MARKEL CORP
Form DEF 14A
March 20, 2009

OMB APPROVAL	
OMB Number:	3235-0059
Expires:	January 31, 2008
Estimated average burden hours per response	14

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

Markel Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notice of Annual Meeting of Shareholders

To the Shareholders of Markel Corporation:

Notice is hereby given that the 2009 Annual Meeting of Shareholders of Markel Corporation (the Company) will be held at The Jefferson Hotel, Franklin & Adams Streets, Richmond, Virginia, on Monday, May 11, 2009, starting at 4:30 p.m.

The purposes for which the meeting is being held are:

1. To elect a Board of Directors consisting of nine persons to serve until the next annual meeting of shareholders;

2. To ratify the selection of KPMG LLP by the Audit Committee of the Board of Directors as the Company s independent registered public accounting firm for the year ending December 31, 2009; and

3. To transact such other business as may properly come before the meeting.

It is important that your shares be represented and voted. Shareholders, whether or not they expect to attend the meeting in person, are requested to date, sign and return the accompanying proxy card in the envelope provided, on which no postage is needed if mailed in the United States.

A copy of the Company s Annual Report to Shareholders for the year ended December 31, 2008 is being mailed to you with this Notice and the Proxy Statement.

You are cordially invited to attend the meeting. Directions to attend the meeting may be obtained by writing Bruce Kay, Vice President of Investor Relations, at 4521 Highwoods Parkway, Glen Allen, Virginia, 23060, or by calling (800) 446-6671.

By Order of the Board of Directors

D. Michael Jones

Secretary

March 20, 2009

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

THE 2009 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 11, 2009

The Company s Proxy Statement for the 2009 Annual Meeting of Shareholders and the Company s Annual Report to Shareholders and Annual Report on Form 10-K for the fiscal year ended December 31, 2008 are available at www.markelcorp.com/proxymaterials.

4521 Highwoods Parkway

Glen Allen, Virginia 23060

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 11, 2009

The accompanying proxy is solicited by the Board of Directors of Markel Corporation for use at the Annual Meeting of Shareholders of the Company to be held May 11, 2009, or any adjournments of the meeting, for the purposes set forth in this Proxy Statement and the attached Notice of Annual Meeting of Shareholders. This Proxy Statement and the related form of proxy are first being mailed to the shareholders of the Company on or about March 20, 2009.

Record Date

The Board of Directors has fixed the close of business on March 3, 2009, as the record date for the determination of shareholders entitled to notice of and to vote at the meeting and any adjournments. Each holder of record of the Company s Common Stock, no par value (the Common Stock), on the record date will be entitled to one vote for each share registered in his or her name with respect to each matter properly brought before the meeting. As of the close of business on the record date, 9,814,100 shares of Common Stock were outstanding and entitled to vote at the meeting. A majority of the outstanding shares on the record date constitutes a quorum for the meeting. Abstentions and broker non-votes are counted in determining a quorum.

Solicitation

If sufficient proxies are not returned in response to this solicitation, supplementary solicitations may also be made by mail, telephone, electronic communication or personal interview by directors, officers and employees of the Company, none of whom will receive additional compensation for these services. The Company may retain an outside proxy solicitation firm to assist in the solicitation of proxies, but at this time does not have plans to do so. Costs of solicitation of proxies will be borne by the Company, which will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in forwarding proxy materials to the beneficial owners of shares held by them.

Proxies

The shares represented by all properly executed proxies received by the Secretary of the Company will be voted as set forth in the proxy. Any proxy may be revoked at any time before the shares to which it relates are voted, either by written notice (which may be in the form of a substitute proxy bearing a later date delivered to the secretary of the meeting) or by attending the meeting and voting in person.

Votes Required

In the election of directors, the nine nominees receiving the greatest number of votes will be elected even if they do not receive a majority. The ratification of appointment of the Company s independent registered public accounting firm requires more votes in favor than votes against. Abstentions and broker non-votes will not be counted as a vote in favor or against and therefore will not affect the outcome.

ELECTION OF DIRECTORS

Nominees

A board of nine directors will be elected at the meeting to serve until the next annual meeting of shareholders and the election and qualification of their successors. The Company s Board of Directors currently consists of nine directors. All of the directors were elected by the shareholders at the 2008 Annual Meeting. All Board members attended the 2008 Annual Meeting, and all are expected to attend the 2009 Annual Meeting, absent unusual circumstances.

Each of the nominees has consented to being named as a nominee in this Proxy Statement, has agreed to serve if elected, and has furnished to the Company the information set forth in the following table.

The Board of Directors recommends a vote FOR the election of the nine nominees named below. It is expected that each of the nominees will be able to serve, but if any nominee is unable to serve for any reason (which is not now anticipated), the Board of Directors will name a substitute nominee, and the proxies will vote for that person.

Name, Age, Positions with the Company or Principal Occupation For Past Five Years, and Other Information	**Director Since**
ALAN I. KIRSHNER, 73	1978
Chairman of the Board of Directors and Chief Executive Officer since September 1986.	
ANTHONY F. MARKEL, 67	1978
Vice Chairman since May 2008; President and Chief Operating Officer March 1992-April 2008.	
STEVEN A. MARKEL, 60	1978
Vice Chairman since March 1992. Director, S&K Famous Brands, Inc.	
J. ALFRED BROADDUS, JR., 69	2004
Private Investor; President, Federal Reserve Bank of Richmond, 1993-2004. Director, Albemarle Corporation, Owens & Minor, Inc. and T. Rowe Price Group Inc.	
DOUGLAS C. EBY, 49	2001
Chairman and Chief Executive Officer, TimePartners LLC, an investment advisory firm, since November 2006; President, Torray LLC, an independent money management firm, 1992-October 2007. Director, Realty Finance Corporation and Level 3 Communications, Inc.	
LESLIE A. GRANDIS, 64	1987
Partner, McGuireWoods LLP, Richmond, Virginia, attorneys-at-law, since 1974.	
STEWART M. KASEN, 69	1987
Retired; President and Chief Executive Officer, S&K Famous Brands, Inc., a clothing retailer headquartered in Richmond, Virginia, April 2002-May 2007. Chairman of the Board, Lenox Group, Inc.	

LEMUEL E. LEWIS, 62	2007
Retired; Executive Vice President and Chief Financial Officer, Landmark Communications, Inc., a privately held media company, January 2000-July 2006. Director, Federal Reserve Bank of Richmond and Dollar Tree Stores, Inc.	
JAY M. WEINBERG, 76	2003
Chairman Emeritus, Hirschler Fleischer, a professional corporation, attorneys-at-law; member of firm since 1959. Director, First Capital Bank.	

Family Relationships

Anthony F. Markel and Steven A. Markel are first cousins.

SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

KPMG LLP has been selected by the Audit Committee of the Board of Directors as the independent registered public accountants of the Company for the current fiscal year, subject to ratification by the shareholders. Representatives of KPMG LLP are expected to be present at the 2009 Annual Meeting, will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions from shareholders. If the shareholders do not ratify the selection of KPMG LLP, the selection of another firm will be considered by the Audit Committee. The Board of Directors recommends a vote FOR ratification of the selection of KPMG LLP as the Company s independent registered public accountants for the current fiscal year.

Total Payments

Total payments by the Company to KPMG LLP for 2008 and 2007 were $3,790,753 and $4,023,238, respectively. Further details are set forth below.

Audit Fees

The aggregate fees billed to the Company by KPMG LLP for audit services for 2008 and 2007 were $3,479,912 and $3,482,543, respectively.

Audit-Related Fees

The aggregate fees billed to the Company by KPMG LLP for audit-related services for 2008 and 2007 and not otherwise reported in the preceding paragraph, primarily for employee benefit plan audits, were $64,100 and $70,400, respectively.

Tax Fees

The aggregate fees billed to the Company by KPMG LLP for tax services for 2008 and 2007 were $135,418 and $411,115, respectively, primarily for assistance with implementation of FASB Interpretation No. 48 (in 2007), tax planning and tax compliance.

All Other Fees

The aggregate fees billed to the Company by KPMG LLP for all other services for 2008 and 2007, primarily for due diligence services (in 2008) and actuarial certifications, were $111,323 and $59,180, respectively.

Pre-approval of Services

The Audit Committee pre-approves all audit services and permitted non-audit services to be performed by KPMG LLP. The Audit Committee has delegated authority for pre-approval between meetings to one or more of its members, provided any decision to grant pre-approval is presented to the full committee at its next scheduled meeting.

PRINCIPAL SHAREHOLDERS

The following table and footnotes set forth information with respect to beneficial ownership of equity securities of the Company as of February 23, 2009, except as otherwise noted, by (i) each director; (ii) each executive officer named in the Summary Compensation Table; (iii) each person known to the Company to be the beneficial owner of more than 5% of its outstanding Common Stock; and (iv) all directors and executive officers of the Company as a group (15 persons). For purposes of this table, beneficial ownership includes, as required by applicable regulations, shares over which a person has, or shares, voting or investment power. Except as otherwise indicated, each of the persons named below has sole voting and investment power with respect to the shares of Common Stock beneficially owned by that person.

AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP

Name	Direct Ownership[a]	Other Ownership	Total Beneficial Ownership	Percent
Alan I. Kirshner	47,206	251 [b]	47,457	*
Anthony F. Markel	172,715	57,057 [c]	229,772	2.34%
Steven A. Markel	231,866	151,396 [d]	383,262	3.91%
Thomas S. Gayner	24,044 [e]	2,447 [f]	26,491	*
Paul W. Springman	18,962 [g]	4,200 [b]	23,162	*
Richard R. Whitt, III	4,431 [h]		4,431	*
J. Alfred Broaddus, Jr.	176 [i]		176	*
Douglas C. Eby	200 [j]		200	*
Leslie A. Grandis	18,901 [j]	525 [b]	19,426	*
Stewart M. Kasen	7,200 [j]	3,028	10,228	*
Lemuel E. Lewis	612 [j]		612	*
Jay M. Weinberg	2,608 [j]		2,608	*
All directors and executive officers as a group	542,978 [k]	220,010 [l]	762,988	7.77%

* Less than 1% of class.

[a] Includes the following shares subject to pledges: (i) 22,500 shares pledged by Mr. Kirshner to secure delivery obligations under variable prepaid forward contracts and 12,690 shares that are pledged by him as collateral for loans; (ii) 172,509 shares pledged by Anthony F. Markel as collateral for loans; (iii) 30,000 shares pledged by Steven A. Markel as collateral for loans; and (iv) 555 shares held by Mr. Whitt in a brokerage margin account with respect to which there are currently no outstanding loans, and 1,095 shares pledged by Mr. Whitt as collateral for loans.

[b] Owned by spouse as to which beneficial ownership is disclaimed.

[c] Includes 35,665 shares held in Grantor Retained Annuity Trusts for which Anthony F. Markel is trustee and partial beneficiary. Includes 10,772 shares held in a trust for which Mr. Markel is trustee and a partial beneficiary. Includes 2,443 shares held in trust for his children and for which Mr. Markel is trustee and partial beneficiary. Includes 8,177 shares held as trustee for the benefit of Mr. Markel s children as to which he disclaims beneficial ownership; of these shares, 1,818 are pledged as collateral to secure loans.

[d] Includes 20,000 shares held in Grantor Retained Annuity Trusts for which Steven A. Markel is trustee and partial beneficiary. Includes 4,375 shares held as trustee and partial beneficiary of a testamentary trust, as to which he disclaims beneficial ownership except with respect to his interest in the trust. Includes 81,726 shares held as co-trustee for the benefit of the Lewis C. Markel Residuary Trust, 21,450 shares held as co-trustee for the benefit of Mr. Kirshner s children, and 23,845 shares held as co-trustee for the benefit of Anthony F.

Markel s children, as to all of which shares Mr. Markel disclaims beneficial ownership.

[e] Excludes 4,660 Restricted Stock Units subject to vesting requirements and 1,220 Restricted Stock Units which have vested, but with respect to which receipt of shares has been deferred.

[f] Includes 447 shares held as trustee for the benefit of, and 2,000 shares held by, Mr. Gayner s wife as to all of which shares Mr. Gayner disclaims beneficial ownership.

[g] Excludes 4,660 Restricted Stock Units subject to vesting requirements and 1,238 Restricted Stock Units which have vested, but with respect to which receipt of shares has been deferred.

[h] Excludes 3,078 Restricted Stock Units subject to vesting requirements.

[i] Excludes 1,000 Restricted Stock Units granted to Mr. Broaddus which vest ratably over a five-year period from the date of grant (August 2004) under which shares will not be issued until May 2009.

[j] Includes 200 shares of Restricted Stock which are scheduled to vest in May 2009.

[k] With respect to executive officers not named in the table, excludes 4,849 Restricted Stock Units subject to vesting requirements.

[l] With respect to an executive officer not named in the table, includes 1,106 shares owned by the officer s spouse as to which beneficial ownership is disclaimed.

CORPORATE GOVERNANCE

Committees of the Board of Directors; Director Independence

The Board of Directors has adopted Corporate Governance Guidelines and written charters for the Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee. Current copies of the Guidelines and the written charters for each of these committees are available to security holders on the Company s website, www.markelcorp.com. Shareholders may also obtain printed copies of the Guidelines and the committee charters by writing Bruce Kay, Vice President of Investor Relations, at 4521 Highwoods Parkway, Glen Allen, Virginia, 23060, or by calling (800) 446-6671.

