

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;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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; include room or suite number (employer, if for a single-employer plan) <u>GEICO CORPORATION</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. Signature of plan administrator	<u>10/10/2013</u> Date	<u>NANCY PIERCE</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	<u>10/10/2013</u> Date	<u>JAN STEWART</u> Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address PENSION PLAN ADMINISTRATIVE COMMITTEE ONE GEICO PLAZA WASHINGTON, DC 20076-0001		3b Administrator's EIN 52-1056924 3c Administrator's telephone number 301-986-2077
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
5 Total number of participants at the beginning of the plan year		5 20762
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	10934
b Retired or separated participants receiving benefits.....	6b	2760
c Other retired or separated participants entitled to future benefits.....	6c	3961
d Subtotal. Add lines 6a , 6b , and 6c	6d	17655
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	283
f Total. Add lines 6d and 6e	6f	17938
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1G 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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>2012</u>	
2 Assets:	
a Market value	2a <u>838125853</u>
b Actuarial value	2b <u>838125853</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>2803</u> <u>183380139</u>
b For terminated vested participants.....	3b <u>6366</u> <u>107619536</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>21103142</u>
(2) Vested benefits.....	3c(2) <u>422047637</u>
(3) Total active	3c(3) <u>11625</u> <u>443150779</u>
d Total	3d <u>20794</u> <u>734150454</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>7.22 %</u>
6 Target normal cost.....	6 <u>36347276</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>08/02/2013</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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>5.36</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.35</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	114.16 %
15	Adjusted funding target attainment percentage	15	114.16 %
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	95.35 %
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
02/29/2012	50000000				
			Totals ►	18(b)	50000000
				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 49441568
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 3
22 Weighted average retirement age				22 63
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 subject to 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	36347276	
b Excess assets, if applicable, but not greater than line 31a	31b	36347276	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment			
b Waiver amortization installment			
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	0	
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	49441568	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	49441568	
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 an election was made to use PRA 2010 funding relief for this plan:			
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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 Service Provider Information (see instructions)

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	1081690	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	48564	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	23360	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	64204	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	913	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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
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	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	1734252	1774544
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	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)	141338900	81348400
	(2) U.S. Government securities.....	1c(2)	63179978	29997600
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	134521791	55168134
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	490522801	852561520
	(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)	3933582	1596624

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	838235925	1022446822

Liabilities

g Benefit claims payable	1g		138001
h Operating payables	1h	19403	815143
i Acquisition indebtedness	1i		
j Other liabilities	1j	91183	23504
k Total liabilities (add all amounts in lines 1g through 1j)	1k	110586	976648

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	838125339	1021470174
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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)	50030470	
(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)		50030470
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	162467	
(B) U.S. Government securities	2b(1)(B)	1063971	
(C) Corporate debt instruments	2b(1)(C)	5219424	
(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)		6445862
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	10491087	
(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)		10491087
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1063088409	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1031767567	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		31320842
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	168404296	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		168404296

		(a) Amount	(b) Total
(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		266692557

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	80574979	
(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)		80574979
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)	1170166	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1602577	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2772743
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		83347722

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		183344835
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?.....	X		5000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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		
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
4m			
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
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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>2766</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
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 59% Investment-Grade Debt: 36% High-Yield Debt: 1% 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 line 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):



INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the Pension Plan for the Employees of Government Employees Companies (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2012 and 2011, and the changes in its financial status for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held at End of Year at December 31, 2012 and the Schedule of Reportable Transactions for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the 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. Such information is the responsibility of the Plan's 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 audits 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 of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in cursive script that reads "Johnson Lambert LLP". The signature is written in dark ink and is positioned in the lower right area of the page.

