of its Markel Ventures subsidiaries on a one-month lag, with the exception of significant transactions or events that occur during the intervening period. Certain prior year amounts have been reclassified to conform to the current presentation.

The preparation of financial statements in accordance with 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 materially 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 2017 Annual Report on Form 10-K for a more complete description of the Company's business and accounting policies.

b) Foreign Currency Transactions. The U.S. Dollar is the Company's reporting currency and the primary functional currency of its foreign underwriting operations. The functional currencies of the Company's other foreign operations are the currencies of the primary economic environments in which the majority of their business is transacted.

Foreign currency transaction gains and losses are the result of exchange rate changes on transactions denominated in currencies other than the functional currency at each foreign entity. Monetary assets and liabilities are remeasured to the functional currency at current exchange rates, with resulting gains and losses included in net foreign exchange losses (gains) within net income. Non-monetary assets and liabilities are remeasured to the functional currency at historic exchange rates. Available-for-sale securities are recorded at fair value with resulting gains and losses, including the portion attributable to movements in exchange rates, included in the change in net unrealized gains on available-for-sale investments, net of taxes within other comprehensive income. While we attempt to naturally hedge our exposure to foreign currency fluctuations by matching assets and liabilities in currency, there is a financial statement mismatch between the gains or losses recorded in net income related to insurance reserves denominated in non-functional currencies and the gains or losses recorded in other comprehensive income related to the available-for-sale securities supporting the reserves.

Assets and liabilities of foreign operations denominated in a functional currency other than the U.S. Dollar are translated into the U.S. Dollar at current exchange rates, with resulting gains or losses included, net of taxes, in the change in foreign currency translation adjustments within other comprehensive income.

Historically, the Company also designated certain additional currencies, including the British Pound Sterling, the Euro, and the Canadian Dollar, as functional currencies within its foreign underwriting operations that were deemed to contain distinct and separable operations in those foreign economic environments. However, over time the Company's foreign underwriting operations have evolved and are now managed on a global basis. Effective January 1, 2018, management reassessed its functional currency determination as required by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 830, *Foreign Currency Matters*, and concluded that its foreign underwriting operations have evolved to function as an extension, or integral component, of the Company's global underwriting operations, and are no longer deemed to contain distinct and separable operations. As a result, more foreign currency denominated transactions are designated as non-functional, with related remeasurement gains and losses included in net income. The change in the Company's functional currency determination has been applied on a prospective basis in accordance with ASC 830. Therefore, any translation gains and losses that were previously recorded in accumulated other comprehensive income through December 31, 2017 remain unchanged as of June 30, 2018.

c) Revenue Recognition. Effective January 1, 2018, the Company adopted Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, and related amendments, which created a new comprehensive revenue recognition standard, ASC 606, that serves as a single source of revenue guidance for all contracts with customers to transfer goods or services or contracts for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards, such as insurance contracts. ASC 606 is not applicable to the Company's insurance premium revenues or revenues from its investment portfolio but is applicable to most of the Company's other revenues, as described below. See note 2 for further discussion of the impact of adopting this standard.

Other revenues primarily relate to the Company's Market Ventures segment and consist of revenues from the sale of products and services. Revenues are recognized when, or as, control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. All contracts with customers either have an original expected length of one year or less or the Company recognizes revenue at the amount for which it has a right to invoice for the products delivered or services performed. Certain customers may receive volume rebates or credits for products and services, which are accounted for as variable consideration. The Company estimates these amounts based on the expected amount to be provided to the customer and reduces revenues recognized by a corresponding amount. The Company does not expect significant changes to its estimates of variable consideration over the term of the contracts.

Payment terms for products and services vary by the type of product or service offered and the location of the customer, and payment is typically received at or shortly after the point of sale. For certain products, the Company requires partial payment in the form of a deposit before the products are delivered to the customer, which is included in other liabilities on the Company's consolidated balance sheet.

Product revenues are primarily generated from the sale of ornamental plants, equipment used in baking systems, portable dredges, over the road transportation equipment, flooring for the trucking industry, and residential homes. Most of the Company's product revenues are recognized when the products are shipped to the customer or the products arrive at the agreed upon destination with the end customer. Some of the Company's contracts include multiple performance obligations. For such arrangements, revenues are allocated to each performance obligation based on the relative standalone selling price, which is derived from amounts stated in the contract.

Service revenues are primarily generated by delivering healthcare services, retail intelligence, consulting services and investment management services. Service revenues are generally recognized over the term of the contracts based on hours incurred or as services are provided. Investment management fee income is recognized over the period in which investment management services are provided and is calculated and recognized monthly based on the net asset value of the accounts managed. In connection with the investment management services provided, the Company is also entitled to participate, on a fixed-percentage basis, in any net income generated in excess of an agreed-upon threshold as established by the underlying investment management agreements. In general, net income is calculated at the end of each calendar year and performance fees are payable annually. Performance fee income is recognized at the conclusion of the contractual performance period, when the uncertainty related to performance has been resolved.

2 . Recent Accounting Pronouncements

Effective January 1, 2018, the Company adopted FASB ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* and several other ASU's that were issued as amendments to ASU No. 2014-09, which apply to all contracts with customers to transfer goods or services or for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards. ASU No. 2014-09's core principle is that a company recognizes revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In adopting this standard, the Company is required to use more judgment and make more estimates than under the previous guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The Company adopted ASU No. 2014-09 using the modified retrospective method. Prior periods were not restated and a cumulative-effect adjustment of applying the new standard to all open contracts at January 1, 2018 was \$0.3 million, and is included as an adjustment to 2018 beginning retained earnings. The Company's other revenues for the quarter and six months ended June 30, 2018 and its receivables, other assets and other liabilities as of June 30, 2018 were not materially different from the amounts that would have been recognized under the previous guidance. ASU No. 2014-09 also requires expanded revenue disclosures which are included in note 8.

Effective January 1, 2018, the Company adopted FASB ASU No. 2016-01, *Financial Instruments (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities*. As a result of adoption of this ASU, equity instruments that do not result in consolidation and are not accounted for under the equity method are measured at fair value and any changes in fair value are recognized in net income. Previously, the Company's equity securities were classified as available-for-sale and changes in fair value were recorded in other comprehensive income. Upon adoption of this ASU, cumulative net unrealized gains on equity securities of \$2.6 billion, net of deferred income taxes of \$684.4 million, were reclassified from accumulated other comprehensive income into retained earnings. Prior periods have not been restated to conform to the current presentation. See note 4(e) for details regarding the change in net unrealized gains on equity securities included in net income for the quarter and six months ended June 30, 2018 and included in other comprehensive income (loss) for the quarter and six months ended June 30, 2017.

Effective January 1, 2018, the Company early adopted ASU No. 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. The ASU provides an option to reclassify tax effects remaining in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act (TCJA) to retained earnings. Upon enactment of the TCJA, the U.S. corporate tax rate was reduced from 35% to 21% and the Company's U.S. deferred tax balances were remeasured to the lower enacted U.S. corporate tax rate. U.S. GAAP requires the effects of changes in tax rates and laws on deferred tax balances to be recorded as a component of income tax expense in the period of enactment, even if the assets and liabilities relate to items of accumulated other comprehensive income. As a result of adopting the ASU, the Company reclassified \$401.5 million of previously recognized deferred taxes from accumulated other comprehensive income into retained earnings as of January 1, 2018.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The ASU requires lessees to record most leases on their balance sheets as a lease liability with a corresponding right-of-use asset, but continue to recognize the related leasing expense within net income. ASU No. 2016-02 becomes effective for the Company during the first quarter of 2019 and will be applied using a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. The Company's future minimum lease payments, which represent minimum annual rental commitments excluding taxes, insurance and other operating costs for noncancelable operating leases, and which will be subject to this new guidance, totaled \$311.7 million at December 31, 2017. Adoption of this standard will impact the Company's consolidated balance sheets but is not expected to have a material impact on the Company's results of operations or cash flows. The Company is currently evaluating ASU No. 2016-02 to determine the magnitude of the impact that adopting this standard will have on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The ASU replaces the current incurred loss model used to measure impairment losses with an expected loss model for trade, reinsurance, and other receivables as well as financial instruments measured at amortized cost. For available-for-sale debt securities, which are measured at fair value, the ASU requires entities to record impairments as an allowance, rather than a reduction of the amortized cost, as is currently required under the other-than-temporary impairment model. ASU No. 2016-13 becomes effective for the Company during the first quarter of 2020 and will be applied using a modified retrospective approach through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company is currently evaluating ASU No. 2016-13 to determine the potential impact that adopting this standard will have on its consolidated financial statements. Application of the new expected loss model for measuring impairment losses will not impact the Company's investment portfolio, none of which is measured at amortized cost, but will impact the Company's other financial assets, including its reinsurance recoverables. Upon adoption of this ASU, any impairment losses on the Company's available-for-sale debt securities will be recorded as an allowance, subject to reversal, rather than as a reduction in amortized cost.

The following ASU's relate to topics relevant to the Company's operations and were adopted effective January 1, 2018. These ASU's did not have a material impact on the Company's financial position, results of operations or cash flows:

- ASU No. 2016-16, *Income Taxes (Topic 740): Intra-entity Transfers of Assets Other Than Inventory*
- ASU No. 2017-07, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*
- ASU No. 2017-09, *Stock Compensation (Topic 718): Scope of Modification Accounting*

The following ASU is relevant to the Company's operations and is not yet effective. This ASU is not expected to have a material impact on the Company's financial position, results of operations or cash flows:

- ASU No. 2017-08, *Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*

3. Acquisitions

In November 2017, the Company completed its acquisition of 100% of the issued and outstanding common stock of State National Companies, Inc. (State National). Results attributable to State National's collateral protection insurance coverages are included in the Insurance segment, which was redefined during the first quarter of 2018. Results attributable to State National's program services (fronting) business are not included in a reportable segment. See note 6 for further discussion of the Company's reportable segments. Total consideration for this acquisition was \$918.8 million, all of which was cash consideration.

As of December 31, 2017, the purchase price was preliminarily allocated to the acquired assets and liabilities of State National based on estimated fair value at the acquisition date. During the first quarter of 2018, the Company completed the process of determining the fair value of the assets and liabilities acquired with State National. The Company recognized goodwill of \$379.2 million, none of which is expected to be deductible for income tax purposes. The Company also recognized indefinite lived intangible assets of \$32.0 million and other intangible assets of \$338.5 million, which are being amortized over a weighted average period of 13 years.

The following table summarizes the intangible assets recorded in connection with the acquisition, and as of June 30, 2018.

<i>(dollars in thousands)</i>	Amount	Economic Useful Life
Customer relationships	\$ 289,000	13 years
Trade names	22,500	13 years
Technology	27,000	Nine years
Insurance licenses	32,000	Indefinite
Intangible assets, before amortization, as of the acquisition date	370,500	
Amortization (from the acquisition date through June 30, 2018)	18,478	
Net intangible assets as of June 30, 2018	<u>\$ 352,022</u>	

4 . Investments

a) The following tables summarize the Company's available-for-sale investments. Commercial and residential mortgage-backed securities include securities issued by U.S. government-sponsored enterprises and U.S. government agencies.

	June 30, 2018				
<i>(dollars in thousands)</i>	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Unrealized Other-Than- Temporary Impairment Losses	Estimated Fair Value
Fixed maturities:					
U.S. Treasury securities	\$ 184,972	\$ 23	\$ (2,797)	\$ —	\$ 182,198
U.S. government-sponsored enterprises	360,192	5,719	(5,544)	—	360,367
Obligations of states, municipalities and political subdivisions	4,379,175	107,644	(33,843)	—	4,452,976
Foreign governments	1,454,335	113,963	(12,188)	—	1,556,110
Commercial mortgage-backed securities	1,668,547	668	(58,319)	—	1,610,896
Residential mortgage-backed securities	910,466	2,564	(20,875)	—	892,155
Asset-backed securities	30,229	1	(455)	—	29,775
Corporate bonds	1,037,677	25,776	(13,857)	—	1,049,596
Total fixed maturities	10,025,593	256,358	(147,878)	—	10,134,073
Short-term investments	1,948,806	203	(1,424)	—	1,947,585
Investments, available-for-sale	\$ 11,974,399	\$ 256,561	\$ (149,302)	\$ —	\$ 12,081,658

	December 31, 2017				
<i>(dollars in thousands)</i>	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Unrealized Other-Than- Temporary Impairment Losses	Estimated Fair Value
Fixed maturities:					
U.S. Treasury securities	\$ 162,378	\$ 54	\$ (1,819)	\$ —	\$ 160,613
U.S. government-sponsored enterprises	352,455	11,883	(818)	—	363,520
Obligations of states, municipalities and political subdivisions	4,381,358	193,120	(7,916)	—	4,566,562
Foreign governments	1,341,628	150,010	(2,410)	—	1,489,228
Commercial mortgage-backed securities	1,244,777	6,108	(16,559)	—	1,234,326
Residential mortgage-backed securities	846,916	14,115	(4,863)	—	856,168
Asset-backed securities	34,942	8	(222)	—	34,728
Corporate bonds	1,186,699	51,563	(2,737)	—	1,235,525
Total fixed maturities	9,551,153	426,861	(37,344)	—	9,940,670
Equity securities: ⁽¹⁾					
Insurance, banks and other financial institutions	899,324	1,209,162	(5,453)	—	2,103,033
Industrial, consumer and all other	1,768,337	2,110,959	(14,482)	—	3,864,814
Total equity securities	2,667,661	3,320,121	(19,935)	—	5,967,847
Short-term investments	2,161,017	26	(69)	—	2,160,974
Investments, available-for-sale	\$ 14,379,831	\$ 3,747,008	\$ (57,348)	\$ —	\$ 18,069,491

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale. Prior periods have not been restated to conform to the current presentation. See note 2.

b) The following tables summarize gross unrealized investment losses on available-for-sale investments by the length of time that securities have continuously been in an unrealized loss position.

	June 30, 2018					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Gross Unrealized Holding and Other-Than- Temporary Impairment Losses	Estimated Fair Value	Gross Unrealized Holding and Other-Than- Temporary Impairment Losses	Estimated Fair Value	Gross Unrealized Holding and Other-Than- Temporary Impairment Losses
<i>(dollars in thousands)</i>						
Fixed maturities:						
U.S. Treasury securities	\$ 102,764	\$ (1,397)	\$ 78,840	\$ (1,400)	\$ 181,604	\$ (2,797)
U.S. government-sponsored enterprises	115,354	(2,714)	94,301	(2,830)	209,655	(5,544)
Obligations of states, municipalities and political subdivisions	855,186	(15,141)	402,553	(18,702)	1,257,739	(33,843)
Foreign governments	328,049	(6,714)	75,799	(5,474)	403,848	(12,188)
Commercial mortgage-backed securities	962,732	(24,757)	497,169	(33,562)	1,459,901	(58,319)
Residential mortgage-backed securities	590,710	(14,181)	126,355	(6,694)	717,065	(20,875)
Asset-backed securities	14,389	(277)	14,316	(178)	28,705	(455)
Corporate bonds	401,878	(9,366)	153,196	(4,491)	555,074	(13,857)
Total fixed maturities	3,371,062	(74,547)	1,442,529	(73,331)	4,813,591	(147,878)
Short-term investments	177,977	(1,424)	—	—	177,977	(1,424)
Total	\$ 3,549,039	\$ (75,971)	\$ 1,442,529	\$ (73,331)	\$ 4,991,568	\$ (149,302)

At June 30, 2018, the Company held 1,120 fixed maturities with a total estimated fair value of \$5.0 billion and gross unrealized losses of \$149.3 million. Of these 1,120 securities, 275 securities had been in a continuous unrealized loss position for one year or longer and had a total estimated fair value of \$1.4 billion and gross unrealized losses of \$73.3 million. The Company does not intend to sell or believe it will be required to sell these fixed maturities before recovery of their amortized cost.

December 31, 2017						
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Gross Unrealized Holding and Other-Than-Temporary Impairment Losses	Estimated Fair Value	Gross Unrealized Holding and Other-Than-Temporary Impairment Losses	Estimated Fair Value	Gross Unrealized Holding and Other-Than-Temporary Impairment Losses
<i>(dollars in thousands)</i>						
Fixed maturities:						
U.S. Treasury securities	\$ 78,756	\$ (659)	\$ 78,298	\$ (1,160)	\$ 157,054	\$ (1,819)
U.S. government-sponsored enterprises	11,593	(79)	89,194	(739)	100,787	(818)
Obligations of states, municipalities and political subdivisions	80,654	(789)	404,814	(7,127)	485,468	(7,916)
Foreign governments	31,752	(452)	63,406	(1,958)	95,158	(2,410)
Commercial mortgage-backed securities	253,936	(1,980)	481,216	(14,579)	735,152	(16,559)
Residential mortgage-backed securities	157,508	(1,345)	148,960	(3,518)	306,468	(4,863)
Asset-backed securities	14,263	(123)	15,165	(99)	29,428	(222)
Corporate bonds	149,345	(863)	187,754	(1,874)	337,099	(2,737)
Total fixed maturities	777,807	(6,290)	1,468,807	(31,054)	2,246,614	(37,344)
Equity securities: ⁽¹⁾						
Insurance, banks and other financial institutions	60,848	(4,843)	1,291	(610)	62,139	(5,453)
Industrial, consumer and all other	78,552	(11,798)	11,243	(2,684)	89,795	(14,482)
Total equity securities	139,400	(16,641)	12,534	(3,294)	151,934	(19,935)
Short-term investments	369,104	(69)	—	—	369,104	(69)
Total	\$ 1,286,311	\$ (23,000)	\$ 1,481,341	\$ (34,348)	\$ 2,767,652	\$ (57,348)

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale. Prior periods have not been restated to conform to the current presentation. See note 2.

At December 31, 2017, the Company held 739 securities with a total estimated fair value of \$2.8 billion and gross unrealized losses of \$57.3 million. Of these 739 securities, 272 securities had been in a continuous unrealized loss position for one year or longer and had a total estimated fair value of \$1.5 billion and gross unrealized losses of \$34.3 million. Of these securities, 258 securities were fixed maturities and 14 were equity securities.

The Company completes a detailed analysis each quarter to assess whether the decline in the fair value of any investment below its cost basis is deemed other-than-temporary. All available-for-sale securities with unrealized losses are reviewed. The Company considers many factors in completing its quarterly review of securities with unrealized losses for other-than-temporary impairment, including the length of time and the extent to which fair value has been below cost and the financial condition and near-term prospects of the issuer.

For fixed maturities, the Company considers whether it intends to sell the security or if it is more likely than not that it will be required to sell the security before recovery, the implied yield-to-maturity, the credit quality of the issuer and the ability to recover all amounts outstanding when contractually due. For fixed maturities where the Company intends to sell the security or it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost, a decline in fair value is considered to be other-than-temporary and is recognized in net income based on the fair value of the security at the time of assessment, resulting in a new cost basis for the security. If the decline in fair value of a fixed maturity below its amortized cost is considered to be other-than-temporary based upon other considerations, the Company compares the estimated present value of the cash flows expected to be collected to the amortized cost of the security. The extent to which the estimated present value of the cash flows expected to be collected is less than the amortized cost of the security represents the credit-related portion of the other-than-temporary impairment, which is recognized in net income, resulting in a new cost basis for the security. Any remaining decline in fair value represents the non-credit portion of the other-than-temporary impairment, which is recognized in other comprehensive income. The discount rate used to calculate the estimated present value of the cash flows expected to be collected is the effective interest rate implicit for the security at the date of purchase. When assessing whether it intends to sell a fixed maturity or if it is likely to be required to sell a fixed maturity before recovery of its amortized cost, the Company evaluates facts and circumstances including decisions to reposition the investment portfolio, potential sales of investments to meet cash flow needs and, ultimately, current market prices.

Prior to the adoption of ASU No. 2016-01, equity securities were considered available-for-sale and were included in the analysis of other than temporary impairments. For equity securities, the ability and intent to hold the security for a period of time sufficient to allow for anticipated recovery was considered. A decline in fair value of equity securities that was considered to be other-than-temporary was recognized in net income based on the fair value of the security at the time of assessment, resulting in a new cost basis for the security.

c) The amortized cost and estimated fair value of fixed maturities at June 30, 2018 are shown below by contractual maturity.

