

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PENSION PLAN FOR THE EMPLOYEES OF GEICO</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/01/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>12/01/1952</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>12/01/1952</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GEICO CORPORATION</u> <u>C/O CORPORATE TAX DIVISION</u> <u>ONE GEICO PLAZA</u> <u>WASHINGTON, DC 20076-0001</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-1135801</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>301-986-2185</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-1135801</u>	2c Sponsor's telephone number <u>301-986-2185</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>52-1135801</u>					
2c Sponsor's telephone number <u>301-986-2185</u>					
2d Business code (see instructions) <u>551112</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	CHARLES SCHARA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	JAN STEWART
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PENSION PLAN ADMINISTRATIVE COMMITTEE ONE GEICO PLAZA WASHINGTON, DC 20076-0001	3b Administrator's EIN 52-1056924 3c Administrator's telephone number 301-986-2685
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	20809
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	11616
b Retired or separated participants receiving benefits.....	6b	2517
c Other retired or separated participants entitled to future benefits.....	6c	6368
d Subtotal. Add lines 6a , 6b , and 6c	6d	20501
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	261
f Total. Add lines 6d and 6e	6f	20762
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PENSION PLAN FOR THE EMPLOYEES OF GEICO</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GEICO CORPORATION</u>	D Employer Identification Number (EIN) <u>52-1135801</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>765368080</u>
b Actuarial value	2b <u>765368080</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>2628</u> <u>176895308</u>
b For terminated vested participants	3b <u>5932</u> <u>112504760</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>23210849</u>
(2) Vested benefits	3c(2) <u>490037897</u>
(3) Total active	3c(3) <u>12385</u> <u>513248746</u>
d Total	3d <u>20945</u> <u>802648814</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.35 %</u>
6 Target normal cost	6 <u>47326911</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>08/14/2012</u>
	Signature of actuary	Date
<u>JASON WILHITE</u>		<u>11-07116</u>
	Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>703-258-8000</u>
	Firm name	Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>		
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1081100	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1081100	
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>11.06</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.72</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance.....		0
d	Portion of (c) to be added to prefunding balance.....		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	95.35 %
15	Adjusted funding target attainment percentage.....	15	95.35 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	106.24 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/21/2011	53733903				
02/29/2012	3035091				
			Totals ►	18(b)	56768994
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 53437715
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.61%	2nd segment: 6.20%	3rd segment: 6.53 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	47326911	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	37280734	6110804	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	53437715	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	53437715	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	53437715	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan PENSION PLAN FOR THE EMPLOYEES OF GEICO	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 GEICO CORPORATION	D Employer Identification Number (EIN) 52-1135801

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON DELAWARE INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	101726	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JPMORGAN CHASE CHASE BANK, N.A

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	FIDUCIARY	46504	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JOHNSON LAMBERT, LLP

52-1446779

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	21857	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STEVENS & LEE

23-1886296

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	24033	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MCDERMOTT, WILL & EMORY, LLP

36-1453176

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	181	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>PENSION PLAN FOR THE EMPLOYEES OF GEICO</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEICO CORPORATION</u>	D Employer Identification Number (EIN) <u>52-1135801</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	1622640	1734252
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2120918	3004621
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	125781353	141338900
	(2) U.S. Government securities.....	1c(2)	16325324	63179978
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	138779358	134521791
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	477105450	490522801
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	3720529	3933582

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	765455572	838235925

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	10307	19403
i Acquisition indebtedness	1i		
j Other liabilities	1j	77185	91183
k Total liabilities (add all amounts in lines 1g through 1j)	1k	87492	110586

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	765368080	838125339
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	56798782	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		56798782
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	69900	
(B) U.S. Government securities	2b(1)(B)	3515734	
(C) Corporate debt instruments	2b(1)(C)	7419999	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11005633
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	13718215	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13718215
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	563124679	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	563807722	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-683043

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	16375933	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		16375933
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		97215520

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	23077400	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		23077400
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	147796	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1233065	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1380861
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		24458261

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		72757259
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: JOHNSON LAMBERT, LLP

(2) EIN: 52-1446779

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PENSION PLAN FOR THE EMPLOYEES OF GEICO</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEICO CORPORATION</u>	D Employer Identification Number (EIN) <u>52-1135801</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1135801</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>60</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: 63% Investment-Grade Debt: 31% High-Yield Debt: 2% Real Estate: 0% Other: 4%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

PENSION PLAN FOR THE
EMPLOYEES OF GOVERNMENT
EMPLOYEES COMPANIES

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years ended December 31, 2011 and 2010
with Report of Independent Auditors

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years ended December 31, 2011 and 2010

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REPORT OF INDEPENDENT AUDITORS

Pension Plan Administrative Committee
Pension Plan for the Employees of
Government Employees Companies
Chevy Chase, Maryland

We have audited the accompanying statements of net assets available for plan benefits of the Pension Plan for the Employees of Government Employees Companies (the Plan) as of December 31, 2011 and 2010, the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2011 and 2010, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Supplemental Schedule of Assets Held at End of Year as of December 31, 2011 and the Schedule of Reportable Transactions for the year ended December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.