The Board of Directors held five meetings in 2008. Each director attended at least 75% of the meetings of the Board and all committees on which he served during 2008.

The following table reflects the current membership and the chair of the Audit, Compensation and Nominating/Corporate Governance Committees.

	Audit	Compensation	Nominating/Corporate Governance
J. Alfred Broaddus, Jr.	Member	Member	Member
Douglas C. Eby		Chair	Member
Leslie A. Grandis		Member	Member
Stewart M. Kasen	Chair		Member
Lemuel E. Lewis	Member		Member
Jay M. Weinberg	Member	Member	Chair

The Board has determined that Messrs. Broaddus, Eby, Grandis, Kasen, Lewis and Weinberg are each independent of management under applicable New York Stock Exchange (NYSE) rules and categorical standards for determining independence adopted by the Nominating/Corporate Governance Committee. In addition to the applicable NYSE rules and the categorical standards, the Board took into account the various transactions described under Certain Transactions ; otherwise, the independent directors had no other relationships with the Company. The Board has also determined that each member of the Audit, Compensation and Nominating/Corporate Governance Committees meets applicable NYSE independence standards for service on those committees.

Under the categorical standards, a director is considered independent without further Board determination if the director meets NYSE standards, unless:

The director or a member of his or her immediate family is or has been an employee of the Company within the past three years. Employment as an interim Chairman or Chief Executive Officer does not disqualify a director from being independent following that employment.

The director or a member of his or her immediate family has received, in any 12 month period within the past three years, more than $120,000 in direct compensation from the Company other than director and committee fees and pension or other forms of deferred compensation.

The director is a current partner or employee of a firm that is the company's internal or external auditor; the director has an immediate family member who is a current partner of such a firm; the director has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit; or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company's audit within that time.

The director or a member of his or her immediate family is, or within the past three years has been, employed as an executive officer of another company where any of the Company s present executive officers serve or served at the same time on that company s compensation committee.

The director is an employee, or a member of his or her immediate family is an executive officer, of a company that made payments to or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1,000,000 or 2% of such other company s consolidated gross revenues.

The director is a director or trustee, or the director or a member of his or her immediate family is an executive officer, of a tax exempt organization which in any single fiscal year receives contributions from the Company in an amount greater than $1,000,000.

The director or a member of his or her immediate family receives discounted goods or services from the Company if the value of such discount exceeds $10,000 in any single fiscal year.

For these purposes, immediate family means a person s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person s home.

Executive Sessions; Communications with Directors

The non-management directors meet in executive session without management at each scheduled Board meeting and at such other times as the non-management directors deem appropriate. At each meeting of non-management directors, one of the non-management directors serves as the chair or presiding director for that meeting. This role is rotated among non-management directors in alphabetical order. Any security holder or other interested party wishing to communicate with the Board of Directors as a whole, the non-management directors or an individual director should write to Board of Directors, Non-Management Directors or the individual director in care of the Company Secretary at 4521 Highwoods Parkway, Glen Allen, Virginia, 23060. Communications from security holders or other interested parties addressed in this fashion will be sent directly to the Board of Directors, the non-management directors or the individual director, as applicable.

Compensation of Non-employee Directors

The following table sets forth compensation for the Company s non-employee directors for 2008:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	All Other Compensation ($)	Total ($)
J. Alfred Broaddus, Jr.	$ 30,000	$ 57,000	$ 4,325	$ 91,325
Douglas C. Eby	$ 30,000	$ 73,336		$ 103,336
Leslie A. Grandis	$ 30,000	$ 73,336	$ 6,504	$ 109,840
Stewart M. Kasen	$ 30,000	$ 73,336	$ 5,458	$ 108,794
Lemuel E. Lewis	$ 30,000	$ 85,514	$ 7,090	$ 122,604
Jay M. Weinberg	$ 30,000	$ 73,336	$ 2,090	$ 105,426

Each non-employee director is paid an annual fee of $30,000 and reimbursement of expenses incurred in connection with attending meetings.

Mr. Broaddus was awarded 1,000 Restricted Stock Units in August 2004 under the Markel Corporation Omnibus Incentive Plan. Each unit represents the right to receive one share of Common Stock. The units vest ratably over five years with no shares to be issued until May 2009. Restricted Stock Units previously granted to

Messrs. Eby, Grandis, Kasen, Lewis and Weinberg vested in May 2008, and they each received grants in 2008 of 200 shares of Restricted Stock that are scheduled to vest in May 2009. The amounts shown in the table are the dollar amounts recognized by the Company for financial reporting purposes for 2008 in accordance with FAS 123R. Differences in reported amounts are due to differences in the dates of the awards.

The Company matches up to $5,000 per year in charitable contributions made by each non-employee director. All Other Compensation includes $4,325 for Mr. Broaddus and $5,000 each for Messrs. Grandis, Kasen and Lewis representing matching gifts.

Non-employee directors are also eligible to participate, up to the total amount of fees received by the director, in the Employee Stock Purchase and Bonus Plan (the Stock Purchase Plan). Participating directors receive Stock Bonus Awards in accordance with the terms of that plan equal to 10% of the net increase in shares purchased under the plan in a calendar year. Each of the following directors received bonus shares under the Stock Purchase Plan for 2008 with the purchase price for the bonus shares as indicated: Mr. Grandis ($1,045); Mr. Lewis ($2,090); and Mr. Weinberg ($2,090).

Messrs. Kasen and Grandis had grandfathered loans under the Stock Purchase Plan Loan Program, which were paid off in 2008. All Other Compensation includes $458 each for Messrs. Kasen and Grandis representing the difference between the interest rate charged on loans made to them under the Loan Program and 120% of the applicable federal long-term rate at the time the loans were made.

In 1989, the Company established a Stock Option Plan for Non-Employee Directors (the Directors Plan) which provided for one-time awards to non-employee directors of options to purchase 6,000 shares of the Company s Common Stock. This plan permitted participants to defer receipt of shares of Common Stock upon exercise of options. Mr. Grandis has deferred receipt of 6,000 shares under the Directors Plan and will receive the shares in installments beginning in 2009.

Audit Committee

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company s financial statements; (ii) the Company s compliance with legal and regulatory requirements; (iii) the independent auditors qualifications and independence; and (iv) the performance of the independent auditors and the performance of the Company s internal audit function. In addition, the Committee provides an avenue for communication between the internal auditors, the independent auditors, financial management and the Board.