<i>(dollars in thousands)</i>	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 222,476	\$ 221,579
Due after one year through five years	1,354,381	1,366,516
Due after five years through ten years	1,845,977	1,876,279
Due after ten years	3,993,517	4,136,873
	7,416,351	7,601,247
Commercial mortgage-backed securities	1,668,547	1,610,896
Residential mortgage-backed securities	910,466	892,155
Asset-backed securities	30,229	29,775
Total fixed maturities	\$ 10,025,593	\$ 10,134,073

d) The following table presents the components of net investment income.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest:				
Municipal bonds (tax-exempt)	\$ 20,287	\$ 22,758	\$ 41,222	\$ 45,130
Municipal bonds (taxable)	18,220	17,793	35,853	35,298
Other taxable bonds	39,548	36,296	77,017	71,184
Short-term investments, including overnight deposits	11,915	5,834	22,505	10,783
Dividends on equity securities	20,474	19,017	44,481	39,623
Income (loss) from equity method investments	(1,490)	1,802	288	6,395
Other	97	24	(13)	(205)
	109,051	103,524	221,353	208,208
Investment expenses	(3,664)	(4,225)	(7,950)	(8,541)
Net investment income	\$ 105,387	\$ 99,299	\$ 213,403	\$ 199,667

e) The following table presents net investment gains (losses) and the change in net unrealized gains on available-for-sale investments.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Realized gains on available-for-sale investments:				
Sales of fixed maturities	\$ 242	\$ 554	\$ 1,765	\$ 757
Sales of equity securities ⁽¹⁾	—	1,295	—	16,533
Other	810	4,259	891	4,826
Total realized gains	1,052	6,108	2,656	22,116
Realized losses on available-for-sale investments:				
Sales of fixed maturities	(7,706)	(412)	(8,198)	(602)
Sales of equity securities ⁽¹⁾	—	(786)	—	(1,216)
Other-than-temporary impairments	—	(604)	—	(3,817)
Other	(988)	(81)	(3,046)	(286)
Total realized losses	(8,694)	(1,883)	(11,244)	(5,921)
Net realized investment gains (losses)	(7,642)	4,225	(8,588)	16,195
Change in fair value of equity securities: ⁽¹⁾				
Change in fair value of equity securities sold during the period ⁽¹⁾	9,631	—	13,897	—
Change in fair value of equity securities held at the end of the period	103,260	13,402	(23,058)	22,297
Change in fair value of equity securities ⁽¹⁾	112,891	13,402	(9,161)	22,297
Net investment gains (losses)	\$ 105,249	\$ 17,627	\$ (17,749)	\$ 38,492
Change in net unrealized gains on available-for-sale investments included in other comprehensive income:				
Fixed maturities	\$ (143,593)	\$ 79,413	\$ (281,093)	\$ 84,060
Equity securities ⁽¹⁾	—	204,372	—	423,424
Short-term investments	5,499	133	(1,178)	6
Net increase (decrease)	\$ (138,094)	\$ 283,918	\$ (282,271)	\$ 507,490

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01. As a result, equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income; rather, all changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2.

5 . Fair Value Measurements

FASB ASC 820-10, *Fair Value Measurements and Disclosures*, establishes a three-level hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the assets or liabilities fall within different levels of the hierarchy, the classification is based on the lowest level input that is significant to the fair value measurement of the asset or liability.

Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value. The hierarchy requires the use of observable market data when available. The levels of the hierarchy are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities traded in active markets.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability and market-corroborated inputs.

Level 3 – Inputs to the valuation methodology are unobservable for the asset or liability and are significant to the fair value measurement.

In accordance with FASB ASC 820, the Company determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods, including the market, income and cost approaches. The Company uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The following section describes the valuation methodologies used by the Company to measure assets and liabilities at fair value, including an indication of the level within the fair value hierarchy in which each asset or liability is generally classified.

Investments available-for-sale and equity securities. Equity securities and available-for-sale investments are recorded at fair value on a recurring basis. Available-for-sale investments include fixed maturities and short-term investments. Short-term investments include certificates of deposit, commercial paper, discount notes and treasury bills with original maturities of one year or less. Fair value for investments available-for-sale and equity securities are determined by the Company after considering various sources of information, including information provided by a third party pricing service. The pricing service provides prices for substantially all of the Company's fixed maturities and equity securities. In determining fair value, the Company generally does not adjust the prices obtained from the pricing service. The Company obtains an understanding of the pricing service's valuation methodologies and related inputs, which include, but are not limited to, reported trades, benchmark yields, issuer spreads, bids, offers, duration, credit ratings, estimated cash flows and prepayment speeds. The Company validates prices provided by the pricing service by reviewing prices from other pricing sources and analyzing pricing data in certain instances.

The Company has evaluated the various types of securities in its investment portfolio to determine an appropriate fair value hierarchy level based upon trading activity and the observability of market inputs. Level 1 investments include those traded on an active exchange, such as the New York Stock Exchange. Level 2 investments include U.S. Treasury securities, U.S. government-sponsored enterprises, municipal bonds, foreign government bonds, commercial mortgage-backed securities, residential mortgage-backed securities, asset-backed securities and corporate debt securities. Level 3 investments include the Company's investments in insurance-linked securities funds (ILS Funds), as further described in note 11 , which are not traded on an active exchange and are valued using unobservable inputs.

Fair value for investments available-for-sale and equity securities is measured based upon quoted prices in active markets, if available. Due to variations in trading volumes and the lack of quoted market prices, fixed maturities are classified as Level 2 investments. The fair value of fixed maturities is normally derived through recent reported trades for identical or similar securities, making adjustments through the reporting date based upon available market observable data described above. If there are no recent reported trades, the fair value of fixed maturities may be derived through the use of matrix pricing or model processes, where future cash flow expectations are developed based upon collateral performance and discounted at an estimated market rate. Significant inputs used to determine the fair value of obligations of states, municipalities and political subdivisions, corporate bonds and obligations of foreign governments include reported trades, benchmark yields, issuer spreads, bids, offers, credit information and estimated cash flows. Significant inputs used to determine the fair value of commercial mortgage-backed securities, residential mortgage-backed securities and asset-backed securities include the type of underlying assets, benchmark yields, prepayment speeds, collateral information, tranche type and volatility, estimated cash flows, credit information, default rates, recovery rates, issuer spreads and the year of issue.

Due to the significance of unobservable inputs required in measuring the fair value of the Company's investments in the ILS Funds, these investments are classified as Level 3 within the fair value hierarchy. Changes in fair value of the ILS Funds are included in the change in fair value of equity securities in net income. The fair value of the securities are derived using their reported net asset value (NAV) as the primary input, as well as other observable and unobservable inputs as deemed necessary by management. Management has obtained an understanding of the inputs, assumptions, process, and controls used to determine NAV, which is calculated by an independent third party. Unobservable inputs to the NAV calculations include assumptions around premium earnings patterns and loss reserve estimates for the underlying securitized reinsurance contracts in which the ILS Funds invest. The Company's investments in the ILS Funds are redeemable annually as of January 1st of each calendar year.

The Company's valuation policies and procedures for Level 3 investments are determined by management. Fair value measurements are analyzed quarterly to ensure the change in fair value from prior periods is reasonable relative to management's understanding of the underlying investments, recent market trends and external market data, which includes the price of a comparable security and an insurance-linked security index.

Senior long-term debt and other debt. Senior long-term debt and other debt is carried at amortized cost with the estimated fair value disclosed on the consolidated balance sheets. Senior long-term debt and other debt is classified as Level 2 within the fair value hierarchy due to variations in trading volumes and the lack of quoted market prices. Fair value for senior long-term debt and other debt is generally derived through recent reported trades for identical securities, making adjustments through the reporting date, if necessary, based upon available market observable data including U.S. Treasury securities and implied credit spreads. Significant inputs used to determine the fair value of senior long-term debt and other debt include reported trades, benchmark yields, issuer spreads, bids and offers.

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The following tables present the balances of assets measured at fair value on a recurring basis by level within the fair value hierarchy.

	June 30, 2018			
<i>(dollars in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets:				
Investments:				
Fixed maturities, available-for-sale:				
U.S. Treasury securities	\$ —	\$ 182,198	\$ —	\$ 182,198
U.S. government-sponsored enterprises	—	360,367	—	360,367
Obligations of states, municipalities and political subdivisions	—	4,452,976	—	4,452,976
Foreign governments	—	1,556,110	—	1,556,110
Commercial mortgage-backed securities	—	1,610,896	—	1,610,896
Residential mortgage-backed securities	—	892,155	—	892,155
Asset-backed securities	—	29,775	—	29,775
Corporate bonds	—	1,049,596	—	1,049,596
Total fixed maturities, available-for-sale	—	10,134,073	—	10,134,073
Equity securities:				
Insurance, banks and other financial institutions	1,981,481	—	119,675	2,101,156
Industrial, consumer and all other	3,968,089	—	—	3,968,089
Total equity securities	5,949,570	—	119,675	6,069,245
Short-term investments, available-for-sale	1,853,387	94,198	—	1,947,585
Total investments	\$ 7,802,957	\$ 10,228,271	\$ 119,675	\$ 18,150,903

	December 31, 2017			
<i>(dollars in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets:				
Investments available-for-sale:				
Fixed maturities:				
U.S. Treasury securities	\$ —	\$ 160,613	\$ —	\$ 160,613
U.S. government-sponsored enterprises	—	363,520	—	363,520
Obligations of states, municipalities and political subdivisions	—	4,566,562	—	4,566,562
Foreign governments	—	1,489,228	—	1,489,228
Commercial mortgage-backed securities	—	1,234,326	—	1,234,326
Residential mortgage-backed securities	—	856,168	—	856,168
Asset-backed securities	—	34,728	—	34,728
Corporate bonds	—	1,235,525	—	1,235,525
Total fixed maturities	—	9,940,670	—	9,940,670
Equity securities: ⁽¹⁾				
Insurance, banks and other financial institutions	1,934,224	—	168,809	2,103,033
Industrial, consumer and all other	3,864,814	—	—	3,864,814
Total equity securities	5,799,038	—	168,809	5,967,847
Short-term investments	2,065,749	95,225	—	2,160,974
Total investments available-for-sale ⁽¹⁾	\$ 7,864,787	\$ 10,035,895	\$ 168,809	\$ 18,069,491

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale. Prior periods have not been restated to conform to the current presentation. See note 2.

The following table summarizes changes in Level 3 investments measured at fair value on a recurring basis.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Equity securities, beginning of period	\$ 151,398	\$ 178,043	\$ 168,809	\$ 191,203
Purchases	—	1,250	28,900	7,250
Sales	(6,401)	(1,303)	(34,653)	(26,674)
Total gains (losses) included in net income	(25,322)	5,923	(43,381)	12,134
Transfers into Level 3	—	—	—	—
Transfers out of Level 3	—	—	—	—
Equity securities, end of period	\$ 119,675	\$ 183,913	\$ 119,675	\$ 183,913
Change in fair value of equity securities included in net income relating to assets held at June 30, 2018 and 2017	\$ (25,322)	\$ 5,923	\$ (43,381)	\$ 12,134

There were no transfers into or out of Level 1 and Level 2 during the quarter and six months ended June 30, 2018 and 2017 .

The Company did not have any assets or liabilities measured at fair value on a non-recurring basis during the six months ended June 30, 2018 and 2017 .

6 . Segment Reporting Disclosures

In conjunction with the Company's continued growth and diversification, beginning in the first quarter of 2018 the Company's chief operating decision maker changed the way it reviews the Company's ongoing underwriting results. Effective January 1, 2018, the Company's chief operating decision maker reviews the Company's ongoing underwriting operations on a global basis in the following two segments: Insurance and Reinsurance. In determining how to allocate resources and assess the performance of its underwriting results, management considers many factors, including the nature of the insurance product sold, the type of account written and the type of customer served. The Insurance segment includes all direct business and facultative placements written across the Company. The Reinsurance segment includes all treaty reinsurance written across the Company. All investing activities related to the Company's underwriting operations are included in the Investing segment.

Also during the first quarter of 2018, the Company's chief operating decision maker changed the way it assesses the performance of and allocates resources to its Markel Ventures operations. Historically, the Company's chief operating decision maker reviewed and assessed the performance of each Markel Ventures business separately with no single business being individually significant. Following the continued growth in the Company's Markel Ventures operations, effective in the first quarter of 2018, the chief operating decision maker reviews and assesses Markel Ventures' performance in the aggregate, as a single operating segment. The Markel Ventures segment primarily consists of controlling interests in a diverse portfolio of businesses that operate in various industries.

The following table summarizes revenue from the Markel Ventures segment by major product grouping.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Markel Ventures:				
Products	\$ 472,323	\$ 217,175	\$ 766,459	\$ 414,239
Services	106,433	96,422	204,354	186,293
Total Markel Ventures	<u>\$ 578,756</u>	<u>\$ 313,597</u>	<u>\$ 970,813</u>	<u>\$ 600,532</u>

The Company's other operations include the results of the Company's legal and professional consulting services and the results of the Company's investment management services attributable to Markel CATCo Investment Management Ltd. Also included in the Company's other operations are results attributable to the run-off of acquired managing general agent operations and underwriting results for lines of business discontinued prior to, or in conjunction with, acquisitions, including run-off of life and annuity reinsurance business, which are monitored separately from the Company's ongoing underwriting operations. Effective November 17, 2017, the Company's other operations also include the results of the program services business acquired as part of the State National transaction. For purposes of segment reporting, none of the Company's other operations are considered to be reportable segments.

Segment profit for each of the Company's underwriting segments is measured by underwriting profit. The property and casualty insurance industry commonly defines underwriting profit as earned premiums net of losses and loss adjustment expenses and underwriting, acquisition and insurance expenses. Underwriting profit 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 investment gains. Segment profit for the Markel Ventures segment is measured by operating income.

For management reporting purposes, the Company allocates assets to its underwriting, investing, Markel Ventures, and other operations. Underwriting assets are all assets not specifically allocated to the Investing or Markel Ventures segments, or to the Company's other operations. Underwriting and investing assets are not allocated to the Insurance and Reinsurance segments since the Company does not manage its assets by underwriting segment. The Company does not allocate capital expenditures for long-lived assets to either of its underwriting segments for management reporting purposes.

a) The following tables summarize the Company's segment disclosures. Prior year amounts have been recast for consistency with the current year presentation.

	Quarter Ended June 30, 2018					
<i>(dollars in thousands)</i>	Insurance	Reinsurance	Investing	Markel Ventures	Other ⁽¹⁾	Consolidated
Gross premium volume	\$ 1,233,828	\$ 208,805	\$ —	\$ —	\$ 554,800	\$ 1,997,433
Net written premiums	1,001,126	178,729	—	—	751	1,180,606
Earned premiums	918,194	229,613	—	—	377	1,148,184
Losses and loss adjustment expenses:						
Current accident year	(610,634)	(145,992)	—	—	(48)	(756,674)
Prior accident years	139,485	18,525	—	—	(514)	157,496
Amortization of policy acquisition costs	(191,843)	(57,407)	—	—	—	(249,250)
Other operating expenses	(180,928)	(21,178)	—	—	(214)	(202,320)
Underwriting profit (loss)	74,274	23,561	—	—	(399)	97,436
Net investment income	—	—	105,195	192	—	105,387
Net investment gains	—	—	105,249	—	—	105,249
Other revenues	—	—	—	578,756	49,437	628,193
Other expenses ⁽²⁾	—	—	—	(555,833)	(39,510)	(595,343)
Amortization of intangible assets ⁽³⁾	—	—	—	(10,096)	(19,545)	(29,641)
Segment profit (loss)	\$ 74,274	\$ 23,561	\$ 210,444	\$ 13,019	\$ (10,017)	\$ 311,281
Interest expense						(36,702)
Net foreign exchange gains						86,158
Income before income taxes						\$ 360,737
U.S. GAAP combined ratio ⁽⁴⁾	92%	90%			NM ⁽⁵⁾	92%

(1) Other segment profit (loss) represents the total profit (loss) attributable to the Company's operations that are not included in a reportable segment as well as any amortization of intangible assets that is not allocated to a reportable segment.

(2) Other expenses for the Markel Ventures segment include depreciation expense of \$12.8 million for the quarter ended June 30, 2018 .

(3) Segment profit for the Markel Ventures segment includes amortization of intangible assets attributable to Markel Ventures. Amortization of intangible assets is not allocated to any other reportable segments.

(4) 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.

(5) NM - Ratio is not meaningful

	Quarter Ended June 30, 2017					
<i>(dollars in thousands)</i>	Insurance	Reinsurance	Investing	Markel Ventures	Other ⁽¹⁾	Consolidated
Gross premium volume	\$ 1,109,278	\$ 247,902	\$ —	\$ —	\$ (16)	\$ 1,357,164
Net written premiums	917,286	220,466	—	—	(95)	1,137,657
Earned premiums	804,189	229,480	—	—	(95)	1,033,574
Losses and loss adjustment expenses:						
Current accident year	(538,399)	(146,186)	—	—	—	(684,585)
Prior accident years	132,528	28,151	—	—	928	161,607
Amortization of policy acquisition costs	(160,388)	(53,086)	—	—	—	(213,474)
Other operating expenses	(163,480)	(24,181)	—	—	(135)	(187,796)
Underwriting profit	74,450	34,178	—	—	698	109,326
Net investment income	—	—	99,239	60	—	99,299
Net realized investment gains	—	—	17,627	—	—	17,627
Other revenues	—	—	—	313,597	17,396	330,993
Other expenses ⁽²⁾	—	—	—	(271,045)	(27,711)	(298,756)
Amortization of intangible assets ⁽³⁾	—	—	—	(6,956)	(11,070)	(18,026)
Segment profit (loss)	\$ 74,450	\$ 34,178	\$ 116,866	\$ 35,656	\$ (20,687)	\$ 240,463
Interest expense						(31,797)
Net foreign exchange gains						879
Income before income taxes						\$ 209,545
U.S. GAAP combined ratio ⁽⁴⁾	91%	85%			NM ⁽⁵⁾	89%

(1) Other segment profit (loss) represents the total profit (loss) attributable to the Company's operations that are not included in a reportable segment as well as any amortization of intangible assets that is not allocated to a reportable segment.

(2) Other expenses for the Markel Ventures segment include depreciation expense of \$9.6 million for the quarter ended June 30, 2017 .

(3) Segment profit for the Markel Ventures segment includes amortization of intangible assets attributable to Markel Ventures. Amortization of intangible assets is not allocated to any other reportable segments.

(4) 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.

(5) NM - Ratio is not meaningful

	Six Months Ended June 30, 2018					
<i>(dollars in thousands)</i>	Insurance	Reinsurance	Investing	Markel Ventures	Other ⁽¹⁾	Consolidated
Gross premium volume	\$ 2,327,190	\$ 701,138	\$ —	\$ —	\$ 1,015,989	\$ 4,044,317
Net written premiums	1,914,105	599,787	—	—	1,516	2,515,408
Earned premiums	1,821,045	477,577	—	—	583	2,299,205
Losses and loss adjustment expenses:						
Current accident year	(1,180,661)	(299,173)	—	—	(48)	(1,479,882)
Prior accident years	258,658	5,454	—	—	1,474	265,586
Amortization of policy acquisition costs	(371,328)	(119,827)	—	—	—	(491,155)
Other operating expenses	(350,899)	(33,308)	—	—	(598)	(384,805)
Underwriting profit	176,815	30,723	—	—	1,411	208,949
Net investment income	—	—	213,089	314	—	213,403
Net investment losses	—	—	(17,749)	—	—	(17,749)
Other revenues	—	—	—	970,813	96,812	1,067,625
Other expenses ⁽²⁾	—	—	—	(914,138)	(83,335)	(997,473)
Amortization of intangible assets ⁽³⁾	—	—	—	(20,193)	(38,271)	(58,464)
Segment profit (loss)	\$ 176,815	\$ 30,723	\$ 195,340	\$ 36,796	\$ (23,383)	\$ 416,291
Interest expense						(76,761)
Net foreign exchange gains						64,044
Income before income taxes						\$ 403,574
U.S. GAAP combined ratio ⁽⁴⁾	<u>90%</u>	<u>94%</u>			<u>NM ⁽⁵⁾</u>	<u>91%</u>

(1) Other segment profit (loss) represents the total profit (loss) attributable to the Company's operations that are not included in a reportable segment as well as any amortization of intangible assets that is not allocated to a reportable segment.

(2) Other expenses for the Markel Ventures segment include depreciation expense of \$25.5 million for the six months ended June 30, 2018 .

(3) Segment profit for the Markel Ventures segment includes amortization of intangible assets attributable to Markel Ventures. Amortization of intangible assets is not allocated to any other reportable segments.

(4) 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.