Falls Church, Virginia
August 24, 2012

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2011	2010
ASSETS		
Cash and cash equivalents	\$ 33,074,252	\$ 27,405,993
U.S. Government securities (amortized cost of \$171,029,873 in 2011 and \$113,213,792 in 2010)	173,178,878	116,323,323
Government-sponsored enterprises (amortized cost of \$28,419,157 in 2011 and \$31,271,715 in 2010)	33,675,128	37,358,544
Corporate bonds (amortized cost of \$84,369,740 in 2011 and \$90,753,133 in 2010)	100,846,663	101,420,815
Equity securities (cost of \$530,766,991 in 2011 and \$530,766,991 in 2010)	490,522,801	477,105,450
Total Cash and Investments	831,297,722	759,614,125
Contributions receivable	3,004,621	2,120,918
Accrued investment income	3,265,274	3,059,225
Amounts receivable from sales of securities	317	241
Prepaid pension payments	338,606	289,675
Capitalized software	84,040	164,626
Other assets	245,345	206,762
Total Assets	838,235,925	765,455,572
LIABILITIES		
Administrative expenses payable	19,403	10,307
Payable to GEICO	70,963	47,793
Other liabilities	20,220	29,392
Total Liabilities	110,586	87,492
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 838,125,339	\$ 765,368,080

See notes to the financial statements.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	For the Years Ended December 31,	
	2011	2010
ADDITIONS		
Investment income:		
Interest and dividend income	\$ 24,723,848	\$ 23,641,671
Net change in unrealized appreciation or depreciation of investments and net realized gains and losses on sales of investments:		
U.S. Government securities	(960,526)	(14,281)
Government-sponsored enterprises	(830,857)	656,900
Corporate bonds	4,066,922	828,268
Equity securities	13,417,351	51,965,877
	40,416,738	77,078,435
Contributions from employer	56,798,782	2,120,918
Total Additions	97,215,520	79,199,353
DEDUCTIONS		
Benefit payments to participants	23,077,400	20,591,656
Administrative expenses	1,054,005	855,853
Amortization of capitalized software	80,587	80,587
Other expenses	246,269	226,932
Total Deductions	24,458,261	21,755,028
CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	72,757,259	57,444,325
NET ASSETS AVAILABLE FOR PLAN BENEFITS BEGINNING OF YEAR	765,368,080	707,923,755
END OF YEAR	\$ 838,125,339	\$ 765,368,080

See notes to the financial statements.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2011 and 2010

NOTE A: DESCRIPTION OF PLAN

The Pension Plan for the Employees of Government Employees Companies (the Plan) is a defined benefit plan covering substantially all employees of the Government Employees Companies (the Companies), including GEICO Corporation and certain of its subsidiaries, who were hired prior to September 1, 2004. Employees hired after August 31, 2004 are not eligible to participate or accrue benefits in the Plan.

The Companies have agreed to voluntarily contribute such amounts as are necessary to meet the cost of the benefits payable under the Plan. The Companies have the right under the Plan to discontinue such contributions at any time and terminate the Plan. In the event of a termination of the Plan, the net assets of the Plan would be allocated among the participants in accordance with the order of priority as defined in the Plan document. However, in the event of termination of the Plan, the Pension Benefit Guaranty Corporation (PBGC) guarantees the payment of all nonforfeitable basic benefits subject to certain limitations prescribed by the Employee Retirement Income Security Act of 1974 (ERISA). The contributions of the Companies are made at levels which at a minimum would meet the ERISA funding requirements, including amortization of prior service costs, and at a maximum would be based on tax deductible limitations. The Companies made contributions to the Plan in 2011 and 2010 which met the ERISA minimum funding requirements.

Information about the Plan document, the vesting and benefit provisions, and the PBGC's benefit guarantee is included in the Summary Plan Description (SPD) of the Pension Plan. Copies of the SPD are available from the Administrative Committee of the Pension Plan.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting: The Plan maintains its accounting records on the accrual basis in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

Subsequent Events: The Plan has performed an evaluation of subsequent events through August 24, 2012, which is the date the financial statements were available to be issued, and has considered relevant matters in the preparation of the financial statements and footnotes.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Use of Estimates: Preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents: Cash equivalents consist of repurchase agreements and money market funds. The fair value of cash equivalents approximates cost due to their short maturity. Cash equivalents include repurchase agreements which are fully collateralized by U.S. Treasury securities.

Investments: Investments are stated at fair value. Investments in U.S. Government securities, government-sponsored enterprises and corporate bonds are valued by a pricing service based upon market prices and observable inputs, and equity securities are valued based upon quoted market prices. The net change in unrealized appreciation or depreciation of investments and the net realized gains and losses on sales of investments are reflected in investment income. Realized gains and losses on sales of investments are determined using average cost. Investments for which the current fair value has declined below cost are reviewed.

Capitalized Software: Purchased software and consulting costs are capitalized and amortized over a five year useful life.

Benefits: Benefits are recorded when paid.

Administrative Services: The Companies provide certain administrative services to the Plan for which no fees are charged.

New Accounting Standard: In May 2011, the Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820)-Fair Value Measurement (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. ASU 2011-04 is effective for the Plan prospectively for the year ending December 31, 2012. The Plan is currently evaluating the impact of pending adoption of ASU 2011-04 on its financial statements.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE C: INVESTMENTS

The fair value of investments that represent 5% or more of the Plan's net assets are separately identified below.

	December 31,	
	2011	2010
U.S. Treasury bills	\$ 159,996,400	\$99,998,000
Proctor & Gamble Company common stock	87,982,151	84,843,229
Kraft Foods Inc. common stock	87,688,029	73,957,436
Johnson & Johnson common stock	82,466,850	77,776,375
U.S. Bancorp common stock	67,413,334	67,213,960
Wells Fargo & Company common stock	64,132,120	72,113,730
United Parcel Service, Inc. common stock	60,908,718	60,401,076
El Paso Corporation fixed maturities	49,940,300	48,032,875
General Electric Company common stock	N/A	40,762,923

A three-level hierarchy exists 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 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 and those investments included in each are as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities traded in active markets. Equity securities are traded on an exchange in active markets and fair values are based on the closing prices as of the balance sheet date.