The Board of Directors has determined that all members of the Audit Committee are audit committee financial experts as defined by Item 407(d) of Regulation S-K under the Exchange Act. In making this determination, the Board considered, among other things, the experience described under Election of Directors above and other relevant experience as summarized below:

Mr. Broaddus-As President of the Federal Reserve Bank of Richmond for eleven years, he had ultimate oversight responsibility for financial and accounting officers preparing financial reports for the bank. A Ph.D. in economics, he spent over 34 years working for the Federal Reserve Bank. He serves on the audit committees of two other publicly traded companies and has supplemented his experience with formal training in accounting issues for corporate directors.

Mr. Kasen-As Chief Executive Officer of several publicly traded companies, he has supervised the chief financial officer and/or other accounting personnel in connection with their preparation of financial statements for the companies. He also has served on the audit committee of other publicly traded companies and has had extensive experience as a private investor in reviewing and analyzing financial statements and periodic reports of numerous public and private businesses.

Mr. Lewis-He has over 30 years of business experience and served for over six years as Chief Financial Officer of Landmark Communications, Inc., a privately held media company, with responsibility for the preparation of the company s financial statements. In addition, he serves or has served as chairman of the board of directors and of the audit committee of the Federal Reserve Bank of Richmond and as a member of the audit committee of another publicly traded company.

Mr. Weinberg-As President of his law firm (for 15 years), he actively supervised the business and financial management of the firm. He has served, or currently serves, on the audit committee of several companies and has over 40 years of experience as a lawyer serving numerous public and private companies. In his law practice and as a private investor, he has had extensive experience in reviewing and analyzing financial statements and periodic reports of numerous public and private businesses.

The Audit Committee held seven meetings during 2008.

Compensation Committee

The Compensation Committee is appointed by the Board to review and approve corporate goals relevant to compensation for executive officers; evaluate executive officer performance and, in light of that performance, approve annual and long-term compensation; administer incentive stock plans; and approve or recommend executive incentive compensation plans and equity-based plans in which executive officers and members of the Board participate. The Committee also discusses succession planning with the Chief Executive Officer and other executive officers and periodically reports its views to the full Board.

The Compensation Committee has full authority over compensation of the executive officers of the Company and makes recommendations to the Board concerning the equity component of the Board s compensation. The Committee s authority is not delegated to any other person.

The Committee annually reviews and resets the compensation of the Company s executive officers taking into account, among other factors, years of service; level of experience; areas of responsibility; the annual rate of inflation; the Company s operating performance; individual performance; and total compensation opportunities relative to compensation opportunities of other members of management of the Company and its subsidiaries. The Board of Directors conducts an annual review of director compensation, taking into account recommendations from the Committee with respect to equity-based plans in which directors participate. The Committee and the Board consider recommendations from senior management in the course of their review. Neither the Committee nor the Board has retained compensation consultants to assist it in determining the amount or form of compensation for executive officers or directors.

The Compensation Committee held four meetings during 2008.

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee is appointed by the Board to identify individuals qualified to become Board members; assist the Board in reviewing the independence, skills and characteristics of Board members as well as the size and composition of the Board; recommend to the Board the director nominees for the next annual meeting of shareholders; recommend to the Board nominees for each committee of the Board; and oversee the governance of the Company, including recommending to the Board the Corporate Governance Guidelines for the Company.

While the Committee has not adopted minimum criteria, it considers several qualifications when considering candidates for the Board. The Committee seeks a mix of skills and experience on the part of Board members that will maximize the Board s effectiveness. Among attributes the Committee takes into account are integrity; leadership and policy making experience; business and financial expertise; government or community service; diversity of experience and of background; and the ability to act in the best interests of all shareholders.

Candidates should be committed to representing the long-term interests of all of the shareholders and should not have any interests which conflict with service with the Company. In addition, directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

The Committee will consider candidates recommended by shareholders for consideration as directors on the same basis it evaluates other candidates. Any shareholder wishing to recommend a nominee for consideration should write to the Chairman of the Nominating/Corporate Governance Committee in care of the Company Secretary at 4521 Highwoods Parkway, Glen Allen, Virginia, 23060.

The Nominating/Corporate Governance Committee held two meetings during 2008.

Code of Conduct

The Board of Directors has adopted a Code of Conduct which is applicable to all directors and associates, including executive officers. The Company has posted the Code of Conduct on its website, www.markelcorp.com. The Company intends to disclose any amendments to the Code of Conduct, as well as any waivers for directors or executive officers, by posting such information on its website. Shareholders may obtain printed copies of the Code of Conduct by writing Bruce Kay, Vice President of Investor Relations, at 4521 Highwoods Parkway, Glen Allen, Virginia, 23060, or by calling (800) 446-6671.

Review of Transactions with Related Persons

Under the Company s Code of Conduct, any potential conflict of interest that involves a director or executive officer must be approved by the Board of Directors or a designated committee. At this time, all such transactions are reviewed by the Board. In connection with the Board s review, the Board is advised of the material facts relating to the transaction and makes a determination whether it is in the best interests of the Company to engage in the transaction.

Certain Transactions

Loan Program

The Company s Stock Purchase Plan includes a Loan Program. As required by the Sarbanes-Oxley Act, effective July 30, 2002, new loans under the Loan Program are no longer available to directors and executive officers. Existing loans to executive officers continue in accordance with their terms in effect on July 30, 2002. All loans previously made to directors have been fully paid.

The Loan Program includes an incentive payment if the Company s growth in book value goals are met. The incentive payment feature applicable to the grandfathered loans for executive officers is based on a five-year compound annual growth in book value as follows:

5-year Average Compound Annual Growth in Adjusted Book Value Per Share	**Company Incentive Payment as % of Original Loan Balance**
Under 15%	0%
15%	1.25%
16%	2.00%
17%	2.75%
18%	3.50%
19%	4.25%
20%	5.00%
21%	5.75%
22%	6.50%
23%	7.25%
24%	8.00%
25%	8.75%
Over 25%	Discretionary

The five-year average compound growth in adjusted book value per share for 2008 was 10% and, accordingly, no incentive payment was made.

All loans made under the Loan Program bear interest at 3% and are generally due and payable within 10 years of the loan date. The unsecured loans are full recourse and are partially amortizing, requiring a balloon payment at maturity. The loan may be prepaid at any time and must be repaid upon an employee s termination of employment. The interest rate and payment terms are adjusted to terms comparable to market rates and terms if a participant sells or pledges the shares purchased under the Loan Program (including bonus shares awarded in connection with the Loan Program) without the Company s prior consent.

The largest aggregate amount of principal and interest outstanding during 2008 on stock loans made to the named officers and directors was as follows: Thomas S. Gayner $168,917; Leslie A. Grandis $44,164; Stewart M. Kasen $44,164; Paul W. Springman $660,482; and Richard R. Whitt, III $64,762. At December 31, 2008, the amount of interest and principal outstanding on stock loans to the named officers and directors was as follows: Thomas S. Gayner $51,227; Leslie A. Grandis $0; Stewart M. Kasen $0; Paul W. Springman $371,903; and Richard R. Whitt, III $0.