(5) NM - Ratio is not meaningful

	Six Months Ended June 30, 2017					
<i>(dollars in thousands)</i>	Insurance	Reinsurance	Investing	Markel Ventures	Other ⁽¹⁾	Consolidated
Gross premium volume	\$ 2,022,275	\$ 795,639	\$ —	\$ —	\$ 1	\$ 2,817,915
Net written premiums	1,687,803	710,062	—	—	21	2,397,886
Earned premiums	1,561,038	455,117	—	—	21	2,016,176
Losses and loss adjustment expenses:						
Current accident year	(1,031,135)	(291,796)	—	—	—	(1,322,931)
Prior accident years	225,414	(43,412)	—	—	6,232	188,234
Amortization of policy acquisition costs	(308,077)	(109,945)	—	—	—	(418,022)
Other operating expenses	(309,877)	(46,350)	—	—	(299)	(356,526)
Underwriting profit (loss)	137,363	(36,386)	—	—	5,954	106,931
Net investment income	—	—	199,564	103	—	199,667
Net investment gains	—	—	38,492	—	—	38,492
Other revenues	—	—	—	600,532	38,377	638,909
Other expenses ⁽²⁾	—	—	—	(522,357)	(59,032)	(581,389)
Amortization of intangible assets ⁽³⁾	—	—	—	(13,860)	(20,936)	(34,796)
Segment profit (loss)	\$ 137,363	\$ (36,386)	\$ 238,056	\$ 64,418	\$ (35,637)	\$ 367,814
Interest expense						(65,199)
Net foreign exchange gains						974
Income before income taxes						\$ 303,589
U.S. GAAP combined ratio ⁽⁴⁾	91%	108%			NM ⁽⁵⁾	95%

- (1) Other segment profit (loss) represents the total profit (loss) attributable to the Company's operations that are not included in a reportable segment as well as any amortization of intangible assets that is not allocated to a reportable segment.
- (2) Other expenses for the Markel Ventures segment include depreciation expense of \$19.0 million for the six months ended June 30, 2017.
- (3) Segment profit for the Markel Ventures segment includes amortization of intangible assets attributable to Markel Ventures. Amortization of intangible assets is not allocated to any other reportable segments.
- (4) 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.
- (5) NM - Ratio is not meaningful

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

<i>(dollars in thousands)</i>	June 30, 2018	December 31, 2017
Segment assets:		
Investing	\$ 20,303,090	\$ 20,317,160
Underwriting	6,955,342	6,828,048
Markel Ventures	1,936,966	1,900,728
Total segment assets	29,195,398	29,045,936
Other operations	4,051,633	3,759,080
Total assets	\$ 33,247,031	\$ 32,805,016

7. Unpaid Losses and Loss Adjustment Expenses

The following table presents a reconciliation of consolidated beginning and ending reserves for losses and loss adjustment expenses.

<i>(dollars in thousands)</i>	Six Months Ended June 30,	
	2018	2017
Net reserves for losses and loss adjustment expenses, beginning of year	\$ 8,964,945	\$ 8,108,717
Foreign currency movements	(20,554)	57,991
Adjusted net reserves for losses and loss adjustment expenses, beginning of year	8,944,391	8,166,708
Incurred losses and loss adjustment expenses:		
Current accident year	1,479,882	1,322,931
Prior accident years	(265,613)	(184,367)
Total incurred losses and loss adjustment expenses	1,214,269	1,138,564
Payments:		
Current accident year	195,873	186,138
Prior accident years	1,073,004	829,126
Total payments	1,268,877	1,015,264
Effect of foreign currency rate changes	(101)	2,333
Net reserves for losses and loss adjustment expenses of acquired insurance companies	—	12,702
Net reserves for losses and loss adjustment expenses, end of period	8,889,682	8,305,043
Reinsurance recoverable on unpaid losses	4,739,259	2,007,652
Gross reserves for losses and loss adjustment expenses, end of period	\$ 13,628,941	\$ 10,312,695

Effective March 31, 2017, reserves of \$69.1 million, were formally transferred to a third party by way of a Part VII transfer pursuant to the Financial Services and Markets Act 2000 of the United Kingdom. Upon completion of the transfer in the first quarter of 2017, the Company recognized a previously deferred gain of \$3.9 million, which is included in losses and loss adjustment expenses on the consolidated statement of income (loss) and comprehensive income (loss) for the six months ended June 30, 2017. This amount is excluded from the prior years' incurred losses and loss adjustment expenses for the six months ended June 30, 2017 in the above table as the deferred gain was included in other liabilities on the consolidated balance sheet as of December 31, 2016, rather than unpaid losses and loss adjustment expenses.

For the six months ended June 30, 2018, incurred losses and loss adjustment expenses included \$265.6 million of favorable development on prior years' loss reserves, which included \$211.9 million of favorable development on the Company's general liability, professional liability, worker's compensation and marine and energy product lines within the Insurance segment, and surety and marine and energy product lines within the Reinsurance segment.

For the six months ended June 30, 2017, incurred losses and loss adjustment expenses included \$184.4 million of favorable development on prior years' loss reserves, which included \$195.7 million of loss reserve redundancies on the Company's general liability, professional liability, marine and energy, personal lines business and worker's compensation product lines within the Insurance segment and property and whole account product lines within the Reinsurance segment. Redundancies for the six months ended June 30, 2017 were partially offset by \$85.0 million of adverse development resulting from a decrease in the discount rate, known as the Ogden Rate, used to calculate lump sum awards in United Kingdom bodily injury cases.

During the six months ended June 30, 2017, the Company recorded net reserves for losses and loss adjustment expenses of \$12.7 million as a result of the acquisition of SureTec.

8 . Other Revenues

The amount of revenues from contracts with customers included in other revenues on the consolidated statements of income and comprehensive income (loss) is \$581.4 million and \$307.1 million for the quarters ended June 30, 2018 and 2017 , respectively, and \$978.6 million and \$592.0 million for the six months ended June 30, 2018 and 2017 , respectively.

The following tables disaggregate revenues from contracts with customers by type.

<i>(dollars in thousands)</i>	Quarter Ended June 30,					
	2018			2017		
	Markel Ventures	Other	Total	Markel Ventures	Other	Total
Products	\$ 461,007	\$ —	\$ 461,007	\$ 204,839	\$ —	\$ 204,839
Services	94,035	8,972	103,007	85,617	7,348	92,965
Investment management	—	17,418	17,418	—	9,277	9,277
Total revenues from contracts with customers	555,042	26,390	581,432	290,456	16,625	307,081
Program services	—	22,635	22,635	—	—	—
Other	23,714	412	24,126	23,141	771	23,912
Total Other Revenues	\$ 578,756	\$ 49,437	\$ 628,193	\$ 313,597	\$ 17,396	\$ 330,993

<i>(dollars in thousands)</i>	Six Months Ended June 30,					
	2018			2017		
	Markel Ventures	Other	Total	Markel Ventures	Other	Total
Products	\$ 744,480	\$ —	\$ 744,480	\$ 389,572	\$ —	\$ 389,572
Services	181,477	17,896	199,373	165,229	18,534	183,763
Investment management	—	34,707	34,707	—	18,636	18,636
Total revenues from contracts with customers	925,957	52,603	978,560	554,801	37,170	591,971
Program services	—	43,332	43,332	—	—	—
Other	44,856	877	45,733	45,731	1,207	46,938
Total Other Revenues	\$ 970,813	\$ 96,812	\$ 1,067,625	\$ 600,532	\$ 38,377	\$ 638,909

The following table presents receivables and customer deposits related to our contracts with customers.

<i>(dollars in thousands)</i>	June 30, 2018	December 31, 2017
Receivables	\$ 277,624	\$ 176,865
Customer deposits	78,083	61,546

9 . Reinsurance

The following tables summarize the effect of reinsurance and retrocessional reinsurance on premiums written and earned.

(dollars in thousands)	Quarter Ended June 30,							
	2018				2017			
	Direct	Assumed	Ceded	Net Premiums	Direct	Assumed	Ceded	Net Premiums
Underwriting:								
Written	\$ 1,182,683	\$ 259,960	\$ (262,781)	\$ 1,179,862	\$ 1,046,833	\$ 310,331	\$ (219,507)	\$ 1,137,657
Earned	1,070,248	316,718	(239,152)	1,147,814	914,249	312,538	(193,213)	1,033,574
Program Services:								
Written	549,630	5,160	(554,046)	744	—	—	—	—
Earned	470,824	2,286	(472,740)	370	—	—	—	—
Consolidated:								
Written	1,732,313	265,120	(816,827)	1,180,606	1,046,833	310,331	(219,507)	1,137,657
Earned	\$ 1,541,072	\$ 319,004	\$ (711,892)	\$ 1,148,184	\$ 914,249	\$ 312,538	\$ (193,213)	\$ 1,033,574

(dollars in thousands)	Six Months Ended June 30,							
	2018				2017			
	Direct	Assumed	Ceded	Net Premiums	Direct	Assumed	Ceded	Net Premiums
Underwriting:								
Written	\$ 2,222,061	\$ 806,273	\$ (514,338)	\$ 2,513,996	\$ 1,896,317	\$ 921,598	\$ (420,029)	\$ 2,397,886
Earned	2,108,183	652,208	(461,665)	2,298,726	1,777,235	620,107	(381,166)	2,016,176
Program Services:								
Written	1,007,454	8,529	(1,014,571)	1,412	—	—	—	—
Earned	893,749	3,738	(897,008)	479	—	—	—	—
Consolidated:								
Written	3,229,515	814,802	(1,528,909)	2,515,408	1,896,317	921,598	(420,029)	2,397,886
Earned	\$ 3,001,932	\$ 655,946	\$ (1,358,673)	\$ 2,299,205	\$ 1,777,235	\$ 620,107	\$ (381,166)	\$ 2,016,176

Substantially all of the premium written and earned in the Company's fee-based program services business, which was acquired as part of the State National acquisition in November 2017, for the quarter and six months ended June 30, 2018 was ceded to third parties. The percentage of ceded earned premiums to gross earned premiums was 38% and 37% for the quarter and six months ended June 30, 2018 , respectively, and 16% for the quarter and six months ended June 30, 2017 . The percentage of assumed earned premiums to net earned premiums was 28% and 29% for the quarter and six months ended June 30, 2018 , respectively, and 30% and 31% , for the quarter and six months ended June 30, 2017 , respectively.

Substantially all of the incurred losses and loss adjustment expenses in the Company's program services business for the quarter and six months ended June 30, 2018 , which totaled \$373.3 million and \$629.6 million , respectively, were ceded to third parties. Incurred losses and loss adjustment expenses for the Company's underwriting operations were net of reinsurance recoverables (ceded incurred losses and loss adjustment expenses) of \$52.0 million and \$109.0 million for the quarters ended June 30, 2018 and 2017 , respectively, and \$223.8 million and \$208.6 million for the six months ended June 30, 2018 and 2017 , respectively.

10 . Income Taxes

The effective tax rate was 47% and 27% for the six months ended June 30, 2018 and 2017 , respectively. During the first quarter of 2018, the Company decided to make the election to have two of its most significant U.K. subsidiaries treated as domestic corporations for U.S. tax purposes. As a result, during the six months ended June 30, 2018, the Company recorded a \$102.0 million provision for deferred U.S. income taxes on the book and tax basis differences attributable to those subsidiaries, which added 25% to the effective tax rate. The Company continues to be indefinitely reinvested in its other foreign subsidiaries, with the exception of certain Bermuda-based subsidiaries.

The Company uses the estimated annual effective tax rate method for calculating its tax provision in interim periods. This method applies the Company's best estimate of the effective tax rate expected for the full year to year-to-date earnings before income taxes. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated (discrete items), are excluded from the estimated annual effective tax rate and the related tax expense or benefit is reported in the same period as the related item. The Company's estimated annual effective tax rate, which excludes the tax attributable to the change in tax status of the two U.K. subsidiaries, was 20% and 27% for the six months ended June 30, 2018 and 2017 , respectively. For the six months ended June 30, 2018 and 2017 , the estimated annual effective tax rate differs from the U.S. statutory tax rate of 21% and 35% , respectively, primarily as a result of tax-exempt investment income. The decrease in the estimated annual effective tax rate in 2018 compared to 2017 was primarily attributable to the TCJA, which reduced the U.S. corporate tax rate from 35% to 21% , partially offset by anticipating a smaller tax benefit from tax-exempt investment income in 2018 compared to 2017.

11 . Variable Interest Entities

Markel CATCo Investment Management Ltd. (MCIM), a wholly-owned consolidated subsidiary of the Company, is an insurance-linked securities investment fund manager and insurance manager headquartered in Bermuda. Results attributable to MCIM are not included in a reportable segment.

MCIM manages a mutual fund company and reinsurance company, both of which were organized under Bermuda law. The mutual fund company issues multiple classes of nonvoting, redeemable preference shares to investors through its funds (the Funds) and the Funds are primarily invested in nonvoting shares of the reinsurance company. The underwriting results of the reinsurance company are attributed to the Funds through the issuance of nonvoting preference shares.

The Funds and the reinsurance company are considered VIEs, as their preference shareholders have no voting rights. MCIM has the power to direct the activities that most significantly impact the economic performance of these entities, but does not have a variable interest in any of the entities. Except as described below, the Company is not the primary beneficiary of the Funds or the reinsurance company, as the Company's involvement is generally limited to that of an investment or insurance manager, receiving fees that are at market and commensurate with the level of effort required. Investment management fees earned by the Company from unconsolidated Funds were \$17.4 million and \$9.3 million for the quarters ended June 30, 2018 and 2017 , respectively, and \$34.7 million and \$18.6 million for the six months ended June 30, 2018 and 2017 , respectively. The Company is the sole investor in one of the Funds, the Markel Diversified Fund, and consolidates that fund as its primary beneficiary. The Company also holds an investment in another one of the Funds (\$26.4 million as of June 30, 2018) but does not have the obligation to absorb losses or right to receive benefits from the VIE that could potentially be significant to the VIE, and therefore does not consolidate that Fund.

As of June 30, 2018 , total assets of the Markel Diversified Fund were \$95.2 million and total liabilities were \$25.1 million . As of December 31, 2017 , total assets of the Markel Diversified Fund were \$170.3 million and total liabilities were \$62.7 million . The assets of the Markel Diversified Fund are available for use only by the Markel Diversified Fund, and are not available for use by the Company. Total assets of the Markel Diversified Fund include an investment in one of the unconsolidated Funds totaling \$93.2 million as of June 30, 2018 and \$168.2 million as of December 31, 2017 , which represents 2% of the outstanding preference shares of that fund as of June 30, 2018 and 7% as of December 31, 2017 . This investment is included in equity securities on the Company's consolidated balance sheets. At June 30, 2018 and December 31, 2017 , total liabilities of the Markel Diversified Fund included a \$24.9 million and \$62.5 million note payable, delivered as part of the consideration provided for its investment. The Company repaid \$37.5 million of the note payable in January 2018. Other than the note payable, any liabilities held by the Markel Diversified Fund have no recourse to the Company's general credit.

The Company also holds an investment in CATCo Reinsurance Opportunities Fund Ltd. (CROF), a limited liability closed-end fund listed on the London and Bermuda Stock Exchanges, which is not a VIE. This investment is included in equity securities on the Company's consolidated balance sheets. CROF is managed by MCIM and invests substantially all of its assets in one of the unconsolidated Funds. At June 30, 2018 and December 31, 2017, the fair value of the Company's investment in CROF was \$12.0 million and \$20.5 million, respectively.

The Company's exposure to risk from the unconsolidated Funds and the reinsurance company is generally limited to its investment and any earned but uncollected fees. The Company has not issued any investment performance guarantees to these VIEs or their investors. As of June 30, 2018, total investment and insurance assets under management of MCIM for unconsolidated VIEs were \$6.5 billion, which includes funds held that will be used to settle claims for incurred losses.

12. Shareholders' Equity

a) During the six months ended June 30, 2018, the Company repurchased 15,509 shares of common stock at a cost of \$17.6 million under a share repurchase program that was approved by the Company's Board of Directors in November 2013 (the 2013 Program). As of June 30, 2018, the Company had repurchased 199,244 shares of common stock at a cost of \$175.6 million under the 2013 Program. In May 2018, the Board of Directors approved a new share repurchase program that provides for the repurchase of up to \$300 million of common stock (the 2018 Program) to replace the 2013 Program. The 2018 Program has no expiration date but may be terminated by the Board of Directors at any time. As of June 30, 2018, the Company had repurchased 4,950 shares of common stock at a cost of \$5.5 million under the 2018 Program.

b) Net income per share was determined by dividing adjusted net income to shareholders by the applicable weighted average shares outstanding. Diluted net income per share is computed by dividing adjusted net income to shareholders by the weighted average number of common shares and dilutive potential common shares outstanding during the period.

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<i>(in thousands, except per share amounts)</i>				
Net income to shareholders	\$ 278,231	\$ 149,660	\$ 213,925	\$ 219,529
Adjustment of redeemable noncontrolling interests	363	(5,141)	5,414	(20,284)
Adjusted net income to shareholders	\$ 278,594	\$ 144,519	\$ 219,339	\$ 199,245
Basic common shares outstanding	13,925	13,977	13,929	13,987
Dilutive potential common shares from conversion of options	—	2	—	2
Dilutive potential common shares from conversion of restricted stock units and restricted stock	25	40	24	43
Diluted shares outstanding	13,950	14,019	13,953	14,032
Basic net income per share ⁽¹⁾	\$ 20.01	\$ 10.34	\$ 15.75	\$ 14.25
Diluted net income per share ⁽¹⁾	\$ 19.97	\$ 10.31	\$ 15.72	\$ 14.20

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2.

13 . Other Comprehensive Income (Loss)

Other comprehensive income (loss) includes net holding gains (losses) on available-for-sale investments arising during the period, changes in unrealized other-than-temporary impairment losses on fixed maturities arising during the period and reclassification adjustments for net gains included in net income. Other comprehensive income (loss) also includes changes in foreign currency translation adjustments and changes in net actuarial pension loss.

The following table presents the change in accumulated other comprehensive income (loss) by component, net of taxes and noncontrolling interests, for the six months ended June 30, 2018 and 2017 .

<i>(dollars in thousands)</i>	Unrealized Holding Gains on Available- for-Sale Securities	Foreign Currency	Net Actuarial Pension Loss	Total
December 31, 2016	\$ 1,714,930	\$ (84,406)	\$ (64,658)	\$ 1,565,866
Other comprehensive income before reclassifications	350,349	3,491	—	353,840
Amounts reclassified from accumulated other comprehensive income	(9,391)	—	1,618	(7,773)
Total other comprehensive income	340,958	3,491	1,618	346,067
June 30, 2017	\$ 2,055,888	\$ (80,915)	\$ (63,040)	\$ 1,911,933
December 31, 2017	\$ 2,477,973	\$ (74,003)	\$ (58,399)	\$ 2,345,571
Cumulative effect of adoption of ASU No. 2016-01	(2,615,734)	2,492	—	(2,613,242)
Cumulative effect of adoption of ASU No. 2018-02	401,539	—	—	401,539
Other comprehensive income (loss) before reclassifications	(215,067)	(5,516)	1,232	(219,351)
Amounts reclassified from accumulated other comprehensive loss ⁽¹⁾	(5,077)	—	—	(5,077)
Total other comprehensive income (loss)	(2,434,339)	(3,024)	1,232	(2,436,131)
June 30, 2018	\$ 43,634	\$ (77,027)	\$ (57,167)	\$ (90,560)

- ⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2.

The following table summarizes the tax expense (benefit) associated with each component of other comprehensive income (loss).

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Change in net unrealized gains on available-for-sale investments: ⁽¹⁾				
Net holding gains (losses) arising during the period	\$ (32,548)	\$ 93,935	\$ (60,778)	\$ 168,928
Reclassification adjustments for net gains (losses) included in net income	(1,566)	136	(1,349)	(2,396)
Change in net unrealized gains on available-for-sale investments	(34,114)	94,071	(62,127)	166,532
Change in foreign currency translation adjustments	(4,288)	(466)	(3,522)	(503)
Change in net actuarial pension loss	192	154	328	333
Total	\$ (38,210)	\$ 93,759	\$ (65,321)	\$ 166,362

- ⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2.

The following table presents the details of amounts reclassified from accumulated other comprehensive income (loss) into income, by component.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Unrealized holding gains on available-for-sale investments: ⁽¹⁾				
Other-than-temporary impairment losses	\$ —	\$ (604)	\$ —	\$ (3,817)
Net realized investment gains, excluding other-than-temporary impairment losses	7,457	690	6,426	15,604
Total before taxes	7,457	86	6,426	11,787
Income taxes	(1,566)	136	(1,349)	(2,396)
Reclassification of unrealized holding gains, net of taxes	\$ 5,891	\$ 222	\$ 5,077	\$ 9,391
Net actuarial pension loss:				
Underwriting, acquisition and insurance expenses	\$ (760)	\$ (1,056)	\$ (1,560)	\$ (1,951)
Income taxes	192	154	328	333
Reclassification of net actuarial pension loss, net of taxes	\$ (568)	\$ (902)	\$ (1,232)	\$ (1,618)

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2.

14. Contingencies

Aspen Holdings. In October 2010, the Company completed its acquisition of Aspen Holdings, Inc. (Aspen). As part of the consideration for that acquisition, Aspen shareholders received contingent value rights (CVRs), which are currently expected to result in the payment of additional cash consideration to CVR holders. Absent the litigation described below, the final amount to be paid to CVR holders would be determined after December 31, 2017, the CVR maturity date, based on, among other things, adjustments for the development of pre-acquisition loss reserves and loss sensitive profit commissions.

The CVR holder representative, Thomas Yeransian, has disputed the Company's estimation of the value of the CVRs. On September 15, 2016, Mr. Yeransian filed a suit alleging, among other things, that the Company is in default under the CVR agreement. The holder representative seeks: \$47.3 million in damages, which represents the unadjusted value of the CVRs; plus interest (\$12.7 million through June 30, 2018) and default interest (up to an additional \$11.0 million through June 30, 2018 , depending on the date any default occurred); and an unspecified amount of punitive damages, costs, and attorneys' fees.