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 input. Fair values for U.S. government securities, government-sponsored enterprises and corporate

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE C: INVESTMENTS - CONTINUED

bonds are based on price evaluations which incorporate market prices for identical instruments in inactive markets and market data available for instruments with similar characteristics.

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

These valuation techniques involve some level of management estimation and judgment. Where appropriate, adjustments are included to reflect the risk inherent in a particular methodology, model or input used and are reflective of the assumptions that market participants would use in valuing assets or liabilities.

Investments measured at fair value on a recurring basis consist of the following:

	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<u>December 31, 2011</u>				
U.S. Government securities	\$ -	\$ 173,178,878	\$ -	\$ 173,178,878
Mortgage-backed securities of government-sponsored enterprises	-	33,675,128	-	33,675,128
Corporate bonds:				
Finial Holdings Senior Notes	-	39,501,023	-	39,501,023
El Paso companies	-	49,940,300	-	49,940,300
Other	-	11,405,340	-	11,405,340
Equity securities:				
Banking sector	131,545,454	-	-	131,545,454
Industrial and Manufacturing sector	298,053,047	-	-	298,053,047
Other	60,924,300	-	-	60,924,300
Total	<u>\$ 490,522,801</u>	<u>\$ 307,700,669</u>	<u>\$ -</u>	<u>\$ 798,223,470</u>

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE C: INVESTMENTS - CONTINUED

	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<u>December 31, 2010</u>				
U.S. Government securities	\$ -	\$ 116,323,323	\$ -	\$ 116,323,323
Mortgage-backed securities of government-sponsored enterprises	-	37,358,544	-	37,358,544
Corporate bonds:				
Finial Holdings Senior Notes	-	38,238,846	-	38,238,846
El Paso companies	-	48,032,875	-	48,032,875
Other	-	15,149,094	-	15,149,094
Equity securities:				
Banking sector	139,327,690	-	-	139,327,690
Industrial and Manufacturing sector	277,339,963	-	-	277,339,963
Other	60,437,797	-	-	60,437,797
Total	<u>\$ 477,105,450</u>	<u>\$ 255,102,682</u>	<u>\$ -</u>	<u>\$ 732,208,132</u>

There are no transfers into (out of) Levels 1, 2 or 3 in 2011 and 2010.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE D: ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' earnings, as defined under the Plan, using the average earnings for the 60 consecutive months that produces the highest amount. The accumulated plan benefits for active employees are projected based on their earnings as of the valuation date.

Consulting actuaries have estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2011 and 2010 is as follows:

	December 31,	
	2011	2010
Vested benefits:		
Participants currently receiving payments	\$ 188,390,849	\$ 170,897,584
Other participants	625,607,764	599,883,072
	813,998,613	770,780,656
Nonvested benefits	19,401,672	22,508,155
Actuarial present value of accumulated plan benefits	<u>\$ 833,400,285</u>	<u>\$ 793,288,811</u>

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE D: ACCUMULATED PLAN BENEFITS - CONTINUED

The change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2011 and 2010 are as follows:

	December 31,	
	2011	2010
Additional benefits accumulated	\$ 46,962,468	\$ 66,408,361
Interest due to decrease in the discount period	53,806,791	47,784,766
Benefits paid	(23,077,400)	(20,591,656)
Change of assumption	(37,580,385)	-
Increase in actuarial present value of plan benefits	40,111,474	93,601,471
Actuarial present value of accumulated plan benefits, at beginning of year	<u>793,288,811</u>	<u>699,687,340</u>
Actuarial present value of accumulated plan benefits, at end of year	<u>\$ 833,400,285</u>	<u>\$ 793,288,811</u>

The traditional credit cost method is used to determine the actuarial present value of accumulated benefits. The significant actuarial assumptions used in the valuation as of December 31, 2011 and 2010 were a) life expectancy of participants (Retired Pensioners Mortality Table (RP-2000)), b) retirement age (actual experience with all participants assumed to be retired by age 70), and c) discount rate (6.5%). The change of assumption of (\$37,580,385) in 2011 is due to a change in the retirement and withdrawal rate assumptions. These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE E: FEDERAL INCOME TAX STATUS

The Plan is exempt from federal income taxes in accordance with provisions of the Internal Revenue Code, however, it is subject to federal tax for activities that constitute unrelated business income.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the federal and state authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

The Internal Revenue Service (IRS) informed the Plan, by a letter dated June 22, 2012, that the Plan is designed in accordance with the requirements for tax qualification under Section 401(a) of the Internal Revenue Code (IRC). The Plan's Administrator and the Plan's tax counsel represent that the Plan continues to be designed and operated in accordance with the applicable requirements of the IRC. Accordingly, no provision for income taxes is made in the accompanying financial statements.

NOTE F: RELATED PARTY TRANSACTIONS

At December 31, 2011 and 2010, the Plan held Finial Holdings Senior Notes, 7.125%, due October 15, 2023 with a par value of \$36,766,000. The market value of the notes at December 31, 2011 and 2010 was \$39,501,023 and \$38,238,846, respectively. Finial Holdings is an indirect wholly-owned subsidiary of Berkshire Hathaway Inc. ("Berkshire"), the indirect parent company of GEICO Corporation and, therefore, qualifies as a party in interest.