Other Transactions

Mr. Kirshner s spouse, son-in-law and sister-in-law are each employed by a Company subsidiary as Executive Producer, Divisional Vice President and Product Line Team Leader, respectively. In 2008, total compensation to Mr. Kirshner s spouse was less than $120,000. Total salary and incentive compensation paid to Mr. Kirshner s son-in-law and sister-in-law in 2008 were approximately $378,000 and $173,000, respectively.

The Company owns a 2/7th interest in Dominion Citation Group, L.C. (Dominion), a limited liability company formed to own and operate a private aircraft. The Company s investment in Dominion is approximately $294,000. Steven A. Markel also currently owns a 1/7th interest in Dominion. Ownership interests in Dominion entitle the member to use of the aircraft for a specified number of hours at rates believed to be more favorable than those generally available in the market. During 2008, the Company made total payments of approximately $267,000 to

Dominion.

McGuireWoods LLP, of which Leslie A. Grandis is a partner, provides legal services to the Company. During 2008, the Company paid McGuireWoods LLP approximately $601,000 for such services.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during 2008 were Messrs. Broaddus, Grandis, Eby and Weinberg. As noted above in Certain Transactions, Mr. Grandis participated in the Company s Loan Program and is a partner in McGuireWoods LLP, which provides legal services to the Company.

COMMITTEE REPORTS

Report of the Audit Committee

In performing its oversight role, the Audit Committee has reviewed and discussed the audited financial statements with management and KPMG LLP. The Audit Committee has also discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended, as adopted by the Public Company Accounting Oversight Board; has received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG s communications with the Audit Committee concerning independence; and has discussed KPMG s independence with KPMG. The Audit Committee has considered whether the provision of non-audit services (none of which related to financial information systems design and implementation) by KPMG is compatible with maintaining independence and has discussed with KPMG its independence. Based on the review and discussions described in this Report, and subject to the limitations on its role and responsibilities described below and in its charter, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The Audit Committee performs the oversight role assigned to it by the Board of Directors in its charter. Management is responsible for the preparation, presentation and integrity of the Company s financial statements, accounting and financial reporting principles, internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for performing an independent audit of the consolidated financial statements and internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board and for attesting to the effectiveness of the Company s internal controls. The members of the Audit Committee are not accountants or auditors and rely without independent verification on the information provided to them and on the representations made by management and the independent registered public accounting firm. Accordingly, the Audit Committee s oversight does not provide an independent basis to determine that the Company s financial statements have been prepared in accordance with generally accepted accounting principles or that the audit of the Company s financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States).

Members of the Audit Committee

Stewart M. Kasen, Chairman, J. Alfred Broaddus, Jr., Lemuel E. Lewis, Jay M. Weinberg

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis appearing in this Proxy Statement. Based upon this review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

Members of the Compensation Committee

Douglas C. Eby, Chairman, J. Alfred Broaddus, Jr., Leslie A. Grandis, Jay M. Weinberg

COMPENSATION DISCUSSION AND ANALYSIS

The Company focuses on a business model under which the combination of underwriting profits and investment returns builds shareholder value over the long term. This focus is reflected in the Company s compensation philosophy and programs. The Company s objective is for associates, including the Company s executive officers, to earn reasonable base salaries and benefits, but have the opportunity to earn significant performance incentives based on underwriting profitability or growth in book value per share, which takes into account both the profits earned from underwriting operations and the earnings on the Company s investment portfolio. An additional feature is a strong emphasis on equity ownership, with the expectation that it will result in associates thinking and managing the Company s business like owners.

The following discussion examines each of the key elements of compensation, how they are determined, and how they fit within the overall compensation structure.

Base Salary and Benefits

In general, base salary levels for executive officers are set by the Compensation Committee of the Board of Directors at the minimum levels believed to be sufficient to attract and retain qualified executives when considered with other components of the Company s compensation structure. The Compensation Committee has not retained a compensation consultant to assist it in determining appropriate compensation levels and has not engaged in any formal benchmarking processes. The Committee has instead relied on the general knowledge, experience and good judgment of its members, both with regard to competitive compensation levels and the relative success that has been achieved by the Company. In addition, the Committee takes into account years of service; level of experience; areas of responsibility; the annual rate of inflation; the Company s operating performance; individual performance; and total compensation opportunities relative to compensation opportunities of other members of management of the Company and its subsidiaries. Because of the significant incentive opportunities available to managers of the Company s subsidiaries based on operating unit performance, the Committee also evaluates total compensation to executive officers to ensure overall fairness.

In May 2008, Mr. Kirshner s base salary was increased from $625,000 to $650,000, while the base salaries of Anthony F. Markel and Steven A. Markel remained unchanged at $600,000. Mr. Kirshner s salary increase was in line with the Company s standard range of salary increases in 2008. The base salaries for Messrs. Gayner, Springman and Whitt are also set by the Compensation Committee, taking into account the factors discussed above, upon recommendation of Mr. Kirshner, Anthony F. Markel and Steven A. Markel. In May 2008, the base salaries for Messrs. Gayner and Springman were increased from $500,000 to $525,000 and $535,000 annually, respectively. Mr. Whitt s base salary was increased from $425,000 to $475,000 annually. Mr. Springman s increase reflected his assumption of the role of President and Chief Operating Officer. The relatively larger increase for Mr. Whitt reflects his more recent assumption of the role of Chief Financial Officer and an effort over time to bring his compensation into an appropriate range for that position.

The Company offers a competitive package of employee welfare benefits, in which executive officers participate on the same basis as other salaried associates. The Company s Retirement Savings Plan is a defined contribution plan qualified under Sections 401(a) and 401(k) of the Internal Revenue Code (the Code). Each of the executive officers participated in the plan in 2008 and received the maximum Company match under the plan ($20,700) for the year. There is no supplemental benefit plan for executive officers with respect to the Retirement Savings Plan or any employee welfare plan.

Until December 31, 2004, the Company provided deferred compensation benefits to Mr. Kirshner, Anthony F. Markel and Steven A. Markel in accordance with the terms of their employment contracts, which had been in effect, with some modifications, since 1986. Following the passage of Section 409A of the Code, these arrangements were frozen, and a corresponding increase was made to their base salaries. No new contributions have been made since that date, although the outstanding balances accrue interest at an annual rate of 8%. The deferred compensation benefits payable under these arrangements are unfunded.