At the initial hearing held February 21, 2017, the court stayed the proceedings and ordered the parties to discuss resolving the dispute pursuant to the independent CVR valuation procedure under the CVR agreement. The parties met on April 5, 2017, but were unsuccessful in reaching agreement on a process for resolving the dispute. The Company subsequently filed a motion to stay the litigation and compel arbitration, and, on July 31, 2017, the court issued an order granting that motion. Mr. Yeransian has filed a motion requesting that the court reconsider that order, and that motion is pending.

Management believes the holder representative's suit to be without merit and will vigorously defend against it. Further, management believes that any material loss resulting from the holder representative's suit to be remote and that the contractual contingent consideration payments related to the CVRs will not have a material impact on the Company's liquidity.

Markel Ventures. The Company has been reviewing events at one of its Markel Ventures products businesses. Since becoming aware of a matter late in the first quarter of 2018 related to the business's manufacture of products, the Company has conducted an investigation, reviewing the business's operations and developing remediation plans. Upon completion of its review during the second quarter of 2018, the Company recorded an expense of \$33.5 million in its results of operations for the period ended June 30, 2018. The amount recognized in the period represents management's best estimate of amounts currently considered probable including: remediation costs associated with the manufacture of products, costs associated with the investigation of this matter, a write down of inventory on hand and settlement costs related to pre-existing litigation. The Company also recorded an impairment charge of \$14.9 million which reduced the carrying value of intangible assets at this reporting unit to zero .

Final resolution of this matter could ultimately result in additional remediation and other costs, the amount of which cannot be estimated at this time, but which could have a material impact on the Company's income before income taxes. However, management does not expect this matter ultimately will have a material adverse effect on the Company's results of operations or financial condition. If a determination is made that additional costs associated with this matter are considered probable, these additional costs will be recognized as an expense in the Company's results of operations.

In addition, contingencies arise in the normal course of the Company's operations and are not expected to have a material impact on the Company's financial condition or results of operations.

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 its consolidated subsidiaries, as well as any variable interest entities that meet the requirements for consolidation (the Company).

Our Business

We are a diverse financial holding company serving a variety of niche markets. Our principal business markets and underwrites specialty insurance products. We 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 also own interests in various businesses that operate outside of the specialty insurance marketplace. Our financial goals are to earn consistent underwriting and operating profits and superior investment returns to build shareholder value.

Our business is comprised of the following types of operations:

- Underwriting - our underwriting operations are comprised of our risk-bearing insurance operations, which include the run-off of underwriting operations that were discontinued in conjunction with acquisitions
- Investing - our investing activities are primarily related to our underwriting operations
- Markel Ventures - our Markel Ventures operations include our controlling interests in a diverse portfolio of businesses that operate in various industries
- Program Services - our program services business serves as a fronting platform that provides other insurance companies access to the U.S. property and casualty insurance market
- Markel CATCo - our Markel CATCo operations include an investment fund manager that offers insurance-linked securities to investors

In conjunction with the continued growth and diversification of our business, beginning the first quarter of 2018 we changed the way we review our ongoing underwriting operations. Effective January 1, 2018, our chief operating decision maker allocates resources to and assesses the performance of our ongoing underwriting operations on a global basis in the following two segments: Insurance and Reinsurance. In determining how to monitor our underwriting results, we consider many factors, including the nature of the insurance product sold, the type of account written and the type of customer served. The Insurance segment includes all direct business and facultative placements written across the Company. The Reinsurance segment includes all treaty reinsurance written across the Company. Results for lines of business discontinued prior to, or in conjunction with, acquisitions, including development on asbestos and environmental loss reserves and the results attributable to the run-off of life and annuity reinsurance business, are monitored separately and are not included in a reportable segment. All investing activities related to our underwriting operations are included in the Investing segment.

Our Insurance segment includes both hard-to-place risks written outside of the standard market on an excess and surplus lines basis, unique and hard-to-place risks that must be written on an admitted basis due to marketing and regulatory reasons as well as our syndicate at Lloyd's of London (Lloyd's). Risks written in our Insurance segment are written on either a direct basis or a subscription basis, the latter of which means that the loss exposures brought into the market are typically insured by more than one insurance company or Lloyd's syndicate. When we write business in the subscription market, we prefer to participate as lead underwriter in order to control underwriting terms, policy conditions and claims handling. The following products are included in this segment: general liability, professional liability, primary and excess of loss property, including catastrophe-exposed property, personal property, workers' compensation, marine and energy liability coverages, specialty program insurance for well-defined niche markets, and liability and other coverages tailored for unique exposures. Business in this segment is written through our Markel Assurance, Markel Specialty and Markel International divisions. The Markel Assurance division writes commercial risks, on an excess and surplus lines basis as well as admitted and non-admitted basis, using a network of brokers managed on a regional basis. The Markel Specialty division writes program insurance and other specialty coverages for well-defined niche markets, primarily on an admitted basis. The Markel International division writes business worldwide from our London-based platform, which includes our syndicate at Lloyd's.

In November 2017, we completed the acquisition of State National Companies, Inc. (State National), a leading specialty provider of property and casualty insurance. The acquisition of State National adds a premier fronting platform to our insurance operations through which insurance products can be offered throughout the United States. State National also offers collateral protection insurance (CPI) to credit unions and regional banks. Results attributable to CPI business are included in the Insurance segment. Results attributable to the fee-based program services (fronting) operations are reported within our other operations, which are not included in a reportable segment.

In April 2017, we completed the acquisition of SureTec Financial Corp. (SureTec), a Texas-based privately held surety company primarily offering contract, commercial and court bonds. Results attributable to SureTec are included in the Insurance segment.

Our Reinsurance segment includes property, casualty and specialty treaty reinsurance products offered to other insurance and reinsurance companies globally through the broker market. Our treaty reinsurance offerings include both quota share and excess of loss reinsurance and are typically written on a participation basis, which means each reinsurer shares proportionally in the business ceded under the reinsurance treaty written. Principal lines of business include: property (including catastrophe-exposed property), professional liability, general casualty, credit, surety, auto, and workers' compensation. Our reinsurance product offerings are underwritten primarily by our Global Reinsurance division.

Through our wholly-owned subsidiary Markel Ventures, Inc. (Markel Ventures), we own interests in various businesses that, effective January 1, 2018, we monitor and report in the Markel Ventures segment. These businesses are viewed by management as separate and distinct from our insurance operations and are comprised of a diverse portfolio of businesses from different industries that offer various types of products and services to businesses and consumers, predominately in the United States. Our products group manufactures, builds or produces consumer and industrial products, such as equipment used in baking systems and food processing, portable dredges, over-the-road car haulers and equipment, laminated oak and composite wood flooring used in the trucking industry, dorm furniture, wall systems, medical casework and marine panels, storage and transportation equipment for specialty gas, ornamental plants and residential homes. The services group offers consumer and business services, such as leasing and management of manufactured housing communities, behavioral healthcare, concierge health programs, retail intelligence and management and technology consulting.

In August 2017, we acquired 81% of Costa Farms, a Florida-based privately held grower of house and garden plants. Results attributable to Costa Farms are included with our Markel Ventures segment.

Our other operations also include our Markel CATCo operations, which are conducted through Markel CATCo Investment Management Ltd. (MCIM). MCIM is an insurance-linked securities investment fund manager and reinsurance manager headquartered in Bermuda focused on building and managing highly diversified, collateralized retrocession and reinsurance portfolios covering global property catastrophe risks.

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 the following critical accounting estimates and assumptions quarterly: evaluating the adequacy of reserves for unpaid losses and loss adjustment expenses, life and annuity reinsurance benefit reserves, the reinsurance allowance for doubtful accounts and income tax liabilities, as well as analyzing the recoverability of deferred tax assets, estimating reinsurance premiums written and earned and evaluating the investment portfolio for other-than-temporary declines in estimated fair value. Critical accounting estimates and assumptions for goodwill and intangible assets are reviewed in conjunction with an acquisition and goodwill and indefinite-lived intangible assets are reassessed at least annually for impairment. Actual results may differ materially from the estimates and assumptions used in preparing the consolidated financial statements.

Readers are urged to review our 2017 Annual Report on Form 10-K for a more complete description of our critical accounting estimates.

Recent Changes to Significant Accounting Policies

Effective January 1, 2018, as a result of recent significant changes in economic facts and circumstances, management reassessed its functional currency determination as required by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 830, *Foreign Currency Matters*. As a result of the reassessment, the U.S. Dollar is the only functional currency for most of our foreign underwriting operations. Consequently, more foreign currency denominated transactions are designated as non-functional, with related remeasurement gains and losses included in net foreign exchange gains (losses) within net income. However, available-for-sale securities denominated in non-functional currencies are recorded at fair value with resulting gains and losses, including the portion attributable to movements in exchange rates, included in the change in net unrealized gains on available-for-sale investments, net of taxes, within other comprehensive income. As a result, while we attempt to naturally hedge our exposure to foreign currency fluctuations by matching assets and liabilities in currency, there is a financial statement mismatch between the gains or losses recorded in net income related to insurance reserves denominated in non-functional currencies and the gains or losses recorded in other comprehensive income related to the available-for-sale securities supporting the reserves. The change in our functional currency determination has been applied on a prospective basis in accordance with ASC 830. Therefore, any translation gains and losses that were previously recorded in accumulated other comprehensive income remain unchanged through December 31, 2017. See note 1 of the notes to consolidated financial statements for further details. The quarter ended June 30, 2018 included a pre-tax foreign exchange gain of \$86.2 million (\$68.0 million, net of taxes) compared to a pre-tax foreign exchange gain of \$0.9 million for the quarter ended June 30, 2017. The six months ended June 30, 2018 included a pre-tax foreign exchange gain of \$64.0 million (\$50.5 million, net of taxes) compared to a pre-tax foreign exchange gain of \$1.0 million for the six months ended June 30, 2017.

Recent Accounting Pronouncements

The FASB issued several accounting standards updates (ASUs) that became effective January 1, 2018.

The adoption of ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* and several other ASUs that were issued as amendments to ASU No. 2014-09 did not have a material impact on our consolidated financial position, results of operations or cash flows.

As a result of adopting ASU No. 2016-01, *Financial Instruments (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities*, changes in the fair value of equity securities are now recognized in net income rather than other comprehensive income. On January 1, 2018, cumulative net unrealized gains on equity securities of \$2.6 billion, net of deferred income taxes of \$684.4 million, were reclassified from accumulated other comprehensive income into retained earnings.

As a result of early adopting ASU No. 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, we elected to reclassify tax effects remaining in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act (TCJA) to retained earnings. Upon enactment of the TCJA, the U.S. corporate tax rate was reduced from 35% to 21% and our U.S. deferred tax balances were remeasured to the lower enacted U.S. corporate tax rate. U.S. GAAP requires the effects of changes in tax rates and laws on deferred tax balances to be recorded as a component of income tax expense in the period of enactment, even if the assets and liabilities relate to items of accumulated other comprehensive income. As a result of adopting the ASU, on January 1, 2018, previously recognized deferred taxes of \$401.5 million were reclassified from accumulated other comprehensive income into retained earnings.

Other ASUs that we expect have the most potential to significantly impact our consolidated financial position, results of operations or cash flows upon adoption and are currently evaluating are as follows:

- ASU No. 2016-02, *Leases (Topic 842)*
- ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*

See note 2 of the notes to consolidated financial statements for discussion of these ASUs and the expected effects on our consolidated financial position, results of operations and cash flows.

Key Performance Indicators

An important measure of our financial success is our ability to grow book value per share at a high rate of return over a long period of time. To mitigate the effects of short-term volatility, we measure ourselves over a five-year period. We believe that growth in book value per share is a comprehensive measure of our success because it includes all underwriting, investing and operating results. We measure underwriting results by our underwriting profit or loss and combined ratio. We measure investing results by our net investment income and net investment gains as well as our taxable equivalent total investment return. We measure Market Ventures' results, by its operating income and net income, as well as earnings before interest, income taxes, depreciation and amortization (EBITDA). These measures are discussed in greater detail under "Results of Operations."

As we have continued to expand and diversify our operations beyond underwriting and investing, we recognize that book value per share does not capture all of the economic value in our business, as a growing portion of our operations are not recorded at fair value or otherwise captured in book value. As a result, effective January 1, 2018, we also measure our financial success through the growth in the market price of a share of our stock, or total shareholder return. For the six months ended June 30, 2018, our share price decreased 5%.

Results of Operations

The following table presents the components of net income to shareholders.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Insurance segment underwriting profit	\$ 74,274	\$ 74,450	\$ 176,815	\$ 137,363
Reinsurance segment underwriting profit (loss)	23,561	34,178	30,723	(36,386)
Other underwriting profit (loss)	(399)	698	1,411	5,954
Net investment income	105,387	99,299	213,403	199,667
Net investment gains (losses) ⁽¹⁾	105,249	17,627	(17,749)	38,492
Other revenues	628,193	330,993	1,067,625	638,909
Other expenses	(595,343)	(298,756)	(997,473)	(581,389)
Amortization of intangible assets	(29,641)	(18,026)	(58,464)	(34,796)
Interest expense	(36,702)	(31,797)	(76,761)	(65,199)
Foreign exchange gain	86,158	879	64,044	974
Income tax expense	(81,150)	(58,118)	(189,581)	(81,122)
Net income attributable to noncontrolling interests	(1,356)	(1,767)	(68)	(2,938)
Net income to shareholders	\$ 278,231	\$ 149,660	\$ 213,925	\$ 219,529

⁽¹⁾ Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2 of the notes to consolidated financial statements.

The components of net income (loss) to shareholders are discussed in detail under "Underwriting Results," "Investing Results," "Other Revenues and Other Expenses" and "Interest Expense and Income Taxes."

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 for evaluating our underwriting performance. The 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. The combined ratio is the sum of the loss ratio and the expense ratio. A combined ratio less than 100% indicates an underwriting profit, while a combined ratio greater than 100% reflects an underwriting loss. The loss ratio represents the relationship of incurred losses and loss adjustment expenses to earned premiums. The expense ratio represents the relationship of underwriting, acquisition and insurance expenses to earned premiums.

Consolidated

The following table presents selected data from our underwriting operations.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Gross premium volume ⁽¹⁾	\$ 1,442,643	\$ 1,357,164	\$ 3,028,334	\$ 2,817,915
Net written premiums	1,180,606	1,137,657	2,515,408	2,397,886
Net retention ⁽¹⁾	82%	84%	83%	85%
Earned premiums	1,148,184	1,033,574	2,299,205	2,016,176
Losses and loss adjustment expenses	599,178	522,978	1,214,296	1,134,697
Underwriting, acquisition and insurance expenses	451,570	401,270	875,960	774,548
Underwriting profit	97,436	109,326	208,949	106,931

U.S. GAAP Combined Ratios

Insurance	92%	91%	90%	91%
Reinsurance	90%	85%	94%	108%
Markel Corporation (Consolidated)	92%	89%	91%	95%

(1) Gross premium volume and net retention for the quarter and six months ended June 30, 2018 exclude \$554.8 million and \$1.0 billion, respectively, of gross written premium attributable to our program services business, substantially all of which was ceded.

Our combined ratio was 92% and 91% for the quarter and six months ended June 30, 2018 compared to 89% and 95% for the same periods of 2017.

The increase in the consolidated combined ratio for the quarter ended June 30, 2018 was driven by the impact of higher earned premiums in our Insurance segment which reduced the benefit of our prior accident years' loss ratio to the combined ratio. A favorable impact from higher earned premium on the expense ratio was offset by higher expenses within both of our underwriting segments.

The decrease in the consolidated combined ratio for the six months ended June 30, 2018 was driven by more favorable development on prior accident years' loss reserves and a decrease in the current accident year loss ratio across both of our underwriting segments. The consolidated combined ratio for the six months ended June 30, 2017 included \$85.0 million, or four points on the consolidated combined ratio, of adverse development on prior years' loss reserves resulting from a decrease in the discount rate, known as the Ogden Rate, used to calculate lump sum awards in United Kingdom (U.K.) bodily injury cases. The effect of the rate change was most impactful to our U.K. auto casualty exposures through reinsurance contracts written in our Reinsurance segment. We ceased writing new U.K. auto business in late 2014.

Insurance Segment

The combined ratio for the Insurance segment was 92% and 90% for the quarter and six months ended June 30, 2018 , respectively, compared to 91% for the same periods of 2017 .

For the quarter ended June 30, 2018 , the increase in the combined ratio was driven by the impact of higher earned premiums in 2018 compared to 2017 which reduced the benefit of our prior accident years' loss ratio to the combined ratio.

- The current accident year loss ratio for the quarter ended June 30, 2018 was flat compared to the prior year period. Favorable impacts from our new surety and lender services businesses, which were acquired in 2017 and carry a lower loss ratio than other products in the segment and the impact of large losses on our property product lines in 2017 were offset by higher attritional losses in the second quarter of 2018 compared to 2017 on our marine and energy product lines.
- The Insurance segment's combined ratio for the quarter ended June 30, 2018 included \$139.5 million of favorable development on prior accident years' loss reserves compared to \$132.5 million for the same period in 2017. Despite more favorable development on prior years' loss reserves in 2018, the benefit to our prior years' loss ratio was reduced given the impact of higher earned premiums. The increase in favorable development was primarily due to more favorable development on our workers' compensation and general liability product lines, partially offset by adverse development on our property product lines in 2018 compared to 2017. For the quarter ended June 30, 2018, favorable development was most significant on our workers' compensation product lines, primarily on the 2015 to 2017 accident years, general liability and marine and energy product lines across several accident years and professional liability product lines, primarily on the 2016 accident year. The favorable development on prior years' loss reserves in the second quarter of 2017 was most significant on our general liability, workers' compensation and professional liability product lines.
- The expense ratio was flat compared to the prior year, primarily due to an unfavorable impact from our new surety business, which carries a higher expense ratio than other products in the segment, and from our new lender services business, as well as higher profit sharing in the second quarter of 2018 compared to 2017. These increases were offset by the favorable impact from higher earned premiums in the second quarter of 2018 compared to 2017. The expense ratio for the quarter ended June 30, 2017 also included non-recurring acquisition-related expenses.

For the six months ended June 30, 2018 , the decrease in the combined ratio was driven by a lower current accident year loss ratio.

- The current accident year loss ratio for the six months ended June 30, 2018 decreased compared to the prior year period primarily due to the impact of large losses on our property product lines in 2017 and a favorable impact from our new surety and lender services businesses, which were acquired in 2017 and carry a lower loss ratio than other products in the segment.
- The Insurance segment's combined ratio for the six months ended June 30, 2018 included \$258.7 million of favorable development on prior accident years' loss reserves compared to \$225.4 million for the same period in 2017. Despite more favorable development on prior years' loss reserves in 2018, the benefit to our prior years' loss ratio was reduced given the impact of higher earned premiums. The increase in favorable development was primarily due to more favorable development on our workers compensation and marine and energy product lines, partially offset by less favorable development on our property product lines in 2018 compared to 2017. For the six months ended June 30, 2018, favorable development was most significant on our general liability, workers compensation and professional liability product lines across several accident years and on our marine and energy product lines, primarily on the 2015 to 2017 accident years. The favorable development on prior years' loss reserves in 2017 was most significant on our general liability, workers compensation, personal lines, professional liability and marine and energy product lines.
- The expense ratio was flat compared to the prior year. The favorable impact from higher earned premiums was offset by an unfavorable impact from our new surety business, which carries a higher expense ratio than other products in the segment, and from our new lender services business.

Reinsurance Segment

The combined ratio for the Reinsurance segment was 90% and 94% for the quarter and six months ended June 30, 2018, respectively, compared to 85% and 108% for the same period of 2017.

For the quarter ended June 30, 2018 the increase in the combined ratio was driven by less favorable development on prior accident years' loss reserves.

- The Reinsurance segment's combined ratio for the quarter ended June 30, 2018 included \$18.5 million of favorable development on prior accident years' loss reserves compared to \$28.2 million of favorable development in 2017. The decrease in favorable development was primarily due to less favorable development on our whole account product line in the second quarter of 2018 compared to 2017. In 2018, prior years' loss reserves also included \$4.7 million of adverse development, or two points on the Reinsurance segment combined ratio, related to the 2017 catastrophes. These decreases in favorable development were partially offset by more favorable development on our surety and marine and energy product lines. Favorable development in 2018 was most significant on our marine and energy product lines, primarily on the 2013 and 2014 accident years. Favorable development on prior years' loss reserves in 2017 was most significant on our whole account product line.
- The expense ratio increased slightly for the quarter ended June 30, 2018 compared to the same period of 2017. Higher commissions as a result of higher earned premiums on our quota share business, which carries higher commission rates than other business in the Reinsurance segment, in 2018 compared to 2017 were largely offset by lower profit sharing expenses in 2018 compared to 2017.

For the six months ended June 30, 2018 the decrease in the combined ratio was driven by favorable development on prior accident years' loss reserves, a lower expense ratio and lower current accident year loss ratio.