At December 31, 2011 and 2010, the Plan held CE Generation, LLC notes, 7.416%, due December 15, 2018 with a par value of \$4,740,000 and \$5,120,000, respectively. The market value of the notes at December 31, 2011 and 2010 was \$4,834,800 and \$5,251,891, respectively. CE Generation, LLC is a joint venture in which Berkshire has an indirect 50% ownership interest and, therefore, qualifies as a party in interest.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE F: RELATED PARTY TRANSACTIONS - CONTINUED

At December 31, 2010, the Plan held Salton Sea Funding Corporation notes, 8.30%, due May 30, 2011 with a par value of \$971,079. The market value of the notes at December 31, 2010 was \$982,053. Salton Sea Funding Corporation is a wholly-owned subsidiary of CE Generation, LLC and, therefore, qualifies as a party in interest.

NOTE G: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to life expectancy, retirement age, salary increases and investment return, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE H: SUBSEQUENT EVENT

The Plan intends to offer a voluntary lump sum or annuity distribution to some terminated and vested participants between September 24, 2012 and November 2, 2012. Payments of the lump sum amounts would occur on or around December 1, 2012. The acceptance rate and aggregate payout amount will not be known until the offer period expires.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4(i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Cash and Cash Equivalents</u>			
Cash		\$ 1,734,252	\$ 1,734,252
Bank of America repurchase agreement	0% due 1/3/12 (collateralized by U.S. Treasury Notes, \$16,512,300 par, 4.50% due 5/15/38)	21,340,000	21,340,000
JPMorgan U.S. Government Money Market Fund	Money market fund	10,000,000	10,000,000
Total Cash and Cash Equivalents		33,074,252	33,074,252
<u>U.S. Government Securities</u>			
GNMA 99-18 Z Tranche 30 yr. mbs	\$4,408,714 current par, 6.25% due 5/16/29	3,894,432	4,735,969
GNMA 99-19 ZA Tranche 30 yr. mbs	\$5,678,979 current par, 6.50% due 5/16/29	5,189,454	6,324,513
GNMA 99-24 ZK Tranche 30 yr. mbs	\$2,122,350 current par, 6.50% due 6/20/29	1,947,087	2,121,996
U.S. Treasury bill	\$110,000,000 par, due 1/19/12	109,998,900	109,998,900
U.S. Treasury bill	\$50,000,000 par, due 3/29/12	50,000,000	49,997,500
Total U.S. Government Securities		171,029,873	173,178,878

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4(i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Government-Sponsored Enterprises</u>			
Freddie Mac Gnomes #170180 15 yr mbs	\$1,382 current par, 9.50% due 7/1/16	1,369	1,546
Freddie Mac Gnomes #532377 15 yr mbs	\$34,615 current par, 10.50% due 3/1/19	34,349	36,976
Freddie Mac 2142 Z Tranche 30 yr mbs	\$6,857,312 current par, 6.50% due 4/15/29	6,268,061	7,354,709
Freddie Mac 2145 MZ Tranche 30 yr mbs	\$2,963,584 current par, 6.50% due 4/15/29	2,711,276	3,379,412
Freddie Mac Gold #C60904 30 yr mbs	\$253,594 current par, 6.50% due 11/1/31	254,684	289,304
Freddie Mac Gold #C60016 30 yr mbs	\$971,264 current par, 6.50% due 11/1/31	975,089	1,108,034
Freddie Mac Gold #C60752 30 yr mbs	\$115,979 current par, 6.50% due 11/1/31	116,435	132,310
Freddie Mac Gold #C61108 30 yr mbs	\$448,175 current par, 6.50% due 12/1/31	450,104	511,285
Freddie Mac 2395 PZ Tranche 30 yr mbs	\$15,151,936 current par, 6.00% due 12/15/31	13,860,401	16,609,543
Freddie Mac Gold #C63675 30 yr mbs	\$644,739 current par, 6.50% due 2/1/32	647,891	735,529
Freddie Mac Gold #C01364 30 yr mbs	\$3,089,194 current par, 6.50% due 6/1/32	3,099,498	3,516,480
Total Government-Sponsored Enterprises		28,419,157	33,675,128

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Corporate Bonds</u>			
Williams Companies Transcontinental Gas Pipeline Texas Competitive Electric Holdings Company LLC, Series B	\$3,000,000 par, 8.875% due 7/15/12	2,986,587	3,120,540
El Paso Corporation Tennessee Gas	\$10,000,000 par, 10.25% due 11/1/15	3,450,000	3,450,000
* CE Generation, LLC	\$2,500,000 par, 7.50% due 4/1/17	2,481,286	2,976,500
El Paso Natural Gas	\$4,740,000 par, 7.416% due 12/15/18	4,514,228	4,834,800
* Finial Holdings Senior Notes	\$3,750,000 par, 8.625% due 1/15/22	3,265,567	4,753,050
El Paso Natural Gas	\$36,766,000 par, 7.125% due 10/15/23	37,873,559	39,501,023
El Paso Corporation Tennessee Gas	\$10,000,000 par, 7.50% due 11/15/26	7,896,260	12,300,000
	\$25,000,000 par, 7.00% due 3/15/27	21,902,253	29,910,750
Total Corporate Bonds		84,369,740	100,846,663

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Equity Securities</u>			
Five Star Quality Care, Inc.	5,194 shares	33,634	15,582
General Electric Company	2,228,700 shares	72,800,521	39,916,017
Johnson & Johnson	1,257,500 shares	74,626,828	82,466,850
Kraft Foods Inc.	2,347,110 shares	78,583,444	87,688,029
Procter & Gamble Company	1,318,875 shares	82,400,795	87,982,151
U.S. Bancorp	2,492,175 shares	82,754,309	67,413,334
United Parcel Service, Inc.	832,200 shares	64,926,364	60,908,718
Wells Fargo & Company	2,327,000 shares	74,641,096	64,132,120
Total Equity Securities		530,766,991	490,522,801
Total Assets Held at End of Year		\$ 847,660,013	\$ 831,297,722