Incentive Compensation

The Company s incentive compensation program for executive officers generally consists of two elements cash incentive compensation paid under the Executive Bonus Plan and Restricted Stock Units issued under the Omnibus Incentive Plan. All executive officers participate in the Executive Bonus Plan. Messrs. Gayner, Springman and Whitt have received Restricted Stock Unit awards under the Omnibus Incentive Plan. Mr. Kirshner, Anthony F. Markel and Steven A. Markel do not participate in the Omnibus Incentive Plan at their request because of both the substantial ownership of Common Stock they already have and their belief that the benefits of Restricted Stock Unit awards to the Company and to the individuals involved were more significant in the case of other members of management. The lack of participation by these executive officers in the Omnibus Incentive Plan is not reflected in higher bonus opportunities under the Executive Bonus Plan.

Awards under both plans are subject to the achievement of pre-established performance goals. The performance measure used in both plans is the same five-year average compound growth in book value per share.

Growth in book value per share over a period of several years has been selected as the performance goal under both plans based on a belief that consistent increases in book value will enhance the value of the Company and will, over time, benefit shareholders through higher stock prices. A five-year measurement period has been selected to provide balance between line of sight for actions currently being taken and a long-term perspective in managing the Company s operations. In addition, using a longer-term measurement period does not encourage the taking of excessive or unnecessary risks in order to earn incentive compensation.

Book value calculations may be modified by the Compensation Committee to reflect transactions not in the ordinary course which may affect book value including, but not limited to, share issuances or conversions, share repurchases, dividends or other distributions affecting book value.

As illustrated in the discussion below and in the tabular and other information under Executive Compensation, if the Company achieves excellent performance over a multi-year period, Mr. Kirshner, Anthony F. Markel and Steven A. Markel have the potential to receive over two-thirds of their total compensation in the form of incentive compensation, while Messrs. Gayner, Springman and Whitt have the potential to receive over 80% of their total compensation in the form of incentive compensation. While the Company believes it is important to provide incentive compensation at these levels, it believes it is equally important to pay it only as a result of sustained performance and not as a result of performance for any single year.

Executive Bonus Plan

The Executive Bonus Plan has been approved by shareholders. The plan is administered by the Compensation Committee (or a sub-committee). The Compensation Committee has the power and complete discretion to select eligible employees to receive awards and to determine the type of award and its terms and conditions. Executive officers of the Company who the Compensation Committee determines have contributed or who can be expected to contribute significantly to the Company are eligible to receive awards under the plan.

The plan is designed so that payments will not be subject to the $1,000,000 deduction limit under Section 162(m) of the Code. Awards are subject to the achievement of pre-established performance goals and are administered to comply with the requirements of Section 162(m).

As discussed above, performance goals relate to growth in book value. The Compensation Committee sets the amounts payable under each performance award. For each of the named executive officers, the scale for bonus awards currently used is set forth under Non-Equity Incentive Plan Awards on page 21. The employee receives the appropriate payment at the end of the performance period (generally, a fiscal year) if the performance goals and other terms and conditions of the award are met. Awards are payable in cash. Under the terms of the plan, the aggregate maximum cash amount payable under the plan to any employee in any year cannot exceed the lesser of 250% of base salary or $2,500,000. Any performance award must be made before the 90th day of the period for which the performance award relates and before the completion of 25% of the period.

In addition, while the Executive Bonus Plan caps incentive compensation paid to any individual at the lesser of 250% of base salary or $2,500,000, the Compensation Committee reserves the right to approve supplementary bonuses above those levels in the case of compound growth in book value per share exceeding 20% or other special circumstances.

Omnibus Incentive Plan

The Compensation Committee approved performance-based Restricted Stock Unit awards in February 2008 for Messrs. Gayner, Springman and Whitt, as well as other non-executive officers who are members of management of the Company and its subsidiaries, under the Company s Omnibus Incentive Plan. Under the awards to Messrs. Gayner, Springman and Whitt, Restricted Stock Units, expressed in dollars as a percentage of base salary, could be granted based on growth in book value per share of Common Stock averaged for the period from January 1, 2004 to December 31, 2008. Each Restricted Stock Unit represents the right to receive one share of Common Stock. The table on page 22 under Stock Awards shows the potential value of Restricted Stock Unit grants under the awards, expressed as a percentage of base salary. Awards of Restricted Stock Units are generally administered as performance grants, designed so that payments will not be subject to the $1,000,000 deduction limit under Section 162(m).

Messrs. Gayner, Springman and Whitt have the potential to earn equal amounts of incentive compensation in the form of cash and Restricted Stock Units. Paying a substantial portion of incentive compensation in Restricted Stock Units has the advantage of both increasing the executive officers equity ownership in the Company (which is aligned with the Company s emphasis on equity ownership by associates) and furnishing a retention incentive (i.e., the executive officer must remain employed by the Company in order to be assured of vesting in the stock).

The five-year average of the compound growth in book value per share from January 1, 2004 through December 31, 2008 was 10%, resulting in no payouts for 2008 under either the Executive Bonus Plan or the awards for 2008 under the Omnibus Incentive Plan.

Stock Ownership Guidelines

The Company places a strong emphasis on equity ownership by executive officers and other members of senior management. The Board of Directors has adopted stock ownership guidelines that require executive officers to acquire and maintain ownership of Common Stock with a value at least equal to five times base salary and other members of senior management to acquire and maintain ownership of Common Stock with a value at least equal to three times base salary. Newly hired or newly promoted executives are expected to reach these minimum levels of ownership within five years. Shares as to which the economic risks of ownership are hedged are not considered owned for this purpose. All persons who were executive officers in 2008 meet or exceed these guidelines, except Mr. Whitt, who was promoted to his current position in May 2005 and who currently owns Common Stock equal in value to approximately three times his base salary.

Perquisites

The Company provides limited perquisites to its executive officers as described in the footnotes to the Summary Compensation Table. The principal perquisite offered to executive officers is the ability to receive investment advisory services from Markel-Gayner Asset Management Corporation, a subsidiary of the Company, at a discounted rate, which the Company believes is an efficient way for the Company to assist executive officers, if they so choose, with management of their personal or family investment portfolios.

Employment Agreements

The Company has entered into employment agreements with each of its executive officers. The material terms of these agreements and the severance benefits payable under various scenarios are described under the heading Potential Payments Upon Termination or Change in Control.

Each of the employment agreements provides assurances to the Company with regard to the availability of the executive s services, provides protection for the Company s confidential information and trade secrets, and restricts the ability of the executive officers to compete with the Company during their employment and after its termination. In return, the executive officers are provided assurances with regard to salary, other compensation and benefits, as well as severance benefits if their employment is terminated by the Company other than for cause. For this purpose, cause includes neglect of duties; willful misconduct; conduct that may result in material injury to the reputation of the Company; active disloyalty; inability to maintain or obtain required regulatory approvals; or breach of obligations relating to confidential information, trade secrets or restrictions on competing with the Company.