- The decrease in the current accident year loss ratio for the six months ended June 30, 2018, was primarily due to higher earned premiums as a result of net favorable premium adjustments in 2018 compared to net unfavorable premium adjustments in 2017. In 2018, favorable premium adjustments were partially offset by additional ceded reinstatement premiums related to the 2017 catastrophes.
- The Reinsurance segment's combined ratio for the six months ended June 30, 2018 included \$5.5 million of favorable development on prior accident years' loss reserves compared to \$43.4 million of adverse development in 2017. In 2018, prior years' loss reserves included \$17.0 million of adverse development, or four points on the Reinsurance segment combined ratio, related to the 2017 catastrophes. In 2017, prior years' loss reserves included \$85.0 million of adverse development, or 19 points on the Reinsurance segment combined ratio, related to the decrease in the Ogden Rate. We also experienced less favorable development on our whole account product lines in 2018 compared to 2017, adverse development on our property product lines in 2018 compared to favorable development on these lines in 2017 and more adverse development on our general liability product lines in 2018. Favorable development in 2018 was most significant on our surety product lines, primarily on the 2013 and 2015 accident years, and on our marine and energy product lines across several accident years. Favorable development on prior years' loss reserves in 2017 was most significant on our whole account product line and on our property product lines.
- The expense ratio decreased for the six months ended June 30, 2018 compared to the same period of 2017. Lower profit sharing expenses in 2018 were partially offset by higher commissions as a result of higher earned premiums on our quota share business in 2018 compared to 2017.

Premiums and Net Retentions

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

Gross Premium Volume

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Insurance	\$ 1,233,828	\$ 1,109,278	\$ 2,327,190	\$ 2,022,275
Reinsurance	208,805	247,902	701,138	795,639
Other	10	(16)	6	1
Total Underwriting	1,442,643	1,357,164	3,028,334	2,817,915
Other - Program Services	554,790	—	1,015,983	—
Total	\$ 1,997,433	\$ 1,357,164	\$ 4,044,317	\$ 2,817,915

Gross premium volume in our underwriting operations for the quarter and six months ended June 30, 2018 increased 6% and 7% compared to the same periods of 2017. The increase in gross premium volume for the both the quarter and six months ended June 30, 2018 was attributable to an increase in gross premium volume within our Insurance segment. Also impacting consolidated gross premium volume for the quarter and six months ended June 30, 2018 was \$554.8 million and \$1.0 billion, respectively, of gross premiums written through our program services business acquired as part of the State National transaction in 2017, which is not included in our underwriting operations. Substantially all gross premiums written in our program services business were ceded to third parties for both the quarter and six months ended June 30, 2018.

Gross premium volume in our Insurance segment increased 11% and 15% for the quarter and six months ended June 30, 2018, respectively. The increase in gross premium volume for the both the quarter and six months ended June 30, 2018 was driven by growth within our general liability, professional liability and personal lines product lines, as well as increased premiums from our new surety and collateral protection businesses which were acquired in 2017.

Gross premium volume in our Reinsurance segment decreased 16% and 12% for the quarter and six months ended June 30, 2018, respectively. The decrease in gross premium volume for the quarter ended June 30, 2018 was driven by lower gross premium volume in our general liability and property product lines, primarily due to an unfavorable impact from the timing of renewals on multi-year contracts and non-renewals, partially offset by higher gross premium volume in our credit and surety product lines. The decrease in gross premium volume for the six months ended June 30, 2018 was driven by a large specialty quota share treaty entered into in the first quarter of 2017 that did not renew in 2018, as well as lower gross premium volume in our property product lines, primarily due to two contracts that did not renew. These decreases were partially offset by higher gross premium volume in our credit and surety, professional liability, workers compensation and general liability product lines. Significant variability in gross premium volume can be expected in our Reinsurance segment due to individually significant contracts and multi-year contracts.

Following the high level of natural catastrophes that occurred in the third and fourth quarters of 2017, beginning in the first quarter of 2018 and continuing through the second quarter of 2018, we saw more favorable rates, particularly on our catastrophe exposed and loss affected business. We are also seeing more stabilized pricing on our other product lines and continue to see improved pricing in most reinsurance lines of business. Despite stabilization of prices on certain product lines during the last several years, we still consider the overall property and casualty insurance market to be soft. When we believe the prevailing market price will not support our underwriting profit targets, the business is not written. As a result of our underwriting discipline, gross premium volume may vary when we alter our product offerings to maintain or improve underwriting profitability.

Net Written Premiums

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<i>(dollars in thousands)</i>				
Insurance	\$ 1,001,126	\$ 917,286	\$ 1,914,105	\$ 1,687,803
Reinsurance	178,729	220,466	599,787	710,062
Other	7	(95)	104	21
Total Underwriting	1,179,862	1,137,657	2,513,996	2,397,886
Other - Program Services	744	—	1,412	—
Total	\$ 1,180,606	\$ 1,137,657	\$ 2,515,408	\$ 2,397,886

Net retention of gross premium volume for our underwriting operations for the quarter and six months ended June 30, 2018 was 82% and 83% , respectively, compared to 84% and 85% for the same periods of 2017 . The decrease in net retention within the Insurance segment for the quarter and six months ended June 30, 2018 compared to the same periods of 2017 was primarily driven by lower retention on our classic car business and higher ceded premiums on our marine and energy product lines due to ceded reinstatement premiums related to a large loss. The decrease in net retention within the Reinsurance segment for the quarter and six months ended June 30, 2018 compared to the same periods of 2017 was primarily driven by higher cessions on our property product lines. The decrease in net retention within the Reinsurance segment for the six months ended June 30, 2018 compared to the same period of 2017 was also impacted by additional ceded reinstatement premiums on the 2017 catastrophes.

Earned Premiums

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<i>(dollars in thousands)</i>				
Insurance	\$ 918,194	\$ 804,189	\$ 1,821,045	\$ 1,561,038
Reinsurance	229,613	229,480	477,577	455,117
Other	7	(95)	104	21
Total Underwriting	1,147,814	1,033,574	2,298,726	2,016,176
Other - Program Services	370	—	479	—
Total	\$ 1,148,184	\$ 1,033,574	\$ 2,299,205	\$ 2,016,176

Earned premiums for the quarter and six month s ended June 30, 2018 increased 11% and 14%, respectively, compared to the same periods of 2017 . The increase in earned premiums for both the quarter and six months ended June 30, 2018 was primarily attributable to an increase in earned premiums within our Insurance segment. The increase in earned premiums in our Insurance segment for both periods was primarily due to the increase in gross premium volume as described above. The increase in earned premiums in our Reinsurance segment for the six months ended June 30, 2018 was primarily due to higher gross written premium in 2017 on several product lines.

Investing Results

The following table summarizes our investment performance.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net investment income	\$ 105,387	\$ 99,299	\$ 213,403	\$ 199,667
Net investment gains (losses) ⁽¹⁾	\$ 105,249	\$ 17,627	\$ (17,749)	\$ 38,492
Change in net unrealized investment gains on available-for-sale securities	\$ (138,094)	\$ 283,918	\$ (282,271)	\$ 507,490
Investment yield ⁽²⁾	0.7%	0.6%	1.3 %	1.3%
Taxable equivalent total investment return, before foreign currency effect			0.0 %	4.3%
Taxable equivalent total investment return			(0.1)%	4.8%

(1) Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities are now recognized in net income. Prior periods have not been restated to conform to the current presentation. See note 2 of the notes to consolidated financial statements.

(2) Investment yield reflects net investment income as a percentage of monthly average invested assets at cost.

The increase in net investment income for the quarter and six months ended June 30, 2018 was driven by an increase in short-term investment income, primarily due to higher short-term interest rates, and higher dividend income due to increased equity holdings and dividend rates. See note 4 (d) of the notes to consolidated financial statements for details regarding the components of net investment income.

As a result of adopting ASU No. 2016-01, net investment gains for the quarter included an increase in the fair value of equity securities of \$112.9 million . Net investment losses for the six months ended June 30, 2018 included a decrease in the fair value of equity securities of \$9.2 million .

For the quarter and six months ended June 30, 2017 , the increase in the fair value of equity securities, which totaled \$204.4 million and \$423.4 million , respectively, was included in the change in net unrealized investment gains in other comprehensive income. See note 4 (e) of the notes to consolidated financial statements for details regarding the components of net investment gains and the change in net unrealized gains on investments.

There were no write downs for other-than-temporary declines in the estimated fair value of investments for the quarter and six months ended June 30, 2018. Net realized investment gains for the quarter and six months ended June 30, 2017 included write downs for other-than-temporary declines in the estimated fair value of investments of \$0.6 million and \$3.8 million , respectively, all of which were attributable to equity securities. We complete a detailed analysis each quarter to assess whether the decline in the fair value of any investment below its cost basis is deemed other-than-temporary. At June 30, 2018 , we held fixed maturities with gross unrealized losses of \$149.3 million , or less than 1% of invested assets. All available-for-sale securities with unrealized losses were reviewed, and we believe that there were no securities with indications of declines in estimated fair value that were other-than-temporary at June 30, 2018 . However, given the volatility in the debt market, we caution readers that further declines in fair value could be significant and may result in additional other-than-temporary impairment charges in future periods. Variability in the timing of realized and unrealized gains and losses is to be expected.

We also evaluate our investment performance by analyzing taxable equivalent total investment return, which is a non-GAAP financial measure. Taxable equivalent total investment return includes items that impact net income, such as coupon interest on fixed maturities, dividends on equity securities and realized investment gains or losses, as well as changes in unrealized gains or losses on available-for-sale securities, which do not impact net income. Certain items that are included in net investment income have been excluded from the calculation of taxable equivalent total investment return, such as amortization and accretion of premiums and discounts on our fixed maturity portfolio, to provide a comparable basis for measuring our investment return against industry investment returns. The calculation of taxable equivalent total investment return also includes the current tax benefit associated with income on certain investments that is either taxed at a lower rate than the statutory income tax rate or is not fully included in federal taxable income. We believe the taxable equivalent total investment return is a better reflection of the economics of our decision to invest in certain asset classes. We focus on our long-term investment return, understanding that the level of realized and unrealized investment gains or losses may vary from one period to the next.

The following table reconciles investment yield to taxable equivalent total investment return.

	Six Months Ended June 30,	
	2018	2017
Investment yield ⁽¹⁾	1.3 %	1.3 %
Adjustment of investment yield from amortized cost to fair value	(0.3)%	(0.2)%
Net amortization of net premium on fixed maturities	0.2 %	0.2 %
Net investment gains (losses) and change in net unrealized investment gains on available-for-sale securities	(1.3)%	2.9 %
Taxable equivalent effect for interest and dividends ⁽²⁾	0.1 %	0.2 %
Other ⁽³⁾	(0.1)%	0.4 %
Taxable equivalent total investment return	(0.1)%	4.8 %

(1) Investment yield reflects net investment income as a percentage of monthly average invested assets at amortized cost.

(2) Adjustment to tax-exempt interest and dividend income to reflect a taxable equivalent basis.

(3) Adjustment to reflect the impact of changes in foreign currency exchange rates and time-weighting the inputs to the calculation of taxable equivalent total investment return.

Other Revenues and Other Expenses

Markel Ventures Segment

Operating revenues and expenses associated with our Markel Ventures segment are included in other revenues and other expenses in the consolidated statements of income and comprehensive income. We consolidate our Markel Ventures operations on a one-month lag, with the exception of any significant transactions or events that occur in the intervening period.

The following table summarizes the operating revenues, operating income, EBITDA and net income to shareholders from our Markel Ventures segment.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Operating revenues	\$ 578,948	\$ 313,657	\$ 971,127	\$ 600,635
Operating income	\$ 13,019	\$ 35,656	\$ 36,796	\$ 64,418
EBITDA	\$ 35,865	\$ 52,248	\$ 82,462	\$ 97,292
Net income to shareholders	\$ 565	\$ 20,548	\$ 14,176	\$ 34,547

Revenues from our Markel Ventures segment increased \$265.3 million and \$370.5 million for the quarter and six months ended June 30, 2018, respectively, compared to the same periods of 2017. In both periods, the increase in revenues was primarily due to the acquisition of Costa Farms in the third quarter of 2017. The increase in both periods was also attributable to higher sales volumes from both our products and services businesses.

Operating income and EBITDA from our Markel Ventures operations decreased for the quarter and six months ended June 30, 2018 compared to the same periods of 2017 primarily due to \$33.5 million in expense related to an investigation and remediation associated with the manufacture of products at one of our businesses. We also recorded an impairment charge of \$14.9 million related to intangible assets at this reporting unit. These decreases were partially offset by the contribution of operating income and EBITDA attributable to Costa Farms in 2018.

Markel Ventures EBITDA is a non-GAAP financial measure. We use Markel Ventures EBITDA as an operating performance measure in conjunction with U.S. GAAP measures, including revenues and net income, to monitor and evaluate the performance of our Markel Ventures segment. Because EBITDA excludes interest, income taxes, depreciation and amortization, it provides an indicator of economic performance that is useful to both management and investors in evaluating our Markel Ventures businesses as it is not affected by levels of debt, interest rates, effective tax rates or levels of depreciation and amortization resulting from purchase accounting. The following table reconciles Markel Ventures operating income to Markel Ventures EBITDA.

<i>(dollars in thousands)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Markel Ventures operating income	\$ 13,019	\$ 35,656	\$ 36,796	\$ 64,418
Depreciation expense	12,750	9,636	25,473	19,014
Amortization of intangible assets	10,096	6,956	20,193	13,860
Markel Ventures EBITDA - Total	\$ 35,865	\$ 52,248	\$ 82,462	\$ 97,292
Markel Ventures EBITDA - Products	\$ 14,881	\$ 34,474	\$ 47,337	\$ 61,972
Markel Ventures EBITDA - Services	20,984	17,774	35,125	35,320
Markel Ventures EBITDA - Total	\$ 35,865	\$ 52,248	\$ 82,462	\$ 97,292

Net income to shareholders from our Markel Ventures operations decreased for the quarter and six months ended June 30, 2018 compared to the same periods of 2017. Lower operating income and higher interest expense were partially offset by a favorable impact from the decrease in U.S. tax rate from 35% to 21% attributable to the TCJA.

Interest Expense and Income Taxes

Interest Expense

Interest expense was \$36.7 million and \$76.8 million for the quarter and six months ended June 30, 2018 , respectively, compared to \$31.8 million and \$65.2 million for the same periods of 2017 . The increase in interest expense for both periods was primarily due to interest associated with our 4.30% unsecured senior notes and our 3.50% unsecured senior notes issued in the fourth quarter of 2017. In both periods, these increases were partially offset by the repayment of our 7.20% unsecured notes in the second quarter of 2017.

Income Taxes

The effective tax rate was 47% and 27% for the six months ended June 30, 2018 and 2017 , respectively. The effective tax rate for the six months ended June 30, 2018 reflects the impact of a change in tax status related to certain of our U.K. based operations. During the first quarter of 2018 , after further evaluating opportunities provided by the TCJA, we decided to make the election to have two of our most significant U.K. subsidiaries treated as domestic corporations for U.S. tax purposes, which will enable us to manage our global capital in a more tax efficient manner. As a result, we no longer consider earnings and profits from those subsidiaries to be indefinitely reinvested and for the six months ended June 30, 2018 we recorded a \$102.0 million provision for deferred U.S. income taxes on the book and tax basis differences attributable to those subsidiaries. We continue to be indefinitely reinvested in our other foreign subsidiaries, with the exception of certain Bermuda-based subsidiaries.

We use the estimated annual effective tax rate method for calculating our tax provision in interim periods. This method applies our best estimate of the effective tax rate expected for the full year to year-to-date earnings before income taxes. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated (discrete items), are excluded from the estimated annual effective tax rate, and the related tax expense or benefit is reported in the same period as the related item. Therefore, we also analyzed our estimated annual effective tax rate, which excludes the impact of these items. The following table summarizes our effective tax rate and estimated annual effective tax rate for the six months ended June 30, 2018 and 2017 .

	Six Months Ended June 30,	
	2018	2017
Effective tax rate	47 %	27%
Impact of election to tax U.K. subsidiaries as U.S. taxpayers on effective tax rate	(25)	—
Impact of other discrete items on effective tax rate	(2)	—
Estimated annual effective tax rate	20 %	27%

For the six months ended June 30, 2018 , the estimated annual effective tax rate was 20% . This differs from the U.S. statutory tax rate of 21% primarily as a result of tax-exempt investment income. For the six months ended June 30, 2017 , the estimated annual effective tax rate of 27% differs from the U.S. statutory tax rate of 35% primarily as a result of tax-exempt investment income. The decrease in the estimated annual effective tax rate for the six months ended June 30, 2018 compared to the same period of 2017 was primarily attributable to the decrease in the U.S. corporate tax rate from 35% to 21% resulting from the TCJA, partially offset by anticipating a smaller tax benefit from tax-exempt investment income.

Comprehensive Income (Loss) to Shareholders

The Company had comprehensive income to shareholders of \$164.3 million for the quarter ended June 30, 2018 and a comprehensive loss to shareholders of \$10.5 million for the six months ended June 30, 2018. Comprehensive income to shareholders was \$342.4 million and \$565.6 million for the quarter and six months ended June 30, 2017, respectively.

Comprehensive income to shareholders for the quarter ended June 30, 2018 included net income to shareholders of \$278.2 million and a decrease in net unrealized gains on available-for-sale investments, net of taxes, of \$104.0 million. Comprehensive income to shareholders for the quarter ended June 30, 2017 included an increase in net unrealized gains on investments, net of taxes, of \$189.8 million and net income to shareholders of \$149.7 million.

Comprehensive loss to shareholders for the six months ended June 30, 2018 included a decrease in net unrealized gains on available-for-sale investments, net of taxes, of \$220.1 million and net income to shareholders of \$213.9 million. Comprehensive income to shareholders for the six months ended June 30, 2017 included an increase in net unrealized gains on investments, net of taxes, of \$341.0 million and net income to shareholders of \$219.5 million.

Effective January 1, 2018, the Company adopted ASU No. 2016-01 and equity securities are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income. Rather, all changes in fair value of equity securities are now recognized in net income. For the quarter and six months ended June 30, 2018, the change in fair value of equity securities included in net income was a gain of \$112.9 million and a loss of \$9.2 million, respectively, compared to gains of \$204.4 million and \$423.4 million for the quarter and six months ended June 30, 2017, respectively, included in other comprehensive income. This change in presentation has no impact on comprehensive income to shareholders.

Financial Condition

Investments, cash and cash equivalents and restricted cash and cash equivalents (invested assets) were \$20.4 billion at June 30, 2018 compared to \$20.6 billion at December 31, 2017. Net unrealized gains on investments were \$3.4 billion at June 30, 2018 compared to \$3.7 billion at December 31, 2017. Equity securities were \$6.1 billion, or 30% of invested assets, at June 30, 2018, compared to \$6.0 billion, or 29% of invested assets, at December 31, 2017.

Net cash provided by operating activities was \$307.5 million for the six months ended June 30, 2018 compared to \$237.9 million for the same period of 2017. Net cash flows from operating activities for the six months ended June 30, 2018 reflected higher premium collections in both of our underwriting segments, higher cash flows from our Markel Ventures operations and lower payments for employee profit sharing compared to the same period of 2017. Also reflected in net cash provided by operating activities for 2018 was higher claims settlement activity in both of our underwriting segments, primarily due to the 2017 catastrophes. As of June 30, 2018 we had paid 61% of our total estimated net losses on the 2017 catastrophes. Net cash provided by operating activities for the six months ended June 30, 2017 was net of a \$45.8 million cash payment made in connection with a commutation that was completed during the period.

Net cash used by investing activities was \$445.6 million for the six months ended June 30, 2018 compared to net cash provided by investing activities of \$436.8 million for the same period of 2017. Net cash provided by investing activities during the six months ended June 30, 2017 was net of \$202.0 million of cash, net of cash acquired, used to complete acquisitions. Cash flows from investing activities are affected by various factors such as anticipated payment of claims, financing activity, acquisition opportunities, the timing of maturities of fixed maturities and individual buy and sell decisions made in the normal course of our investment portfolio management.

Net cash used by financing activities was \$111.5 million for the six months ended June 30, 2018 compared to \$198.6 million for the same period of 2017. In January 2018, we repaid \$37.5 million of the outstanding note payable that was delivered as part of the consideration provided for the investment held by the Markel Diversified Fund, as discussed in note 11 of the notes to consolidated financial statements. During the first six months of 2018 we also repaid \$44.5 million of debt assumed in connection with the acquisition of State National. During the first six months of 2017, we used cash of \$90.6 million to repay the remaining outstanding balance of our 7.20% unsecured senior notes. Cash of \$24.3 million and \$59.2 million was used to repurchase shares of our common stock during the first six months of 2018 and 2017, respectively.

We seek to maintain prudent levels of liquidity and financial leverage for the protection of our policyholders, creditors and shareholders. Our debt to capital ratio was 24% at June 30, 2018 and 25% at December 31, 2017.