* Party in interest

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (j)

Description of Investment	Purchase Price	Selling Price	Historical Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
<u>U.S. Government Securities</u>					
U.S. Treasury bill due 1/20/11	\$ -	\$ 100,000,000	\$ 100,000,000	\$ 100,000,000	\$ -
U.S. Treasury bill due 4/14/11	99,965,000	100,000,000	100,000,000	100,000,000	-
U.S. Treasury bill due 7/14/11	99,988,625	100,000,000	100,000,000	100,000,000	-
U.S. Treasury bill due 10/6/11	106,997,533	107,000,000	107,000,000	107,000,000	-
U.S. Treasury bill due 10/20/11	109,999,810	110,000,000	110,000,000	110,000,000	-
U.S. Treasury bill due 1/19/12	109,994,439	-	-	-	-
U.S. Treasury bill due 3/29/12	50,000,000	-	-	-	-

SCHEDULE SB ATTACHMENTS

**Schedule SB, Line 24
Change in Assumption
as of January 1, 2011**

In addition to the prescribed changes in the discount rate and mortality, the assumed plan-related expenses to add to the target normal cost was updated to \$1,300,000 in 2011 from \$1,200,000 in 2010.

Plan Name: Pension Plan for the Employees of Government Employees Companies
EIN / PN: 52-1135801 / 002
Plan Sponsor: GEICO
eVal VRS: 2011 PPA Funding
Valuation Date: January 1, 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32 Schedule of Amortization Bases as of January 1, 2011

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1 Shortfall	01/01/2011	37,280,734	7	37,280,734	6,110,804
Total				37,280,734	6,110,804

Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2011 PPA Funding
 Valuation Date: January 1, 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2011

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
50	0.00	1,000,000	1.000000	0.000000	0.000000
51	0.00	1,000,000	1.000000	0.000000	0.000000
52	0.00	1,000,000	1.000000	0.000000	0.000000
53	0.00	1,000,000	1.000000	0.000000	0.000000
54	0.00	1,000,000	1.000000	0.000000	0.000000
55	0.05	1,000,000	1.000000	0.050000	2.750000
56	0.05	950,000	0.950000	0.047500	2.660000
57	0.05	902,500	0.902500	0.045125	2.572125
58	0.05	857,375	0.857375	0.042869	2.486388
59	0.10	814,506	0.814506	0.081451	4.805587
60	0.10	733,056	0.733056	0.073306	4.398334
61	0.25	659,750	0.659750	0.164938	10.061188
62	0.45	494,813	0.494813	0.222666	13.805270
63	0.30	272,147	0.272147	0.081644	5.143576
64	0.30	190,503	0.190503	0.057151	3.657654
65	0.50	133,352	0.133352	0.066676	4.333939
66	0.40	66,676	0.066676	0.026670	1.760246
67	0.40	40,006	0.040006	0.016002	1.072150
68	0.40	24,003	0.024003	0.009601	0.652891
69	0.40	14,402	0.014402	0.005761	0.397496
70	1.00	8,641	0.008641	0.008641	0.604885

Average age at retirement 61.161729

Rounded for Schedule SB
item 22

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Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2011 PPA Funding
 Valuation Date: January 1, 2011

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (j)

Description of Investment	Purchase Price	Selling Price	Historical Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
<u>U.S. Government Securities</u>					
U.S. Treasury bill due 1/20/11	\$ -	\$ 100,000,000	\$ 100,000,000	\$ 100,000,000	\$ -
U.S. Treasury bill due 4/14/11	99,965,000	100,000,000	100,000,000	100,000,000	-
U.S. Treasury bill due 7/14/11	99,988,625	100,000,000	100,000,000	100,000,000	-
U.S. Treasury bill due 10/6/11	106,997,533	107,000,000	107,000,000	107,000,000	-
U.S. Treasury bill due 10/20/11	109,999,810	110,000,000	110,000,000	110,000,000	-
U.S. Treasury bill due 1/19/12	109,994,439	-	-	-	-
U.S. Treasury bill due 3/29/12	50,000,000	-	-	-	-

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4(i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Cash and Cash Equivalents</u>			
Cash		\$ 1,734,252	\$ 1,734,252
Bank of America repurchase agreement	0% due 1/3/12 (collateralized by U.S. Treasury Notes, \$16,512,300 par, 4.50% due 5/15/38)		
JPMorgan U.S. Government Money Market Fund	Money market fund	21,340,000	21,340,000
		10,000,000	10,000,000
Total Cash and Cash Equivalents		33,074,252	33,074,252
<u>U.S. Government Securities</u>			
GNMA 99-18 Z Tranche 30 yr. mbs	\$4,408,714 current par, 6.25% due 5/16/29	3,894,432	4,735,969
GNMA 99-19 ZA Tranche 30 yr. mbs	\$5,678,979 current par, 6.50% due 5/16/29	5,189,454	6,324,513
GNMA 99-24 ZK Tranche 30 yr. mbs	\$2,122,350 current par, 6.50% due 6/20/29	1,947,087	2,121,996
U.S. Treasury bill	\$110,000,000 par, due 1/19/12	109,998,900	109,998,900
U.S. Treasury bill	\$50,000,000 par, due 3/29/12	50,000,000	49,997,500
Total U.S. Government Securities		171,029,873	173,178,878