In addition, Messrs. Gayner, Springman and Whitt are provided additional assurances following a Change in Control. In such a situation, they would receive enhanced severance benefits, but only if their employment were terminated without cause or if they chose to terminate their employment for Good Reason. See Potential Payments Upon Termination or Change in Control for a description of the benefits payable and for definitions of these terms. This additional double trigger protection has been provided to Messrs. Gayner, Springman and Whitt because they are considered more vulnerable in a Change in Control context due to their positions with the Company, their relative levels of equity ownership and the stage of their careers. The employment agreements for Mr. Kirshner and Steven A. Markel do not include additional Change in Control protections because they are not perceived to be necessary in their cases. The employment agreement for Anthony F. Markel was amended effective January 1, 2009 to reflect his move to part-time employment status. See Potential Payments Upon Termination or Change in Control for a description of the terms of the agreement as amended.

None of the employment agreements with the Company s executive officers include provisions for tax gross-ups, in respect of the parachute payment tax imposed by Section 280G of the Code or otherwise.

Tax and Accounting Treatment

Section 162(m) of the Code imposes a $1,000,000 limit on the amount of U. S. compensation that will be deductible for U. S. tax purposes by the Company with respect to each of the Chief Executive Officer and the four other most highly compensated executive officers. Performance-based compensation (such as Restricted Stock Unit awards and cash incentive payments under the Executive Bonus Plan described above) that meets certain requirements will not be subject to the deduction limit. The Compensation Committee retains discretion to make bonus payments outside of the Executive Bonus Plan or to award grants under the Omnibus Incentive Plan that will count against the $1,000,000 limit, but the Committee does not currently expect to do so on a regular basis. The Compensation Committee will continue to monitor the impact of the Section 162(m) limit and will attempt to minimize the loss of tax deductions in future years as long as doing so is consistent with its objectives for management compensation.

Compensation expense with respect to Restricted Stock Units under the Omnibus Incentive Plan is fixed for accounting purposes based on the fair value of the award at the grant date, i.e., the date on which the Compensation Committee determines the number of Restricted Stock Units to be awarded. The compensation expense is recognized over the period ending when the awards vest.

EXECUTIVE COMPENSATION

The following table provides compensation information for the Company s principal executive officer, principal financial officer and other executive officers during 2008 and preceding years.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Stock Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total Compensation ($)
Alan I. Kirshner	2008	$ 640,288	-0-	-0-	$ 7,390	$ 72,395	$ 720,073
Chairman and Chief Executive Officer	2007	$ 615,385	-0-	$ 937,500	$ 6,842	$ 49,093	$ 1,608,820
	2006	$ 600,000	-0-	$ 600,000	$ 6,336	$ 44,207	$ 1,250,543
Anthony F. Markel	2008	$ 600,000	-0-	-0-	$ 34,379	$ 55,292	$ 689,671
Vice Chairman	2007	$ 590,385	-0-	$ 900,000	$ 31,832	$ 60,479	$ 1,582,696
	2006	$ 575,000	-0-	$ 525,000	$ 29,474	$ 58,369	$ 1,187,843
Steven A. Markel	2008	$ 600,000	-0-	-0-	$ 25,466	$ 61,243	$ 686,709
Vice Chairman	2007	$ 590,385	-0-	$ 900,000	$ 23,580	$ 74,301	$ 1,588,265
	2006	$ 575,000	-0-	$ 575,000	$ 21,833	$ 66,897	$ 1,238,730
Thomas S. Gayner	2008	$ 515,289	$ 419,477	-0-	-0-	$ 27,336	$ 962,102
Executive Vice President and Chief Investment Officer	2007	$ 490,385	$ 389,300	$ 750,000	-0-	$ 42,850	$ 1,672,535
	2006	$ 462,019	$ 269,262	$ 712,500	-0-	$ 34,221	$ 1,478,002
Paul W. Springman	2008	$ 521,404	$ 419,477	-0-	-0-	$ 38,626	$ 979,507
President and Chief Operating Officer	2007	$ 490,385	$ 389,300	$ 750,000	-0-	$ 87,500	$ 1,717,185
	2006	$ 462,019	$ 269,262	$ 712,500	-0-	$ 71,742	$ 1,515,523
Richard R. Whitt, III	2008	$ 455,577	$ 266,104	-0-	-0-	$ 38,721	$ 760,402
Senior Vice President and Chief Financial Officer	2007	$ 413,462	$ 238,290	$ 637,500	-0-	$ 59,646	$ 1,348,898
	2006	$ 353,462	$ 138,220	$ 592,500	-0-	$ 152,550	$ 1,236,732

In accordance with applicable rules of the Securities and Exchange Commission, the Summary Compensation Table omits information regarding group life, health, hospitalization and medical reimbursement plans that do not discriminate in scope, terms or operation in favor of executive officers or directors and that are available generally to all salaried employees.

Messrs. Gayner, Springman and Whitt have been awarded Restricted Stock Units under the Company s Omnibus Incentive Plan in prior years, but received none for 2008. See Grants of Plan-Based Awards and Outstanding Equity Awards at Fiscal Year-End. The amounts shown in the table under Stock Awards are the dollar amounts recognized by the Company for financial reporting purposes in accordance with FAS 123R.

Non-Equity Incentive Plan Compensation consists of amounts paid under the Company s Executive Bonus Plan. See Grants of Plan-Based Awards Non-Equity Incentive Plan Awards for a discussion of these payments and to compare amounts actually paid out as reflected in the Summary Compensation Table with potential payouts at various performance levels.

Nonqualified Deferred Compensation Earnings for Mr. Kirshner, Anthony F. Markel and Steven A. Markel represent the difference between 8%, the rate at which amounts of deferred compensation previously set aside accrue interest, and 5.72%, which is 120% of the applicable federal long-term rate at the time the obligation was incurred.

All Other Compensation for 2008 includes the following:

The Company s contributions under the Company s Retirement Savings (401(k)) Plan in the amount of $20,700 for each person named in the Summary Compensation Table.

For Mr. Gayner, $2,936; for Mr. Springman, $14,926; and for Mr. Whitt, $548, representing the difference between the interest rate charged on loans made to them under the Stock Purchase Plan Loan Program and 120% of the applicable federal long-term rate at the time the loan was made. Mr. Whitt also received bonus shares under the Stock Purchase Program having a value of $14,473.

Markel-Gayner Asset Management Corporation, a Company subsidiary, provides investment advisory services to the Company and private clients. Directors and executive officers of the Company may receive a 50% discount on the fees charged by Markel-Gayner. The amount of the discount included in All Other Compensation for the following individuals and/or trusts or other entities related to them was as follows: Alan I. Kirshner $47,645; Anthony F. Markel $31,592; and Steven A. Markel $40,543.

The only other perquisites provided were physical examinations, the cost of which did not exceed $4,050 for any individual, and incidental perquisites associated with maintaining an office.