We have access to various capital sources, including dividends from certain of our insurance and Markel Ventures subsidiaries, holding company invested assets, undrawn capacity under our revolving credit facility and access to the debt and equity capital markets. We believe that we have sufficient liquidity to meet our capital needs.

Our holding company had \$2.4 billion and \$2.7 billion of invested assets at June 30, 2018 and December 31, 2017, respectively. The decrease in invested assets is primarily due to an increase in loans and capital contributions to our subsidiaries and interest payments associated with our unsecured senior notes.

Shareholders' equity was \$9.5 billion at both June 30, 2018 and December 31, 2017. Book value per share decreased to \$682.76 at June 30, 2018 from \$683.55 at December 31, 2017, primarily due to \$10.5 million of comprehensive loss to shareholders for the six months ended June 30, 2018.

Brexit Developments

On June 23, 2016, the U.K. voted to exit the European Union (E.U.) (Brexit), and on March 29, 2017, the U.K. government delivered formal notice to the other E.U. member countries that it is leaving the E.U. A two-year period then commenced during which the U.K. and the E.U. are negotiating the future terms of the U.K.'s relationship with the E.U., including the terms of trade between the U.K. and the E.U. Unless this period is extended, the U.K. will automatically exit the E.U., with or without an agreement in place, after two years on March 29, 2019. During this period the U.K. remains a part of the E.U. If Brexit terms are agreed and ratified, Brexit could be implemented in stages over a multi-year transitional period. No member country has left the E.U., and the rules for exit (contained in Article 50 of the Treaty on European Union) are brief. The U.K. and the E.U. have agreed to certain Brexit terms, including the financial settlement to be paid by the U.K. upon leaving the E.U. and a transitional period that would last until December 31, 2020 and provide the U.K. and the E.U. additional time to prepare for the post-Brexit period. However, the U.K. and the E.U. still must agree on the terms of the future relationship between the U.K. and the E.U., including matters such as trade, travel and security, and all Brexit terms must be ratified by the U.K. Parliament and the legislative bodies of the 27 E.U. member states.

Accordingly, there are significant uncertainties related to the political, monetary and economic impacts of Brexit, including related tax, accounting and financial reporting implications. Brexit could also lead to legal uncertainty and potentially a large number of new and divergent national laws and regulations, including new tax rules, as the U.K. determines which E.U. laws to replace or replicate.

The effects of Brexit will depend in part on agreements, if any, the U.K. makes to retain access to E.U. markets either during a transitional period or more permanently. Brexit could impair or end the ability of both Markel International Insurance Company Limited (MIICL) and our Lloyd's syndicate to transact business in E.U. countries from our U.K. offices and MIICL's ability to maintain its current branches in E.U. member countries and in Switzerland. We have obtained regulatory approval to establish an insurance company in Munich, Germany in order to continue transacting E.U. business if U.K. access to E.U. markets ceases or is materially impaired. The Society of Lloyd's has obtained regulatory approval for a new European insurance company in Brussels, Belgium in order to maintain access to E.U. business for Lloyd's syndicates. Access to E.U. markets through a solution devised by the Society of Lloyd's may supplement, or serve as an alternative to, a new E.U.-based insurance carrier for business we transact in the E.U.

Disclosure of Certain Activities Relating to Iran

Under the Iran Threat Reduction and Syria Human Rights Act of 2012, non-U.S. entities owned or controlled by U.S. persons have been prohibited from engaging in activities, transactions or dealings with Iran to the same extent as U.S. persons. Effective January 16, 2016, the Office of Foreign Assets Control of the U.S. Department of the Treasury (OFAC) issued General License H, which authorized non-U.S. entities that are owned or controlled by a U.S. person to engage in most activities with Iran permitted for other non-U.S. entities so long as they met certain requirements.

On May 8, 2018, President Trump announced that the United States would no longer participate in the Joint Comprehensive Plan of Action, which was intended to ensure that Iran's nuclear program remains peaceful. As a result, all previously suspended sanctions will "snap back" into effect. On June 27, 2018, OFAC revoked General License H and, at the same time, issued a license authorizing, through November 4, 2018, foreign entities owned or controlled by a U.S. person to engage in "all transactions and activities that are ordinarily incident and necessary to the wind-down" of transactions previously authorized under General License H (the Wind-Down License).

Section 13(r) of the Securities Exchange Act of 1934 requires reporting of certain Iran-related activities, including underwriting, insuring and reinsuring certain activities previously permitted under General License H related to the importation of refined petroleum products by Iran and vessels involved in the transportation of crude oil from Iran.

Certain of our non-U.S. insurance operations underwrite global marine hull policies and global marine hull war policies that provide coverage for vessels or fleets navigating into and out of ports worldwide, potentially including Iran under policies entered into before May 8, 2018. Under a global marine hull war policy, the insured is required to give notice before entering designated areas, including Iran. During the quarter ended June 30, 2018, we received notice that one or more vessels covered by a global marine hull war policy were entering Iranian waters. However, no additional premium is required under global marine hull policies or global marine hull war policies for calling into Iran. During the quarter ended June 30, 2018, we were not asked to cover a specific voyage into or out of Iran that would result in a separate, allocable premium for that voyage.

Certain of our non-U.S. reinsurance operations underwrite marine, energy, aviation and trade credit liability treaties on a worldwide basis and, as a result, it is possible that the underlying insurance portfolios may have exposure to the Iranian petroleum industry and its related products and service providers under reinsurance treaties entered into before May 8, 2018.

Prior to May 8, 2018, we entered into two energy construction reinsurance contracts in Iran, two Iran-related marine liability contracts, two Iran-related marine cargo contracts and one Iran-related hull war contract. These contracts were underwritten through our syndicate at Lloyd's and one of our non-U.S. insurance companies. Our portion of the annual premium for these contracts was approximately \$1 million in the aggregate. Except for these contracts, we are not aware of any premium apportionment with respect to underwriting, insurance or reinsurance activities of our non-U.S. insurance subsidiaries reportable under Section 13(r). Should any such risks have entered into the stream of commerce covered by the insurance portfolios underlying our reinsurance treaties, we believe that the premiums associated with such business were immaterial.

Since May 8, 2018, our non-U.S. subsidiaries, including our non-U.S. insurance subsidiaries, have not entered into any new transactions that had previously been permitted under General License H. With respect to activities, transactions or dealings with Iran, our non-U.S. subsidiaries are now engaging only in "transactions and activities that are ordinarily incident and necessary to the wind-down" of transactions previously authorized under General License H in the manner permitted under, and in accordance with, the Wind-Down License or other applicable economic or trade sanctions requirements or licenses.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk Disclosures

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 currency 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 have been equity price risk associated with investments in equity securities, interest rate risk associated with investments in fixed maturities and foreign currency exchange rate risk associated with our international operations. Various companies within our Market Ventures operations are subject to commodity price risk; however, this risk is not material to the Company.

We have foreign currency exchange rate risk associated with certain of our assets and liabilities. We manage this risk primarily by matching assets and liabilities in each foreign currency, other than certain non-monetary assets and liabilities, such as goodwill and intangible assets, as closely as possible. As of June 30, 2018 and December 31, 2017, the carrying value of goodwill and intangible assets of certain foreign operations, which is not matched or hedged, was \$134.8 million and \$225.9 million, respectively. The decrease is due to the reassessment of our functional currency determination as of January 1, 2018, resulting in the U.S. Dollar being the only functional currency for most of our foreign underwriting operations. Consequently, goodwill and intangible assets of certain foreign operations denominated in a currency other than the U.S. Dollar are now remeasured into the U.S. Dollar at historic exchange rates and are no longer impacted by changes in foreign currency exchange rates.

During the six months ended June 30, 2018, there were no other material changes to the market risk components described in our Annual Report on Form 10-K for the year ended December 31, 2017.

The estimated fair value of our investment portfolio at June 30, 2018 was \$20.4 billion, 70% of which was invested in fixed maturities, short-term investments, cash and cash equivalents and restricted cash and cash equivalents and 30% of which was invested in equity securities. At December 31, 2017, the estimated fair value of our investment portfolio was \$20.6 billion, 71% of which was invested in fixed maturities, short-term investments, cash and cash equivalents and restricted cash and cash equivalents and 29% of which was invested in equity securities.

Credit risk is the potential loss resulting from adverse changes in an issuer's ability to repay its debt obligations. We monitor our investment portfolio to ensure that credit risk does not exceed prudent levels. We have consistently invested in high credit quality, investment grade securities. Our fixed maturity portfolio has an average rating of "AA," with 98% rated "A" or better by at least one nationally recognized rating organization. Our policy is to invest in investment grade securities and to minimize investments in fixed maturities that are unrated or rated below investment grade. At June 30, 2018, 1% of our fixed maturity portfolio was unrated or rated below investment grade. Our fixed maturity portfolio includes securities issued with financial guaranty insurance. We purchase fixed maturities based on our assessment of the credit quality of the underlying assets without regard to insurance.

Our fixed maturity portfolio includes securities issued by foreign governments and non-sovereign foreign institutions. General concern exists about the financial difficulties facing certain foreign countries in light of the adverse economic conditions experienced over the past several years. We monitor developments in foreign countries, currencies and issuers that could pose risks to our fixed maturity portfolio, including ratings downgrades, political and financial changes and the widening of credit spreads. We believe that our fixed maturity portfolio is highly diversified and is comprised of high quality securities. During the six months ended June 30, 2018, there were no material changes in our foreign government fixed maturity holdings.

General concern also exists about municipalities that experience financial difficulties during periods of adverse economic conditions. We manage the exposure to credit risk in our municipal bond portfolio by investing in high quality securities and by diversifying our holdings, which are typically either general obligation or revenue bonds related to essential products and services.

Our fixed maturities, equity securities and short-term investments are recorded at fair value, which is measured based upon quoted prices in active markets, if available. We determine fair value for these investments after considering various sources of information, including information provided by a third-party pricing service. The pricing service provides prices for substantially all of our fixed maturities and equity securities. In determining fair value, we generally do not adjust the prices obtained from the pricing service. We obtain an understanding of the pricing service's valuation methodologies and related inputs, which include, but are not limited to, reported trades, benchmark yields, issuer spreads, bids, offers, duration, credit ratings, estimated cash flows and prepayment speeds. We validate prices provided by the pricing service by reviewing prices from other pricing sources and analyzing pricing data in certain instances.

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 Co-Principal Executive Officers (Co-PEOs) and the Principal Financial Officer (PFO).

Our management, including the Co-PEOs and PFO, 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.

Based upon our controls evaluation, the Co-PEOs and PFO concluded that effective Disclosure Controls were in place to ensure that the information required to be disclosed in reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

During the second quarter of 2018, we implemented a new enterprise resource planning (ERP) system to replace our legacy system. The ERP system included, among other things, a new general ledger and chart of accounts, as well as new consolidation and reporting tools. Throughout the implementation, we appropriately evaluated the impact of the ERP system on our internal control over financial reporting and made changes to controls where necessary to support new workflows and in consideration of new system functionality. The ERP system eliminates certain manual processes, automates and streamlines the consolidation process, and enhances reporting capabilities.

During the second quarter of 2018, we completed the transition of certain additional underwriting systems to our existing data warehouse and actuarial data mart, which serves as a basis for the determination and recording of our incurred but not reported (IBNR) reserves within our Insurance segment. The transition allows us to more efficiently review claims development patterns for the impacted underwriting systems, streamlines actuarial processes and enhances the control environment related to the impacted IBNR reserves.

There were no other changes in our internal control over financial reporting during the second quarter of 2018 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. Such statements may use words such as "anticipate," "believe," "estimate," "expect," "intend," "predict," "project" and similar expressions as they relate to us or our management.

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 2017 Annual Report on Form 10-K or are included in the items listed below:

- our expectations about future results of our underwriting, investing and other operations are based on current knowledge and assume no significant man-made or natural catastrophes, no significant changes in products or personnel and no adverse changes in market conditions;
- the effect of cyclical trends on our underwriting, investing and other operations, including demand and pricing in the insurance, reinsurance and other markets in which we operate;
- actions by competitors, including the application of new or "disruptive" technologies or business models and consolidation, and the effect of competition on market trends and pricing;
- we offer insurance and reinsurance coverage against terrorist acts in connection with some of our programs, and in other instances we are legally required to offer terrorism insurance; in both circumstances, we actively manage our exposure, but if there is a covered terrorist attack, we could sustain material losses;
- the frequency and severity of man-made and natural catastrophes (including earthquakes, fires and weather-related catastrophes) may exceed expectations, are unpredictable and, in the case of fires and weather-related catastrophes, may be exacerbated if, as many forecast, conditions in the oceans and atmosphere result in increased hurricane, flood, drought or other adverse weather-related activity;
- emerging claim and coverage issues, changing legal and social trends, and inherent uncertainties in the loss estimation process can adversely impact the adequacy of our loss reserves and our allowance for reinsurance recoverables;
- reinsurance reserves are subject to greater uncertainty than insurance reserves, primarily because of reliance upon the original underwriting decisions made by ceding companies and the longer lapse of time from the occurrence of loss events to their reporting to the reinsurer for ultimate resolution;
- changes in the assumptions and estimates used in establishing reserves for our life and annuity reinsurance book (which is in runoff), for example, changes in assumptions and estimates of mortality, longevity, morbidity and interest rates, could result in material increases in our estimated loss reserves for such business;
- adverse developments in insurance coverage litigation or other legal or administrative proceedings could result in material increases in our estimates of loss reserves;
- the failure or inadequacy of any loss limitation methods we employ;
- changes in the availability, costs and quality of reinsurance coverage, which may impact our ability to write or continue to write certain lines of business;
- the ability or willingness of reinsurers to pay balances due may be adversely affected by industry and economic conditions, deterioration in reinsurer credit quality and coverage disputes, and collateral we hold may not be sufficient to cover a reinsurer's obligation to us;
- 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;
- general economic and market conditions and industry specific conditions, including extended economic recessions or expansions; prolonged periods of slow economic growth; inflation or deflation; fluctuations in foreign currency exchange rates, commodity and energy prices and interest rates; volatility in the credit and capital markets; and other factors;

- economic conditions, actual or potential defaults in municipal bonds or sovereign debt obligations, volatility in interest and foreign currency exchange rates and changes in market value of concentrated investments can have a significant impact on the fair value of our fixed maturity and equity securities, as well as the carrying value of our other assets and liabilities, and this impact may be heightened by market volatility;
- economic conditions may adversely affect our access to capital and credit markets;
- the effects of government intervention, including material changes in the monetary policies of central banks, to address financial downturns and economic and currency concerns;
- the impacts that political and civil unrest and regional conflicts may have on our businesses and the markets they serve or that any disruptions in regional or worldwide economic conditions generally arising from these situations may have on our businesses, industries or investments;
- the impacts that health epidemics and pandemics may have on our business operations and claims activity;
- the impact on our businesses of the repeal, in part or in whole, or modification of U.S. health care reform legislation and regulations;
- changes in U.S. tax laws or in the tax laws of other jurisdictions in which we operate and adjustments we may make in our operations in response to those changes;
- a failure of our enterprise systems, or those of third parties upon which we may rely, or a failure to comply with data protection or privacy regulations;
- our acquisitions may increase our operational and control risks for a period of time;
- we may not realize the contemplated benefits, including cost savings and synergies, of our acquisitions;
- any determination requiring the write-off of a significant portion of our goodwill and intangible assets;
- the loss of services of any executive officer or other key personnel could adversely impact one or more of our operations;
- our substantial international operations and investments expose us to increased political, operational and economic risks, including foreign currency exchange rate and credit risk;
- the vote by the United Kingdom to leave the European Union, which could have adverse consequences for our businesses, particularly our London-based international insurance operations;
- our ability to raise third party capital for existing or new investment vehicles and risks related to our management of third party capital;
- the effectiveness of our procedures for compliance with existing and ever increasing guidelines, policies and legal and regulatory standards, rules, laws and regulations;
- the impact of economic and trade sanctions and embargo programs on our businesses, including instances in which the requirements and limitations applicable to the global operations of U.S. companies and their affiliates are more restrictive than those applicable to non-U.S. companies and their affiliates;
- regulatory changes, or challenges by regulators, regarding the use of certain issuing carrier or fronting arrangements;
- our dependence on a limited number of brokers for a large portion of our revenues;
- adverse changes in our assigned financial strength or debt ratings could adversely impact us, including our ability to attract and retain business, the amount of capital our insurance subsidiaries must hold and the availability and cost of capital;
- the political, legal, regulatory, financial, tax and general economic impacts, and others we cannot anticipate, of Brexit; and
- a number of additional factors may adversely affect our Markel Ventures operations, and the markets they serve, and negatively impact their revenues and profitability, including, among others: adverse weather conditions, plant disease and other contaminants; changes in government support for education, healthcare and infrastructure projects; changes in capital spending levels; changes in the housing market; liability for environmental matters; volatility in the market prices for their products; and volatility in commodity prices and interest and foreign currency exchange rates.

Our premium volume, underwriting and investment results and results from our other operations 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 1. Legal Proceedings

Thomas Yeransian v. Markel Corporation (U.S. District Court for the District of Delaware)

In October 2010, we completed our acquisition of Aspen Holdings, Inc. (Aspen). As part of the consideration for that acquisition, Aspen shareholders received contingent value rights (CVRs), which we currently expect will result in the payment of additional cash consideration to CVR holders. Absent the litigation described below, the final amount to be paid to CVR holders would be determined after December 31, 2017, the CVR maturity date, based on, among other things, adjustments for the development of pre-acquisition loss reserves and loss sensitive profit commissions.

The CVR holder representative, Thomas Yeransian, has disputed our estimation of the value of the CVRs. On September 15, 2016, Mr. Yeransian filed a suit alleging, among other things, that we are in default under the CVR agreement. The holder representative seeks: \$47.3 million in damages, which represents the unadjusted value of the CVRs; plus interest (\$12.7 million through June 30, 2018) and default interest (up to an additional \$11.0 million through June 30, 2018 , depending on the date any default occurred); and an unspecified amount of punitive damages, costs, and attorneys' fees.

At the initial hearing held February 21, 2017, the court stayed the proceedings and ordered the parties to discuss resolving the dispute pursuant to the independent CVR valuation procedure under the CVR agreement. The parties met on April 5, 2017, but were unsuccessful in reaching agreement on a process for resolving the dispute. We subsequently filed a motion to stay the litigation and compel arbitration, and, on July 31, 2017, the court issued an order granting that motion. Mr. Yeransian has filed a motion requesting that the court reconsider that order, and that motion is pending.

We believe the holder representative's suit to be without merit and will vigorously defend against it. We further believe that any material loss resulting from the holder representative's suit to be remote. We do not believe the contractual contingent consideration payments related to the CVRs will have a material impact on our liquidity.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes our common stock repurchases for the quarter ended June 30, 2018.

Issuer Purchases of Equity Securities				
Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)
April 1, 2018 through April 30, 2018	3,629	\$ 1,156.05	3,629	\$ 126,429
May 1, 2018 through May 31, 2018	2,970	\$ 1,263.90	2,970	\$ 298,311
June 1, 2018 through June 30, 2018	3,465	\$ 1,104.97	3,465	\$ 294,483
Total	10,064	\$ 1,170.29	10,064	\$ 294,483

- (1) The Board of Directors approved the repurchase of up to \$300 million of our common stock pursuant to a share repurchase program publicly announced on May 14, 2018 (the 2018 Program). The 2018 Program terminated and replaced a similar program authorized in November 2013 (the 2013 Program). Under the 2018 Program, as under the 2013 Program, we may repurchase outstanding shares of our common stock from time to time in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934. The 2018 Program has no expiration date but may be terminated by the Board of Directors at any time. As of May 14, 2018, no further share repurchases may be made under the 2013 Program; future share repurchases will be made pursuant to the 2018 Program.