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4(i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Government-Sponsored Enterprises</u>			
Freddie Mac Gnomes #170180 15 yr mbs	\$1,382 current par, 9.50% due 7/1/16	1,369	1,546
Freddie Mac Gnomes #532377 15 yr mbs	\$34,615 current par, 10.50% due 3/1/19	34,349	36,976
Freddie Mac 2142 Z Tranche 30 yr mbs	\$6,857,312 current par, 6.50% due 4/15/29	6,268,061	7,354,709
Freddie Mac 2145 MZ Tranche 30 yr mbs	\$2,963,584 current par, 6.50% due 4/15/29	2,711,276	3,379,412
Freddie Mac Gold #C60904 30 yr mbs	\$253,594 current par, 6.50% due 11/1/31	254,684	289,304
Freddie Mac Gold #C60016 30 yr mbs	\$971,264 current par, 6.50% due 11/1/31	975,089	1,108,034
Freddie Mac Gold #C60752 30 yr mbs	\$115,979 current par, 6.50% due 11/1/31	116,435	132,310
Freddie Mac Gold #C61108 30 yr mbs	\$448,175 current par, 6.50% due 12/1/31	450,104	511,285
Freddie Mac 2395 PZ Tranche 30 yr mbs	\$15,151,936 current par, 6.00% due 12/15/31	13,860,401	16,609,543
Freddie Mac Gold #C63675 30 yr mbs	\$644,739 current par, 6.50% due 2/1/32	647,891	735,529
Freddie Mac Gold #C01364 30 yr mbs	\$3,089,194 current par, 6.50% due 6/1/32	3,099,498	3,516,480
Total Government-Sponsored Enterprises		28,419,157	33,675,128

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Corporate Bonds</u>			
Williams Companies Transcontinental Gas Pipeline Texas Competitive Electric Holdings Company LLC, Series B	\$3,000,000 par, 8.875% due 7/15/12	2,986,587	3,120,540
El Paso Corporation Tennessee Gas	\$10,000,000 par, 10.25% due 11/1/15	3,450,000	3,450,000
* CE Generation, LLC	\$2,500,000 par, 7.50% due 4/1/17	2,481,286	2,976,500
El Paso Natural Gas	\$4,740,000 par, 7.416% due 12/15/18	4,514,228	4,834,800
* Finial Holdings Senior Notes	\$3,750,000 par, 8.625% due 1/15/22	3,265,567	4,753,050
El Paso Natural Gas	\$36,766,000 par, 7.125% due 10/15/23	37,873,559	39,501,023
El Paso Corporation Tennessee Gas	\$10,000,000 par, 7.50% due 11/15/26	7,896,260	12,300,000
	\$25,000,000 par, 7.00% due 3/15/27	21,902,253	29,910,750
Total Corporate Bonds		84,369,740	100,846,663

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES
EIN: 52-1135801, PN 002

SCHEDULE OF ASSETS HELD AT END OF YEAR - CONTINUED
December 31, 2011

Attachment to Form 5500, Schedule H, Line 4 (i)

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Equity Securities</u>			
Five Star Quality Care, Inc.	5,194 shares	33,634	15,582
General Electric Company	2,228,700 shares	72,800,521	39,916,017
Johnson & Johnson	1,257,500 shares	74,626,828	82,466,850
Kraft Foods Inc.	2,347,110 shares	78,583,444	87,688,029
Procter & Gamble Company	1,318,875 shares	82,400,795	87,982,151
U.S. Bancorp	2,492,175 shares	82,754,309	67,413,334
United Parcel Service, Inc.	832,200 shares	64,926,364	60,908,718
Wells Fargo & Company	2,327,000 shares	74,641,096	64,132,120
Total Equity Securities		530,766,991	490,522,801
Total Assets Held at End of Year		\$ 847,660,013	\$ 831,297,722

* Party in interest

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of January 1, 2011

Date	Applicable Plan Year	Contribution	Applicable Effective Rate	Interest Adjusted Contribution
12/21/2011	2011	53,733,903	6.35%	50,612,012
2/29/2012	2011	3,035,091	6.35%	2,825,703
Total		56,768,994		53,437,715

Plan Name: Pension Plan for the Employees of Government Employees Companies
EIN / PN: 52-1135801 / 002
Plan Sponsor: GEICO
eVal VRS: 2011 PPA Funding
Valuation Date: January 1, 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2011

		Years of Credited Service																		
		Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	1		12		0		0		0		0		0		0		0		0	
25 - 29	6		55	40,111	788	46,577	0		0		0		0		0		0		0	
30 - 34	6			44,082	1,546	50,160	787	51,971	0		0		0		0		0		0	
35 - 39	4			48,898	790	53,357	1,068	55,975	237	62,205	0		0		0		0		0	
40 - 44	0		11		511	53,826	683	58,094	416	67,946	213	64,094	0		0		0		0	
45 - 49	0		7		389	52,575	562	58,622	230	65,400	283	70,566	119	66,796	0		0		0	
50 - 54	0		6		350	52,854	475	59,338	179	65,301	163	67,552	117	72,078	88	64,937	8		0	
55 - 59	0		3		262	51,704	389	58,239	148	64,693	108	62,016	49	79,792	79	77,396	138	69,717	11	
60 - 64	0		1		167	52,881	240	52,647	99	63,149	68	60,441	21	93,416	20	82,852	78	74,013	61	69,017
65 - 69	0		0		42	43,912	69	58,375	28	49,349	21	52,696	3		5		9		18	
70 & Over	0		0		12		20	41,440	14		8		3		4		3		2	

Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2011 PPA Funding
 Valuation Date: January 1, 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of actuarial assumptions and methods

Plan Name	Pension Plan for the Employees of Government Employees Companies
Plan Sponsor	GEICO
EIN/PN	52-1135801/002
Discount rates	Current plan year PPA effective interest rate: 6.35%
	Prior plan year PPA effective interest rate: 6.72%
	<u>3-Segment Rates</u>
	Applicable month: October
	Transition election: Ignore Transition
	First segment rate: 3.61%
	Second segment rate: 6.20%
	Third segment rate: 6.53%

Assumed cost of living adjustments

None.