GRANTS OF PLAN-BASED AWARDS

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards*			Estimated Possible Payouts Under Equity Incentive Plan Awards**			All Other Stock Awards: Number of Units	Grant Date Fair Value of Stock Awards
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**(#)**	**($)**
Alan I. Kirshner		$ 325,000	$ 650,000	$ 1,625,000					
Anthony F. Markel		$ 300,000	$ 600,000	$ 1,500,000					
Steven A. Markel		$ 300,000	$ 600,000	$ 1,500,000					
Thomas S. Gayner	2/26/2008	$ 262,500	$ 525,000	$ 1,312,500	$ 262,500	$ 550,000	$ 1,050,000	1,605	$ 749,936
Paul W. Springman	2/26/2008	$ 267,500	$ 535,000	$ 1,337,500	$ 267,500	$ 535,000	$ 1,070,000	1,605	$ 749,936
Richard R. Whitt, III	2/26/2008	$ 237,500	$ 475,000	$ 1,187,500	$ 237,500	$ 475,000	$ 950,000	1,364	$ 637,329

* Payments in excess of 200% of base salary are at the discretion of the Compensation Committee. The Executive Bonus Plan caps awards at 250% of base salary, which is the amount shown under the Maximum column. The Compensation Committee reserves the right to approve supplementary bonuses above these levels in the case of compound growth in book value per share exceeding 20% or in other special circumstances.

** When targets are set, potential awards are expressed as a percentage of salary (with the reference amount being base salary at year end). The number of units awarded is determined by dividing the dollar amount by the fair market value of Common Stock on the date that the Compensation Committee certifies that the performance goals have been met. Awards in excess of 200% of base salary may be made at the discretion of the Compensation Committee.

This table shows all grants of awards under the Company s incentive plans made during 2008. Amounts shown for Messrs. Gayner, Springman and Whitt in the All Other Stock Awards column are Restricted Stock Units awarded to them in February 2008 with respect to achievement of 2007 performance goals under the Company s Omnibus Incentive Plan. The Grant Date Fair Value of Stock Awards column shows the fair value of these awards for financial reporting purposes under FAS 123R. The remaining columns represent compensation potentially payable for 2008.

Amounts shown in the Non-Equity Incentive Plan Awards and Equity Incentive Plan Awards columns for all executive officers reflect potential payouts for 2008 to each executive officer at threshold, target and maximum performance levels. As disclosed in the Summary Compensation Table and the discussion below under Non-Equity Incentive Plan Awards and Stock Awards, no payouts were made for 2008.

Non-Equity Incentive Plan Awards

For 2008, all named executive officers were eligible to receive awards under the Company s Executive Bonus Plan, expressed as a percentage of base salary, based on the five-year average of the compound growth in book value per share of Common Stock as reflected in the schedule below. The five-year average of the compound growth in book value for the period ending December 31, 2008 was 10%, resulting in no bonus payouts for 2008.

Average Compound Growth In Book Value Per Share	Bonus as % of Base Salary under the Plan
Under 11%	0%
11%	50%
12%	60%
13%	70%
14%	80%
15%	90%
16%	100%
17%	125%
18%	150%
19%	175%
20%	200%
21% and above	*

* Amounts in excess of 200% of base salary may be paid at this performance level in the discretion of the Compensation Committee.

Stock Awards

The Compensation Committee also approved performance-based Restricted Stock Unit awards for Messrs. Gayner, Springman and Whitt in February 2008 under the Company s Omnibus Incentive Plan. Each unit represents the right to receive one share of Common Stock. Under the awards, Restricted Stock Units, expressed in dollars as a percentage of base salary, could be awarded based on growth in book value per share of Common Stock averaged for the period from January 1, 2004 to December 31, 2008. The Restricted Stock Units are generally subject to a five-year cliff vesting schedule. See Outstanding Equity Awards at Fiscal Year-End for additional information on vesting. The schedule below shows potential Restricted Stock Unit grants under awards, expressed as a percentage of base salary. The five-year average compounded growth in book value was 10%, resulting in no payouts under the awards for 2008.

Average Compound Growth In Book Value Per Share	**Restricted Stock Units as % of Base Salary under the Plan**
Under 11%	0%
11%	50%
12%	60%
13%	70%
14%	80%
15%	90%
16%	100%
17%	125%
18%	150%
19%	175%
20%	200%
21% and above	*

* Additional Units, in excess of 200% of base salary, may be awarded at these performance levels in the discretion of the Compensation Committee.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested
Name	(#)	($)
Thomas S. Gayner	4,660*	$1,353,730
Paul W. Springman	4,660*	$1,353,730
Richard R. Whitt, III	3,078**	$ 894,159

* Restricted Stock Units for Messrs. Gayner and Springman vest in December of the indicated years as follows: 2009-1,087; 2010-521; and 2011-1,447; and 2012-1,605.

** Restricted Stock Units for Mr. Whitt vest of December 31 of the indicated years as follows: 2009-145; 2010-365; 2011-1,204; and 2012-1,364.

The stock awards reflected in the table are Restricted Stock Units under the Company s Omnibus Incentive Plan awarded for performance in the years 2004-2007. Values are based on the fair market value of shares of Common Stock on December 31, 2008 ($290.50 per share). The Restricted Stock Units provide for cliff vesting (i.e., all at once, not ratably) five years after the end of the year for which the award is made. Early vesting, in whole or in part, may occur upon death, disability, retirement, following a change in control and job loss or if the Compensation Committee determines the executive had an approved termination of employment. Even upon early vesting, the shares will generally not be issued until the end of the five-year period. The awards and shares received under them may be subject to forfeiture and/or partial recapture if (i) the executive is terminated for cause; (ii) the executive becomes associated with a business that competes with the Company; or (iii) the Committee determines the executive has engaged in conduct detrimental to the interests of the Company. Holders of Restricted Stock Units are not entitled to receive any dividends before vesting and issuance of the shares underlying the units.

OPTION EXERCISES AND STOCK VESTED

No named executive officers have any outstanding stock options. Restricted Stock Units vested for Messrs. Gayner, Springman and Whitt during the last fiscal year as indicated in the table below.

	Stock Awards	
	Number of Shares Acquired on Vesting	Value Realized on Vesting
Name	(#)	($)
Thomas S. Gayner	-0-*	-0-*
Paul W. Springman	-0-*	-0-*
Richard R. Whitt, III	232**	$61,755**

* 1,238 Restricted Stock Units vested for each of Mr. Gayner and Mr. Springman in December 2008. Each has deferred receipt of the shares issuable in respect of the units. Had receipt not been deferred, each would have received shares having a fair market value on the date of vesting of $329,537, subject to payment of applicable withholding taxes.