Item 6. Exhibits

<u>Exhibit No.</u>	<u>Document Description</u>
3(i)	Amended and Restated Articles of Incorporation (incorporated by reference from Exhibit 3.1 in the Registrant's report on Form 8-K filed with the Commission May 13, 2011)
3(ii)	Bylaws, as amended and restated May 14, 2018**
4.1	Indenture dated as of June 5, 2001, between Markel Corporation and The Chase Manhattan Bank, as Trustee (incorporated by reference from Exhibit 4.1 in the Registrant's report on Form 8-K filed with the Commission June 5, 2001)
4.2	Form of Third Supplemental Indenture dated as of August 13, 2004 between Markel Corporation and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission August 11, 2004)
4.3	Form of Fifth Supplemental Indenture dated as of September 22, 2009 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission September 21, 2009)
4.4	Form of Sixth Supplemental Indenture dated as of June 1, 2011 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission May 31, 2011)
4.5	Form of Seventh Supplemental Indenture dated as of July 2, 2012 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission June 29, 2012)
4.6	Form of Eighth Supplemental Indenture dated as of March 8, 2013 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission March 7, 2013)
4.7	Form of Ninth Supplemental Indenture dated as of March 8, 2013 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.3 in the Registrant's report on Form 8-K filed with the Commission March 7, 2013)
4.8	Form of Tenth Supplemental Indenture dated as of April 5, 2016 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission March 31, 2016)
4.9	Form of Eleventh Supplemental Indenture dated as of November 2, 2017 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.2 in the Registrant's report on Form 8-K filed with the Commission November 2, 2017)
4.10	Form of Twelfth Supplemental Indenture dated as of November 2, 2017 between Markel Corporation and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee, including form of the securities as Exhibit A (incorporated by reference from Exhibit 4.3 in the Registrant's report on Form 8-K filed with the Commission November 2, 2017)
4.11	Indenture dated as of September 1, 2010, among Alterra Finance LLC, Alterra Capital Holdings Limited and The Bank of New York Mellon, as Trustee (incorporated by reference from Exhibit 4.14 in the Registrant's report on Form 10-Q filed with the Commission for the quarter ended June 30, 2013)
4.12	First Supplemental Indenture, dated as of September 27, 2010 between Alterra Finance LLC, Alterra Capital Holdings Limited and The Bank of New York Mellon, as Trustee, including the form of the securities as Exhibit A (incorporated by reference from Exhibit 4.15 in the Registrant's report on Form 10-Q filed with the Commission for the quarter ended June 30, 2013)
4.13	Form of Second Supplemental Indenture dated as of June 30, 2014 among Alterra Finance LLC, Alterra Capital Holdings Limited and the Bank of New York Mellon, as Trustee (incorporated by reference from Exhibit 4.16 in the Registrant's report on Form 10-Q filed with the Commission for the quarter ended June 30, 2014)

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4.14	Form of Guaranty Agreement by Markel Corporation dated as of June 30, 2014 in connection with the Alterra Finance LLC 6.25% Senior Notes due 2020 (incorporated by reference from Exhibit 4.17 in the Registrant's report on Form 10-Q filed with the Commission for the quarter ended June 30, 2014)
10.1	Markel Corporation Executive Bonus Plan, as amended and restated May 14, 2018* **
10.2	Employment Agreement, dated June 28, 2018, between Markel Corporation and Robert C. Cox (incorporated by reference from Exhibit 10.1 in the Registrant's report on Form 8-K filed with the Commission July 12, 2018)*
The registrant hereby agrees to furnish to the Securities and Exchange Commission, upon request, a copy of all other instruments defining the rights of holders of long-term debt of the registrant and its subsidiaries.	
31.1	Certification of Co-Principal Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)**
31.2	Certification of Co-Principal Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)**
31.3	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)**
32.1	Certification of Co-Principal Executive Officer furnished Pursuant to 18 U.S.C. Section 1350**
32.2	Certification of Co-Principal Executive Officer furnished Pursuant to 18 U.S.C. Section 1350**
32.3	Certification of Principal Financial Officer furnished Pursuant to 18 U.S.C. Section 1350**
101	The following consolidated financial statements from Markel Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed on July 31, 2018, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income and Comprehensive Income (Loss), (iii) Consolidated Statements of Changes in Equity, (iv) Condensed Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements.**

* Indicates management contract or compensatory plan or arrangement

** Filed with this report.

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 2018 .

Markel Corporation

By: /s/ Thomas S. Gayner

Thomas S. Gayner
Co-Chief Executive Officer
(Co-Principal Executive Officer)

By: /s/ Richard R. Whitt, III

Richard R. Whitt, III
Co-Chief Executive Officer
(Co-Principal Executive Officer)

By: /s/ Anne G. Waleski

Anne G. Waleski
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

MARKEL CORPORATION

BYLAWS

(as amended and restated May 14, 2018)

ARTICLE I

MEETINGS OF SHAREHOLDERS

Section 1. Place and Time of Meetings. Meetings of shareholders shall be held at such place, either within or without the Commonwealth of Virginia, and at such time, as may be provided in the notice of the meeting and approved by the Chairman of the Board or the Board of Directors.

Section 2. Annual Meeting. The annual meeting of shareholders shall be held in May of each year on the date designated by the Board of Directors and specified in the notice of the meeting.

Section 3. Substitute Annual Meeting. If an annual meeting of shareholders is not held within the time period designated in these Bylaws, a substitute annual meeting of shareholders shall be called as promptly as is practicable thereafter by the Chairman of the Board or the Board of Directors. Any meeting so called shall be designated and treated for all purposes as the annual meeting of shareholders.

Section 4. Special Meetings. Special meetings of the shareholders may be called by the Chairman of the Board or the Board of Directors. Only business within the purpose or purposes described in the notice for a special meeting of shareholders may be conducted at the meeting.

Section 5. Fixing Record Date. The Board of Directors may fix in advance a date to make a determination of shareholders entitled to notice or to vote at any meeting of shareholders, to receive any dividend, or for any other purpose, such date to be not more than 70 days before the meeting or action requiring a determination of shareholders. If no such date is set with respect to any meeting of shareholders, the day before the effective date of the notice of the meeting shall be the record date for such determination of shareholders. When a determination of shareholders entitled to notice of or to vote at any meeting of shareholders (regardless of who may have called the meeting) has been made, such determination shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 6. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the persons calling the meeting not less than ten nor more than 60 days before the date of the meeting (except as a different time is specified by law) to each shareholder of record entitled to vote at such meeting and to such nonvoting shareholders as may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage thereon prepaid, addressed to the shareholder at his address as it appears on the share transfer books of the Corporation. If an annual or special meeting is adjourned to a different date, time or place, notice need not be given if the new date, time or place is announced at the meeting before adjournment; however, if a new record date for an adjourned meeting is fixed, notice of the adjourned meeting shall be given to persons who are shareholders as of the new record date unless a court provides otherwise. Notwithstanding the foregoing, no notice of a shareholders' meeting need be given to a shareholder if (i) an annual report and proxy statements for two consecutive annual meetings of shareholders or (ii) all, and at least two, checks in payment of dividends or interest on securities during a 12-month period, have been sent by first-class United States mail, with postage thereon prepaid, addressed to the shareholder at his address as it appears on the share transfer books of the Corporation, and returned undeliverable. The obligation of the Corporation to give notice of shareholders' meetings to any such shareholder shall be reinstated once the Corporation has received a new address for such shareholder for entry on its share transfer books.

Section 7. Waiver of Notice: Attendance at Meeting. A shareholder may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. A shareholder's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 8. Quorum and Voting Requirements. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless otherwise required by law, by Article II, Section 3 of these Bylaws, or by the Articles of Incorporation, a majority of the votes entitled to be cast on a matter by a voting group constitutes a quorum of that voting group for action on that matter. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law. Less than a quorum may adjourn a meeting.

Section 9. Proxies. A shareholder may vote his shares in person or by proxy. A shareholder or the shareholder's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for him by signing an appointment form or by an electronic transmission meeting the requirements of the Virginia Stock Corporation Act. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and is valid for 11 months unless a longer period is expressly provided in the appointment form. An appointment of a proxy is revocable by the shareholder unless the appointment form or the electronic transmission states that it is irrevocable and the appointment is coupled with an interest.

The death or incapacity of the shareholder appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his authority under the appointment. An irrevocable appointment is revoked when the interest with which it is coupled is extinguished. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he did not know of its existence when he acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to any legal limitations on the right of a corporation to accept the vote or other action of a proxy and to any express limitation on the proxy's authority stated in the appointment form or electronic transmission, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment. Any fiduciary who is entitled to vote any shares may vote such shares by proxy.

Section 10. Participation in Meetings. Shareholders may participate in meetings by use of any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Conduct of Business.

(a) To be properly brought before an annual meeting of shareholders, business (other than nomination of directors) must be (x) specified in the notice of meeting, (y) brought before the meeting by or at the direction of the Board of Directors, or (z) brought before the meeting by a shareholder in accordance with this Article I, Section 11. Any shareholder wishing to bring a matter before the annual meeting of shareholders must give notice in writing to the Secretary of the Corporation, by registered or certified United States mail, delivered not later than 90 days before the date of the anniversary of the immediately preceding annual meeting of shareholders. The notice must set forth as to each matter to be brought before the meeting (i) a brief description of the business desired to be brought before the meeting, including the complete text of any resolutions to be presented for a vote at the annual meeting of shareholders, (ii) the name and address of record of the shareholder proposing such business, (iii) the class and number of shares of the Corporation that are beneficially owned by such shareholder, and (iv) any material interest of the shareholder in such business. Any matter brought before an annual meeting of shareholders other than in compliance with this Article I, Section 11(a) may be ruled out of order by the chairman of the meeting.

(b) Nominations for the Board of Directors at any meeting of shareholders at which directors are to be elected may be made by the Board of Directors, by a committee appointed by the Board of Directors, or by any shareholder who is a member of a voting group entitled to vote for the election of directors at such meeting and who follows the procedures set forth in this Article I, Section 11(b), or by an Eligible Shareholder (as defined below) whose Shareholder Nominee (as defined below) is included in the Corporation's proxy materials for the relevant annual meeting of shareholders. Any shareholder wishing to make a nomination must give notice in writing of such proposed nomination to the Secretary of the Corporation, by registered or certified United States mail, postage prepaid, delivered not less than 60 days in advance of the meeting (except that, if public disclosure of the meeting is made less than 70 days before the meeting, such notice must be delivered within ten days following such public disclosure). The notice must set forth (i) the name and address of record of the shareholder making the nomination and the name and address of the nominee(s), (ii) the class and number of shares of the Corporation that are beneficially owned by such shareholder, (iii) a description of all arrangements or understandings between or among such shareholder and each nominee and any other person or persons (naming such person or persons) in accordance with which the nomination is being made by the shareholder, (iv) information regarding each nominee equivalent to that required to be included in a proxy statement filed under the rules of the U.S. Securities and Exchange Commission (the "SEC") if the nominee had been nominated by the Board of Directors, and (v) a consent of the nominee to serve as a director of the Corporation, if elected. Any nomination brought before a meeting of shareholders other than in compliance with this Article I, Section 11(b) may be ruled out of order by the chairman of the meeting.

Section 12. Proxy Access for Board of Director Nominations.

(a) The Corporation shall include in its proxy statement for any annual meeting of shareholders the name, together with the Required Information (as defined below), of any person nominated for election to the Board of Directors (a "Shareholder Nominee") identified in a timely notice (the "Notice") that satisfies this Article I, Section 12 delivered to the principal office of the Corporation, addressed to the Secretary, by one or more shareholders who at the time the request is delivered satisfy the ownership and other requirements of Article I, Section 11(b) and this Article I, Section 12 (such shareholder or shareholders, and any director, executive officer or general partner of such shareholder or any such affiliate or person with which such shareholder is acting in concert of such shareholder or shareholders, the "Eligible Shareholder"), and who expressly elects to have its nominee included in the Corporation's proxy materials pursuant to this Article I, Section 12. To be timely for purposes of this Article I, Section 12, the Notice must be received by the Secretary at the principal executive offices of the Corporation not later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the anniversary date of the immediately preceding mailing date for the notice of annual meeting of shareholders.

(b) For purposes of this Article I, Section 12, the "Required Information" that the Corporation will include in its proxy statement is (i) the information concerning the Shareholder Nominee and the Eligible Shareholder that, as determined by the Corporation, is required to be disclosed in a proxy statement filed pursuant to the proxy rules of the SEC, (ii) the Nominee Statement (as defined below) for each Shareholder Nominee to be included in the proxy statement of the Corporation, and (iii) if the Eligible Shareholder so elects, a Shareholder Statement (as defined below).

(c) The number of Shareholder Nominees (including any Shareholder Nominee elected to the Board of Directors at either of the two preceding annual meetings of shareholders who is being re-nominated by the Board of Directors to stand for reelection and any Shareholder Nominees submitted by an Eligible Shareholder for inclusion in the Corporation's proxy materials pursuant to this Article I, Section 12 but either are subsequently withdrawn or that the Board of Directors or any committee designated by the Board of Directors decides to nominate for election to the Board of Directors (a "Board Nominee")) appearing in the Corporation's proxy materials with respect to a meeting of shareholders shall not exceed the greater of (i) two and (ii) 20% of the number of directors in office as of the last day on which the Notice may be delivered, or if such amount is not a whole number, the closest whole number below 20%; *provided, however*, that the number of Shareholder Nominees appearing in the Corporation's proxy materials pursuant to this Article I, Section 12 may be reduced, in the sole discretion of the Board of Directors, by the number of director candidates for which the Secretary of the Corporation receives a notice that a shareholder has nominated a director candidate for election to the Board of Directors pursuant to the requirements of Article I, Section 11(b) and does not expressly elect at the time of providing the notice to have its nominee included in the Corporation's proxy materials pursuant to this Article I, Section 12. In the event that the number of Shareholder Nominees submitted by Eligible Shareholders pursuant to this Article I, Section 12 exceeds this maximum number, each Eligible Shareholder shall select one Shareholder Nominee for inclusion in the Corporation's proxy materials until the maximum number is reached, going in the order of the amount (largest to smallest) of shares of the Corporation's stock eligible to vote in the election of directors each Eligible Shareholder disclosed as owned in the Notice. If the maximum number is not reached after each Eligible Shareholder has selected one Shareholder Nominee, this selection process shall continue as many times as necessary, following the same order each time, until the maximum number is reached.

(d) An Eligible Shareholder must have owned (as defined below) 3% or more of the outstanding shares of the Corporation's stock eligible to vote in the election of directors continuously for at least three years (the "Required Shares") as of both the date the Notice is delivered to the Corporation and the record date for determining shareholders entitled to vote at the annual meeting of shareholders and must continue to own the Required Shares through the annual meeting of shareholders. For purposes of satisfying the foregoing ownership requirement under this Article I, Section 12, (i) the shares of stock of the Corporation owned by one or more shareholders, or by the person or persons who own shares of the Corporation's stock and on whose behalf any shareholder is acting, may be aggregated, provided that the number of shareholders and other persons whose ownership of shares is aggregated for such purpose shall not exceed 20, and further provided that the group of shareholders shall have provided to the Secretary of the Corporation as a part of providing the Notice a written agreement executed by each of its members designating one of the members as the exclusive member to interact with the Corporation for purposes of this Article I, Section 12 and Article I, Section 11(b) on behalf of all members, and (ii) two or more funds that are (A) under common management and investment control, (B) under common management and funded primarily by the same employer, or (C) a "group of investment companies," as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended, shall be treated as one shareholder or beneficial owner. No effect will be given to the Eligible Shareholder's votes with respect to the election of directors if the Eligible Shareholder does not comply with each of the representations in Article I, Section 12(d)(4) below. Within the time period specified for providing the Notice, an Eligible Shareholder must provide the following information in writing to the Secretary of the Corporation (in addition to the information required to be provided by Article I, Section 11(b)):

(1) one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Notice is delivered to or mailed and received by the Corporation, the Eligible Shareholder owns, and has owned continuously for the preceding three years, the Required Shares, and the Eligible Shareholder's agreement to provide, within five business days after the record date for the annual meeting of shareholders, written statements from the record holder and intermediaries verifying the Eligible Shareholder's continuous ownership of the Required Shares through the record date;

(2) the written consent of each Shareholder Nominee to be named in the proxy statement as a nominee and to serve as a director if elected;

(3) a copy of the Schedule 14N that has been filed with the SEC as required by Rule 14a-18 under the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(4) a representation that the Eligible Shareholder:

(i) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control of the Corporation, and does not presently have such intent;

(ii) has not nominated and will not nominate for election to the Board of Directors at the annual meeting of shareholders any person other than the Shareholder Nominee(s) being nominated pursuant to this Article I, Section 12;

(iii) has not engaged and will not engage in, and has not and will not be, a "participant" in another person's "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting of shareholders other than its Shareholder Nominee(s) or a Board Nominee;

(iv) will not distribute to any shareholder any form of proxy for the annual meeting of shareholders other than the form distributed by the Corporation;

(v) will continue to own the Required Shares through the annual meeting of shareholders; and

(vi) will provide facts, statements and other information in all communications with the Corporation and its shareholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(5) an undertaking that the Eligible Shareholder agrees to:

(i) assume all liability stemming from any legal or regulatory violation arising out of the Eligible Shareholder's communications with the Corporation's shareholders or out of the information that the Eligible Shareholder provided to the Corporation;

(ii) indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of any nomination submitted by the Eligible Shareholder pursuant to this Article I, Section 12;

(iii) file with the SEC all soliciting and other materials as required under Article I, Section 12(i);

(iv) comply with all other applicable laws, rules, regulations and listing standards with respect to any solicitation in connection with the annual meeting of shareholders; and

(6) written disclosure of any transactions between the Eligible Shareholder and the Shareholder Nominee or the Board Nominee within the preceding five years.

(e) For purposes of this Article I, Section 12, an Eligible Shareholder shall be deemed to "own" only those outstanding shares of the Corporation's stock as to which a shareholder who is the Eligible Shareholder or is included in the group that constitutes the Eligible Shareholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (A) sold by or on behalf of such shareholder in any transaction that has not been settled or closed, (B) borrowed by or on behalf of such shareholder for any purpose or purchased by such shareholder pursuant to an agreement to resell or (C) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by or on behalf of such shareholder, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the Corporation's stock, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (x) reducing in any manner, to any extent or at any time in the future, such shareholder's full right to vote or direct the voting of any such shares, and/or (y) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such shareholder. A shareholder shall "own" shares held in the name of a nominee or other intermediary so long as the shareholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A shareholder's ownership of shares shall be deemed to continue during any period in which the shareholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the shareholder, provided, that (i) such person revokes such delegation within five business days of being notified that its Shareholder Nominee will be included in the Corporation's proxy statement for the relevant annual meeting of shareholders and (ii) such person holds the revoked shares through the annual meeting of shareholders. Whether outstanding shares of the Corporation's stock are "owned" for these purposes shall be determined by the Board of Directors, which determination shall be conclusive and binding on the Corporation and its shareholders, including the Eligible Shareholder.

(f) The Eligible Shareholder may provide to the Secretary of the Corporation, within the time period specified for providing the Notice, a written statement for inclusion in the Corporation's proxy statement for the annual meeting of shareholders, not to exceed 500 words, in support of the Shareholder Nominee's candidacy (the "Shareholder Statement"). Notwithstanding anything to the contrary contained in this Article I, Section 12 and Article I, Section 11(b), the Corporation may omit from its proxy materials any information or statement that it believes would violate any applicable law, rule, regulation or listing standard.

(g) The Corporation shall not be required to include, pursuant to this Article I, Section 12, a Shareholder Nominee in its proxy materials:

(1) if the Eligible Shareholder who has nominated such Shareholder Nominee has engaged in or is currently engaged in, or has been, or is a "participant" in another person's, "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting of shareholders other than its Shareholder Nominee(s) or a Board Nominee;

(2) who is not independent under the listing standards of the principal exchange upon which the Corporation's stock is traded, any applicable rules of the SEC and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's directors, as determined by the Board of Directors;

(3) whose election as a member of the Board of Directors would cause the Corporation to be in violation of these Bylaws, the Corporation's Articles of Incorporation, the listing standards of the principal exchange upon which the Corporation's stock is traded, or any applicable state or federal law, rule or regulation;

(4) who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914;

(5) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past 10 years;

(6) who is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended;

(7) if such Shareholder Nominee or the applicable Eligible Shareholder shall have provided information to the Corporation in respect of such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, as determined by the Board of Directors;

(8) if the Eligible Shareholder who has nominated such Shareholder Nominee has filed a Schedule 13D with respect to the Corporation within the past year; or

(9) if the Eligible Shareholder or applicable Shareholder Nominee otherwise breaches any of its or their obligations, agreements or representations under this Article I, Section 12 or Article I, Section 11(b).

(h) Notwithstanding anything to the contrary set forth herein, the chairman of the annual meeting of shareholders shall declare a nomination by an Eligible Shareholder to be invalid, and such nomination shall be disregarded notwithstanding that proxies in respect of such vote may have been received by the Corporation, if the Shareholder Nominee(s) and/or the applicable Eligible Shareholder shall have breached its or their obligations, agreements or representations under this Article I, Section 12 or Article I, Section 11(b), as determined by the Board of Directors or the chairman of the annual meeting of shareholders.

(i) The Eligible Shareholder shall file with the SEC any solicitation communication with the Corporation's shareholders relating to the annual meeting of shareholders at which the Shareholder Nominee will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act, or whether any exemption from filing is available for such solicitation communication under Regulation 14A of the Exchange Act.

(j) No person may be a member of more than one group of persons constituting an Eligible Shareholder under this Article I, Section 12.

(k) Any Shareholder Nominee who is included in the Corporation's proxy materials for a particular annual meeting of shareholders but either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting of shareholders, or (ii) does not receive at least 20% of the votes cast in favor of the Shareholder Nominee's election, shall be ineligible to be a Shareholder Nominee pursuant to this Article I, Section 12 for the next two annual meetings of shareholders following the annual meeting of shareholders for which the Shareholder Nominee has been nominated for election.