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related Expenses

The amount included this year for plan-related expenses is \$1,300,000.

Mortality

For all non-disabled participants: The prescribed mortality assumption under IRC 430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Attained Age	Rate
55-58	.05
59	.10
60	.10
61	.25
62	.45
63	.30
64	.30
65	.50
66-69	.40
70+	1.00

Disability Rates (per 100 employees)

None.

Compensation Increases

For the purposes of determining the additional funding target for maximum deductible contribution purposes compensation increases follow an age graded scale.

Attained Age	Percent Increase for Expense
Under 25	9.500%
25 - 29	7.500%
30 - 34	6.500%
35 - 39	5.500%
40 - 44	4.750%
45 - 49	4.500%
50 - 54	4.250%
55 - 59	4.000%
60 - 64	3.750%
65+	3.500%

Future Increases in Social Security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 0.00% per annum.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC 415. Plan compensation is limited to the maximum presently allowed under IRC 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative Termination Rates (per 100 employees) not Due to Disability, Retirement or Mortality

Male					
Attained Age	Attained Service				
	0-1	2	3	4	5+
20	22.0	16.0	14.0	12.0	14.2
25	22.0	16.0	14.0	12.0	12.6
30	22.0	16.0	14.0	12.0	8.8
35	22.0	16.0	14.0	12.0	6.1
40	22.0	16.0	14.0	12.0	4.6
45	22.0	16.0	14.0	12.0	3.8
50	22.0	16.0	14.0	12.0	3.3
55	22.0	16.0	14.0	12.0	2.8
60	22.0	16.0	14.0	12.0	1.8

Female					
Attained Age	Attained Service				
	0-1	2	3	4	5+
20	24.0	17.0	14.0	12.0	14.4
25	24.0	17.0	14.0	12.0	13.1
30	24.0	17.0	14.0	12.0	8.6
35	24.0	17.0	14.0	12.0	6.6
40	24.0	17.0	14.0	12.0	5.0
45	24.0	17.0	14.0	12.0	4.1
50	24.0	17.0	14.0	12.0	2.7
55	24.0	17.0	14.0	12.0	1.6
60	24.0	17.0	14.0	12.0	1.0

Form of Payment

50% of married active participants are assumed to elect a single life annuity, and 50% will elect a joint and 50% survivor annuity. Single active employees are assumed to elect a single life annuity.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Plan Compensation

Compensation assumed paid in the current year beginning on the valuation date is the current annual rate of pay.

Asset Method

Under this method, valuation assets are equal to the market value of assets as of the valuation date plus the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate.

Participant Data

Employee and inactive participant data was supplied by GEICO via email as of the valuation date.

Tax Policy

The actuarial valuation performed for the plan year ending December 31, 2011 is used to determine the maximum deductible contribution for the tax year ending December 31, 2011.

Benefits not Included in Valuation

We believe that we have reflected all significant plan provisions in this valuation.

PBGC Premium Funding Target

The Alternative Premium Funding Target was determined using the assumptions described above.

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Changes in Assumptions and Methods Since Last Actuarial Valuation

In addition to the prescribed changes in the discount rate and mortality, the assumed plan-related expenses to add to the target normal cost was updated to \$1,300,000 in 2011 from \$1,200,000 in 2010.

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	GEICO
EIN/PN	52-1135801/002
Plan Name	Pension Plan for the Employees of Government Employees Companies
Valuation Date	January 1, 2011
Enrolled Actuary	Jason Wilhite
Enrollment Number	11-07116

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2011 PPA Funding
Valuation Date:	January 1, 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Principal Plan Provisions

Plan Name	Pension Plan for the Employees of Government Employees Companies
Plan Sponsor	GEICO
EIN / PN	52-1135801 / 002
Effective Date	January 1, 1976
Latest Amendment	September 30, 2010
Plan Year	The twelve-month period ending December 31.
Coverage and Participation	<p><u>Employee:</u> Any persons employed on a full-time or part-time basis.</p> <p>(a) Each Employee who was a Participant on December 31, 1975 will remain a Participant on January 1, 1976. Each other Employee who was employed on December 31, 1975 prior to his 60th birthday will become a Participant on January 1, 1976.</p> <p>(b) Each Employee who was a Participant on December 31, 1994 will remain a Participant as of January 1, 1995.</p> <p>(c) Each Employee hired on or after January 1, 1995 and before September 1, 2004 will become a Participant on the January 1 of the Plan Year in which he has completed one year of service and attained age 21.</p>
Benefit Service	Years of service prior to January 1, 1976 plus years and partial years of service on and after January 1, 1976 and before January 1, 1995, while working full-time. On and after January 1, 1995, years and partial years of service while working full-time or part time. Partial years of service are credited for months in which the Employee is compensated for at least one hour of service. Excluding service prior to the Employee's 21 st birthday if hired on or after January 1, 1976.
Vesting Service	The sum of years of service prior to January 1, 1976 and years of service on and after January 1, 1976 in which the Employee completes at least six months of service, excluding service prior to age 18, but not less than would have been credited on December 31, 1975.
Earnings	Regular pay excluding any overtime or additional pay.