(l) The Shareholder Nominee must provide to the Secretary of the Corporation, within the time period specified for providing the Notice, a written statement for inclusion in the Corporation's proxy statement for the annual meeting of shareholders (the "Nominee Statement"), disclosing whether or not such Shareholder Nominee is or will become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Shareholder Nominee or director. Such Nominee Statement must also include a representation that if such Shareholder Nominee is elected as a director of the Corporation, such Shareholder Nominee will not agree or accept any increase in the amount or scope, as applicable, of any such compensation, reimbursement or indemnification and that they would be in compliance with applicable law and the Corporation's corporate governance guidelines and other policies applicable to directors generally. At the request of the Corporation, the Shareholder Nominee must promptly, but in any event within five business days of such request, submit all completed and signed questionnaires required of the Corporation's directors and officers. The Corporation may request such additional information (i) as may be reasonably necessary to permit the Board of Directors or any committee thereof to determine if a Shareholder Nominee is independent under the listing standards of the principal exchange upon which the Corporation's stock is traded, any applicable rules of the SEC and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's directors and otherwise to determine the eligibility of each Shareholder Nominee to service as a director of the Corporation, or (ii) that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of each Shareholder Nominee. Notwithstanding anything to the contrary contained in this Article I, Section 12 and Article I, Section 11(b), the Corporation may omit from its proxy materials any information or statement that it believes would violate any applicable law, rule, regulation or listing standard.

ARTICLE II

DIRECTORS

Section 1. General Powers. The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 2. Number. The number of directors of the Corporation shall be not less than three nor more than fifteen, the exact number of directors to be fixed, from time to time, by a resolution of the Board of Directors.

Section 3. Election and Term. Directors shall be elected at each annual meeting of shareholders. Despite the expiration of a director's term, such director shall continue to serve until his successor is elected and qualifies or until there is a decrease in the number of directors. No individual shall be named or elected as a director without his prior consent.

Except as provided in Section 4 of this Article II, each director shall be elected by a majority of votes cast of the voting group or groups entitled to elect such director at any meeting of shareholders for the election of directors at which a quorum is present; provided that if the number of director nominees exceeds the number of directors to be elected by any voting group, the director(s) shall be elected by a plurality of the votes of the shares of such voting group represented at the meeting and entitled to vote on the election of directors.

If an incumbent director is nominated for election and not reelected, the director shall offer his or her resignation promptly to the Board of Directors. Within 60 days following certification of the shareholder vote, the Nominating and Corporate Governance Committee, or other committee responsible for nominating and governance matters, shall recommend to the Board of Directors the action to be taken with respect to such offer of resignation. Within 90 days following certification of the election results, the Board of Directors shall act on the offered resignation. In determining whether or not to accept the offered resignation, the Board of Directors shall consider any recommendation by the committee, the factors considered by the committee and any additional information and factors that the Board of Directors believes to be relevant. No director who submits his or her resignation under this Article II, Section 3 shall participate in the deliberations or decisions of the committee or the Board of Directors regarding such director's resignation.

If the submitted resignation is not accepted by the Board of Directors, the Board of Directors shall disclose its reasons for not accepting the resignation, and the director shall continue to serve until the next annual meeting of shareholders and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors, or if a nominee for director is not elected by the shareholders, then the Board of Directors, in its sole discretion, may fill any resulting vacancy in accordance with Section 4 of this Article II.

Section 4. Removal; Vacancies. The shareholders may remove any director with or without cause at a meeting called for that purpose. Removal of a director shall be effective only if approved by a majority of the votes entitled to be cast at an election of directors of the voting group or groups by which such director was elected. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director, or an increase in the number of directors, may be filled only by (i) the shareholders, (ii) the Board of Directors, or (iii) the majority vote of the remaining directors though less than a quorum of the Board of Directors. In the case of the resignation of a director that will become effective at a specified later date, the vacancy may be filled before it occurs but the new director may not take office until the vacancy occurs.

Section 5. Annual and Regular Meetings. Annual meetings of the Board of Directors shall be held on the same day as the annual meeting of shareholders, for the purpose of electing officers and carrying on such other business as may properly come before such meeting. The Board of Directors may also adopt a schedule of additional meetings which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the Chairman of the Board or the Board of Directors shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the Board of Directors, and shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

Section 7. Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each director not less than six hours before the meeting by any means permitted under the Virginia Stock Corporation Act. Any such notice may be oral or written and shall include the time and place of the meeting.

Section 8. Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice and such waiver shall be equivalent to the giving of such notice. Except as provided in the next sentence of this Article II, Section 8, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum; Voting. A majority of the number of directors prescribed in accordance with these Bylaws, or if no number has been prescribed, the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting, or (ii) he votes against, or abstains from, the action taken.

Section 10. Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Article II, Section 11 shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

Section 12. Compensation. Unless the Articles of Incorporation provide otherwise, the Board of Directors may fix the compensation of directors for their services as directors and may provide for the payment of all expenses incurred by directors in attending meetings of the Board of Directors.

ARTICLE III

COMMITTEES OF DIRECTORS

Section 1. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by the number of directors required to take action under Section 9 of Article II of these Bylaws.

Section 2. Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors under Section 1 of Article II of these Bylaws and applicable law, except that a committee may not (i) approve or recommend to shareholders action that is required by law to be approved by shareholders; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; (v) approve a plan of merger not requiring shareholder approval; (vi) authorize or approve a distribution, except according to a general formula or method prescribed by the Board of Directors; or (vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize a committee, or a senior executive officer of the Corporation, to do so within limits specifically prescribed by the Board of Directors.

Section 3. Committee Meetings; Miscellaneous. The provisions of Article II of these Bylaws relating to meetings, notice and waiver of notice, quorum and voting, and consents shall apply to committees of directors and their members.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairman of the Board, one or more Chief Executive Officers, a Secretary, a Treasurer and a Controller, and in the discretion of the Board of Directors, one or more Vice Chairmen of the Board of Directors, one or more Presidents, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. In addition, the Board of Directors shall designate from among the officers of the Corporation a chief financial officer and a chief accounting officer (who may be the same person). Any two or more offices may be held by the same person.

Section 2. Election; Term. Officers shall be elected at the annual meeting of the Board of Directors and may be elected at such other time or times as the Board of Directors shall determine. They shall hold office, unless removed, until the next annual meeting of the Board of Directors or until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and such resignation is effective when notice is delivered unless the notice specifies a later effective date.

Section 3. Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

Section 4. Chairman of the Board. The Chairman of the Board shall preside as Chairman at all meetings of the shareholders and directors and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him by the Board of Directors.

Section 5. Chief Executive Officer. The Chief Executive Officer(s) shall be the chief executive officer(s) of the Corporation and shall have general supervision over, responsibility for, and control of the other officers, agents and employees of the Corporation and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him by the Board of Directors.

Section 6. Vice Chairman of the Board of Directors. A Vice Chairman of the Board shall, in the absence of the Chairman of the Board, preside as Chairman at all meetings of the shareholders and directors and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him by the Board of Directors.

Section 7. President. Each President shall perform such duties, and shall have such authority, as may lawfully be required of, or conferred upon, him by the Chairman of the Board, a Chief Executive Officer, a Vice Chairman of the Board of Directors or the Board of Directors.

Section 8. Vice Presidents. Each Vice President (including any Executive Vice President or Senior Vice President) shall perform such duties, and shall have such authority, as may lawfully be required of, or conferred upon, him by the Chairman of the Board, a Chief Executive Officer, a Vice Chairman of the Board of Directors, a President or the Board of Directors.

Section 9. Secretary. The Secretary shall, as secretary of the meetings, record all proceedings at shareholders' meetings and directors' meetings in a book or books kept for that purpose. In addition, the Secretary shall maintain or cause to be maintained the record of shareholders of the Corporation, giving the names and addresses of all shareholders and the numbers, classes and series of the shares held by each and the share transfer books.

Section 10. Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation; he shall deposit the same in the name and to the credit of the Corporation in such depositories as may be designated by, or in accordance with action of, the Board of Directors and disburse the funds of the Corporation as may be required.

Section 11. Controller. The Controller shall cause to be kept full and accurate books and accounts of all assets, liabilities and transactions of the Corporation and prepare, or cause to be prepared, statements of the financial condition of the Corporation and proper profit and loss statements covering the operations of the Corporation and such other and additional financial statements, if any, as required by management of the Corporation or the Board of Directors.

Section 12. Delegation of Power. During the absence, disqualification or inability to act of any of the officers of the Corporation, other than the Chairman or Vice Chairman of the Board of Directors, the Chairman of the Board by written order or the Board of Directors by resolution may delegate the powers of such officer to any other officer or employee of the Corporation.

ARTICLE V

SHARE CERTIFICATES

Section 1. Form. Shares of the Corporation may, but need not, be represented by certificates. The Board of Directors may authorize the issue of some or all of the shares of the Corporation without certificates. Any such authorization will not affect shares already represented by certificates until they are surrendered to the Corporation. The rights and obligations of shareholders shall be identical whether or not their shares are represented by certificates. Subject to the provisions of Section 2 of this Article V, certificates shall be signed by any two of the Chairman of the Board, Chief Executive Officer, Vice Chairman of the Board, President, Vice President or Secretary of the Corporation. Certificates may (but need not) be sealed with the seal of the Corporation or a facsimile thereof.

Section 2. Signatures. The signatures of the officers upon a share certificate issued by the Corporation may be facsimiles. If any officer who has signed, or whose facsimile signature has been placed upon a share certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

Section 3. Transfer. The Board of Directors shall have power and authority to make rules and regulations concerning the issue, registration and transfer of shares of the Corporation.

Section 4. Restrictions on Transfer. A restriction on the transfer or registration of shares is valid and enforceable against the holder or a transferee of the holder if the restriction is lawful and its existence is noted conspicuously on the front or back of the certificate representing the shares or in an information statement with respect to the shares.

Section 5. Lost or Destroyed Share Certificates. The Corporation may issue a new share certificate in the place of any certificate theretofore issued by it which is alleged to have been lost or destroyed and may require the owner of such certificate, or his legal representative, to give the Corporation a bond, with or without surety, or such other agreement, undertaking or security as the Board of Directors shall determine is appropriate, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction or the issuance of any such new certificate.

ARTICLE VI

EXCLUSIVE FORUM

Unless the Corporation consents in writing to the selection of an alternative forum, the United States District Court for the Eastern District of Virginia, Alexandria Division, or in the event that court lacks jurisdiction to hear such action, the Circuit Court of the County of Fairfax, Virginia, shall be the sole and exclusive forum of (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action for breach of duty to the Corporation or the Corporation's shareholders by any current or former officer or other employee or agent or director of the Corporation, (iii) any action against the Corporation or any current or former officer or other employee or agent or director of the Corporation arising pursuant to any provision of the Virginia Stock Corporation Act (as it may be amended from time to time) or the Articles of Incorporation or these Bylaws (as either may be amended from time to time), or (iv) any action against the Corporation or any current or former officer or other employee or agent or director of the Corporation governed by the internal affairs doctrine.

ARTICLE VII

SEVERABILITY

If any provision of these Bylaws shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provision in any other circumstance and of the remaining provisions of these Bylaws (including, without limitation, each portion of any sentence of these Bylaws containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities or circumstances shall not in any way be affected or impaired thereby.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular and shall have inscribed thereon, within and around the circumference, "MARKEL CORPORATION". In the center shall be the word "SEAL".

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

Section 3. Amendments. Except as otherwise provided by law, these Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board of Directors. Bylaws made by the Board of Directors may be repealed or changed and new Bylaws may be made by the shareholders, and the shareholders may prescribe that any Bylaw made by them shall not be altered, amended or repealed by the Board of Directors.

**MARKEL CORPORATION
EXECUTIVE BONUS PLAN**

As amended and restated effective May 14, 2018

1. Purpose. The purpose of the Markel Corporation Executive Bonus Plan (the “Plan”) is to provide a performance-based incentive for executive officers who are in a position to contribute materially to the success of the Company and its Subsidiaries.
2. Definitions.
 - (a) “Award” means an award made pursuant to the Plan.
 - (b) “Award Agreement” means the agreement entered into between the Company and a Participant, setting forth the terms and conditions applicable to an Award granted to the Participant. An Award Agreement may be provided in electronic format.
 - (c) “Board” means the Board of Directors of the Company.
 - (d) “Code” means the Internal Revenue Code of 1986, as amended.
 - (e) “Committee” means the committee appointed by the Board as described under Section 5.
 - (f) “Company” means Markel Corporation, a Virginia corporation.
 - (g) “Executive Employee” means all executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended) of the Company (or any Parent or Subsidiary of the Company, whether now existing or hereafter created or acquired).
 - (h) “Parent” means, with respect to any corporation, a parent of that corporation within the meaning of Code section 424(e).
 - (i) “Participant” means an Executive Employee selected from time to time by the Committee to participate in the Plan.
 - (j) “Performance Award” means an award based on Performance Criteria and the percentage(s), as set forth in an award schedule, that will, when multiplied by a Participant’s base salary, determine the amount of the Participant’s Award.
 - (k) “Performance Criteria” means the criteria selected by the Committee to measure performance for a Plan Year or Plan Years based on any of the following: (i) growth in book value; (ii) total shareholder return; (iii) underwriting loss ratio; (iv) underwriting combined ratio; (v) expense ratio; (vi) revenue growth; (vii) comprehensive income; (viii) earnings before interest, taxes, depreciation and amortization (EBITDA) for any of the Company’s non-insurance Subsidiaries, divisions or business units; or (ix) any other performance criteria that the Committee may select in its discretion. Book value or any other Performance Criteria for purposes of a Performance Award may be increased or decreased by the Committee to reflect transactions not in the ordinary course which may affect such Performance Criteria, including but not limited to, share issuances or conversions, share repurchases, dividends, distributions or other transactions affecting such Performance Criteria.
 - (l) “Plan Year” means the fiscal year of the Company.
 - (m) “Subsidiary” means, with respect to any corporation, a subsidiary of that corporation within the meaning of Code section 424(f).

3. Eligibility. All present and future Executive Employees shall be eligible to receive Awards under the Plan. The Committee shall have the power and complete discretion to select eligible Executive Employees to receive Awards and to determine for each Participant the terms and conditions and the amount of each Award.

4. Awards.

(a) Each Performance Award shall be evidenced by an Award Agreement setting forth the Performance Criteria, the scale of possible payments based on achievement of that criteria, the maximum bonus payable and such other terms and conditions applicable to the Award, as determined by the Committee, that are not inconsistent with the terms of the Plan. In the event of any conflict between an Award Agreement and the Plan, the terms of the Plan shall govern.

(b) The Committee may vary the Performance Criteria, and Performance Awards, from Participant to Participant, Award to Award and Plan Year to Plan Year.

(c) All determinations regarding the achievement of any Performance Criteria will be made by the Committee. All calculations of actual Awards shall be made by the Committee.

(d) Awards will be paid in a lump-sum cash payment as soon as practicable (and in any case no later than two and one-half months) after the close of the Plan Year for which they are earned. Unless otherwise provided in the Award Agreement or by the Committee in its discretion, a Participant must remain employed with the Company and its Subsidiaries through the end of the Plan Year to be entitled to any payment under an Award. Notwithstanding the foregoing provisions of this Section 4(d), the Committee shall have the right to allow Participants to elect to defer the payment of Awards subject to the terms and conditions of Code section 409A and such other terms and conditions as the Committee may determine and as are consistent therewith. If, pursuant to the preceding sentence, a Participant is allowed to elect to defer the payment of an Award, such election must be made at least six months prior to the end of the service period on which the Award is based; provided that, if such service period is less than twelve months, such election must be made prior to the start of the service period.

(e) Whenever payments under the Plan are to be made, the Company and/or the Subsidiary will withhold therefrom an amount sufficient to satisfy any applicable governmental withholding tax requirements related thereto.

(f) Nothing contained in the Plan will be deemed in any way to limit or restrict the Company, its Subsidiaries, or the Committee from making any award or payment to any person under any other plan, arrangement or understanding, whether now existing or hereafter in effect.

5. Administration. The Plan shall be administered by a committee, which shall be appointed by the Board, consisting of not less than two members of the Board. Subject to paragraph (d) below, the Committee shall be the Compensation Committee unless the Board shall appoint another Committee to administer the Plan. The Committee shall have general authority to impose any limitation or condition upon an Award the Committee deems appropriate to achieve the objectives of the Award and the Plan and, in addition, and without limitation and in addition to powers set forth elsewhere in the Plan, shall have the following specific authority:

(a) The Committee shall have the power and complete discretion to determine (i) which Executive Employees shall receive an Award and the nature of the Award, (ii) the amount of each Award, (iii) the time or times when an Award shall be granted, (iv) whether a disability exists, (v) the terms and conditions applicable to Awards, and (vi) any additional requirements relating to Awards that the Committee deems appropriate.

(b) The Committee may adopt rules and regulations for carrying out the Plan. The interpretation and construction of any provision of the Plan by the Committee shall be final and conclusive. The Committee may consult with counsel, who may be counsel to the Company, and shall not incur any liability for any action taken in good faith in reliance upon the advice of counsel.

(c) Unless otherwise provided in the Committee's charter, a majority of the members of the Committee shall constitute a quorum, and all actions of the Committee shall be taken by a majority of the members present. Any action may be taken by a written instrument signed by all of the members, and any action so taken shall be fully effective as if it had been taken at a meeting.

(d) The Board from time to time may appoint members previously appointed and may fill vacancies, however caused, in the Committee.

6. Nontransferability of Awards. An Award shall not be assignable or transferable by the Participant except by will or by the laws of descent and distribution.

7. Termination, Modification, Change. The Plan shall continue in effect unless and until terminated by the Board. The Board may terminate the Plan at any time and may amend the Plan at any time and in such respects as it shall deem advisable; provided that, no change shall be made that accelerates the timing or payment of any Award under this Plan which is determined to constitute nonqualified deferred compensation within the meaning of Code section 409A. Notwithstanding the foregoing, the Board may unilaterally amend the Plan and Awards as it deems appropriate to cause Awards to meet the requirements of Code section 409A, and regulations in each case thereunder. Except as provided in the preceding sentence, a termination or amendment of the Plan shall not, without the consent of the Participant, adversely affect a Participant's rights under an Award previously granted to him.

8. Liability of Company. Any liability of the Company or a Subsidiary to any Participant with respect to an Award shall be based solely upon contractual obligations created by the Plan and the Award Agreement. Neither the Company nor a Subsidiary, nor any member of the Board or of the Committee, nor any other person participating in any determination of any question under the Plan, or in the interpretation, administration or application of the Plan, shall have any liability to any party for any action taken or not taken in good faith under the Plan. Status as an eligible Executive Employee shall not be construed as a commitment that any Award will be made under this Plan to such eligible Executive Employee or to eligible Executive Employees generally. Nothing contained in this Plan or in any Award Agreement (or in any other documents related to this Plan or to any Award or Award Agreement) shall confer upon any Executive Employee or Participant any right to continue in the employ or other service of the Company or a Subsidiary or constitute any contract or limit in any way the right of the Company or a Subsidiary to change such person's compensation or other benefits.

9. Interpretation. If any term or provision contained herein will to any extent be invalid or unenforceable, such term or provision will be reformed so that it is valid, and such invalidity or unenforceability will not affect any other provision or part hereof. The Plan, the Award Agreements, and all actions taken hereunder or thereunder shall be governed by, and construed in accordance with, the laws of the Commonwealth of Virginia without regard to the conflict of law principles thereof. The United States District Court for the Eastern District of Virginia or the Circuit Court for the County of Henrico shall have exclusive jurisdiction over any disputes arising out of or related to this Plan or Awards.

10. Effective Date of the Plan. The Plan, as amended and restated herein, shall be effective as of the date of its approval by the Board.

MARKEL CORPORATION

By: /s/ Debora J. Wilson
Compensation Committee Chair

**CERTIFICATION OF CO-PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a)/15d-14(a)**

I, Thomas S. Gayner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Markel Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 31, 2018

/s/ Thomas S. Gayner

Thomas S. Gayner

Co-Chief Executive Officer

(Co-Principal Executive Officer)

**CERTIFICATION OF CO-PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a)/15d-14(a)**

I, Richard R. Whitt, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Markel Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 31, 2018

/s/ Richard R. Whitt, III

Richard R. Whitt, III

Co-Chief Executive Officer

(Co-Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a)/15d-14(a)**

I, Anne G. Waleski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Markel Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 31, 2018

/s/ Anne G. Waleski

Anne G. Waleski

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CO-PRINCIPAL EXECUTIVE OFFICER
FURNISHED PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Markel Corporation (the "Company") on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas S. Gayner, Co-Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas S. Gayner

Thomas S. Gayner

Co-Chief Executive Officer

(Co-Principal Executive Officer)

July 31, 2018

**CERTIFICATION OF CO-PRINCIPAL EXECUTIVE OFFICER
FURNISHED PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Markel Corporation (the "Company") on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard R. Whitt, III, Co-Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard R. Whitt, III

Richard R. Whitt, III

Co-Chief Executive Officer

(Co-Principal Executive Officer)

July 31, 2018

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
FURNISHED PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Markel Corporation (the "Company") on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Anne G. Waleski, Executive Vice President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Anne G. Waleski

Anne G. Waleski

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

July 31, 2018