***Final Average
Annual Earnings***

Average of the Earnings paid to a Participant during the 60 consecutive calendar months that produce the highest amount.

***Amount of Normal
Retirement Income***

Normal Retirement Date: The first day of the month on or after attainment of age 65.

Annual Benefit: the greatest of (a), (b), or (c):

- (a) 2% of Final Average Annual Earnings times Years of Benefit Service (maximum of 25), plus 1% of Final Average Annual Earnings multiplied by Years of Benefit Service between 25 and 35, plus $\frac{1}{4}$ of 1% of Final Average Annual Earnings multiplied by Years of Benefit Service in excess of 35, less 50% of the Primary Social Security Benefit.
- (b) \$240 times Years of Benefit Service.
- (c) The amount payable to the Participant under the Predecessor Plan assuming that his "Base Earnings" on December 1, 1971 remain unchanged to Normal Retirement Date.

***Early Retirement
Benefit***

Eligibility: Age 50 and 15 Years of Vesting Service.

Annual Benefit: The Normal Retirement Income is reduced $\frac{5}{12}$ of 1% for each full month of the first 10 years by which the Early Retirement Date precedes the Normal Retirement Date and reduced actuarially below age 55. The amount of the Normal Retirement Income is based on Years of Benefit Service to the date of retirement and the Primary Social Security Benefit is calculated as follows: The amount that would be payable to the Participant at his Normal Retirement Date determined under provisions of the Federal Social Security Act in effect on the date of termination assuming a constant annual earnings rate to the Normal Retirement Date multiplied by the ratio of Years of Benefit Service at termination to Years of Benefit Service to Normal Retirement Date.

Disability Benefit

Eligibility: 5 Years of Vesting Service.

Annual Benefit: The Normal Retirement Income payable at Normal Retirement Date assuming a constant rate of earnings from date of disability to Normal Retirement Date, and including all years of disability in Years of Benefit Service.

Vested Benefits Upon Termination of Service

Eligibility: 5 Years of Vesting Service.

Annual Benefit: The Normal Retirement Income above based on Years of Benefit Service to date of termination and Primary Social Security Benefit calculated as follows: The amount that would be payable to the Participant at his Normal Retirement Date determined under provisions of the Federal Social Security Act in effect on the date of termination assuming a constant annual earnings rate to the Normal Retirement Date multiplied by the ratio of Years of Benefit Service at termination to Years of Benefit Service to Normal Retirement Date. The vested terminated Participant may elect Early Retirement with at least 15 years of Vesting Service. The Early Retirement Benefit is reduced in the same manner as for active Participants.

Forms of Payment

Normal Form:

(a) Single participant: single life annuity.

(b) Married participant: actuarially equivalent 50% joint and survivor.

Optional forms: contingent annuitant option or Social Security adjustment option.

Preretirement Death Benefit

Eligibility: The spouse of any Participant who is entitled to a vested benefit and dies while actively employed or after the termination of employment but before his annuity start date.

Annual Benefit:

(a) If eligible for Early Retirement, the amount which would have been payable to the spouse had the Participant retired on the first day of the month in which death occurred, having elected a 50% joint and survivor annuity with his spouse named as the survivor. Monthly payments will begin as of the first day of the month following the Participant's death and will continue for the spouse's life. Alternatively, the surviving spouse may elect to defer payments to a date no later than the participant's normal retirement date. If such an election is made the benefit amount will be adjusted to reflect the timing of payments.

(b) If not eligible for Early Retirement, the amount which would have been payable to the spouse had the Participant terminated on the date he died, survived to his earliest retirement age, retired (having elected a 50% joint and survivor annuity with his spouse named as the survivor) and then died the day after retirement. Monthly payments will begin on what would have been the Participant's earliest retirement date and continue for the spouse's life. Alternatively, the surviving spouse may elect to defer payments to a date no later than the participant's normal retirement date. If such an election is made, the benefit amount will be adjusted to reflect the timing of payments.

The participant's retirement income will be actuarially reduced to reflect the cost of providing the pre-retirement survivor annuity.

Postretirement Death Benefit None provided, other than that determined by the optional form elected.

Change in Plan Provisions Since the Prior Year None.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
▶ Round off amounts to nearest dollar. ▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan Pension Plan for the Employees of Government Employees	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GEICO Corporation	D Employer Identification Number (EIN) 52-1135801
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a	765,368,080	
b Actuarial value	2b	765,368,080	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	2,628	176,895,308
b For terminated vested participants	3b	5,932	112,504,760
c For active participants:			
(1) Non-vested benefits.....	3c(1)		23,210,849
(2) Vested benefits	3c(2)		490,037,897
(3) Total active.....	3c(3)	12,385	513,248,746
d Total	3d	20,945	802,648,814
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.35 %	
6 Target normal cost	6	47,326,911	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>8/14/2012</u> Date
	Jason Wilhite Type or print name of actuary	11-07116 Most recent enrollment number
	Towers Watson Delaware Inc. Firm name	(703) 258-8000 Telephone number (including area code)
	901 North Glebe Road Arlington VA 22203 Address of the firm	

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	1,081,100	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,081,100	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>11.06%</u>		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.72%</u> except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	95.35 %
15 Adjusted funding target attainment percentage.....	15	95.35 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	106.24 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/21/2011	53,733,903				
02/29/2012	3,035,091				
Totals •			18(b)	56,768,994	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	53,437,715

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 3.61 %	2nd segment: 6.20 %	3rd segment: 6.53 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 3
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment		27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	47,326,911
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		37,280,734	6,110,804
b Waiver amortization installment.....		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....		34	53,437,715
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	53,437,715
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	53,437,715
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years.....		40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	