Falls Church, Virginia
September 6, 2013

SCHEDULE I

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

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012

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		\$ 1,774,544	\$ 1,774,544
Bank of America repurchase agreement	0.12% due 1/2/13 (collateralized by U.S. Treasury Notes, \$30,945,400 par, 3.00% due 5/15/42)	31,350,000	31,350,000
JPMorgan U.S. Government Money Market Fund	Money market fund	10,000,000	10,000,000
Total Cash and Cash Equivalents		43,124,544	43,124,544
<u>U.S. Government Securities</u>			
U.S. Treasury bill	\$40,000,000 par, due 2/14/13	39,994,988	39,998,400
U.S. Treasury bill	\$30,000,000 par, due 3/21/13	29,997,202	29,997,600
Total U.S. Government Securities		69,992,190	69,996,000

SCHEDULE I

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, 2012

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	\$1,036 current par, 9.50% due 7/1/16	1,027	1,143
Freddie Mac Gnomes #532377 15 yr mbs	\$30,663 current par, 10.50% due 3/1/19	30,440	32,514
Freddie Mac Gold #C60904 30 yr mbs	\$105,800 current par, 6.50% due 11/1/31	106,245	122,731
Freddie Mac Gold #C60016 30 yr mbs	\$806,890 current par, 6.50% due 11/1/31	809,948	936,014
Freddie Mac Gold #C60752 30 yr mbs	\$76,559 current par, 6.50% due 11/1/31	76,849	88,810
Freddie Mac Gold #C61108 30 yr mbs	\$382,219 current par, 6.50% due 12/1/31	383,825	443,384
Freddie Mac Gold #C63675 30 yr mbs	\$471,774 current par, 6.50% due 2/1/32	474,029	547,271
Freddie Mac Gold #C01364 30 yr mbs	\$2,404,110 current par, 6.50% due 6/1/32	2,411,927	2,774,835
Total Government-Sponsored Enterprises		4,294,290	4,946,702

SCHEDULE I

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, 2012

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

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Corporate Bonds</u>			
Texas Competitive Electric Holdings Company LLC, Series B	\$10,000,000 par, 10.25% due 11/1/15	2,175,000	2,800,000
* CE Generation, LLC	\$4,228,000 par, 7.416% due 12/15/18	4,049,042	4,228,000
* Finial Holdings Senior Notes	\$36,766,000 par, 7.125% due 10/15/23	37,809,363	43,193,432
Total Corporate Bonds		44,033,405	50,221,432

SCHEDULE I

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, 2012

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

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Equity Securities</u>			
Bank of New York Mellon Corporation	3,125,000 shares	72,306,305	80,312,500
Davita Healthcare Partners Inc.	1,303,769 shares	112,351,192	144,105,588
Deere & Company	455,300 shares	34,674,402	39,347,026
Directv	1,991,600 shares	96,845,948	99,898,656
Five Star Quality Care, Inc.	5,194 shares	33,634	26,022
General Motors Company	1,600,000 shares	31,477,890	46,128,000
Liberty Media Corporation	975,000 shares	82,559,510	113,109,750
National Oilwell Varco Inc.	750,000 shares	50,376,157	51,262,500
Phillips 66	2,700,000 shares	83,280,027	143,370,000
Precision Castparts Corporation	23,600 shares	3,746,599	4,470,312
Viacom Inc. - Class B	966,900 shares	44,883,132	50,994,306
Wells Fargo & Company	2,327,000 shares	74,641,096	79,536,860
Total Equity Securities		687,175,892	852,561,520
Total Assets Held at End of Year		\$ 848,620,321	\$ 1,020,850,198

* Party in interest

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

SCHEDULE II

SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012

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 1/19/12	\$ -	\$ 110,000,000	\$ 110,000,000	\$ 110,000,000	\$ -
U.S. Treasury bill due 3/29/12	-	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 4/19/12	109,994,439	110,000,000	110,000,000	110,000,000	-
U.S. Treasury bill due 6/28/12	49,990,521	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 9/27/12	49,988,625	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 12/27/12	49,987,045	49,993,757	49,995,871	49,993,757	(2,114)
<u>Equity Securities</u>					
Bank of New York Mellon Corporation	72,306,305	-	-	-	-
Davita Healthcare Partners Inc.	112,351,192	-	-	-	-
Directv	96,845,948	-	-	-	-
General Electric Company	-	46,142,853	72,800,521	46,142,853	(26,657,668)
Johnson & Johnson	-	80,875,022	74,626,828	80,875,022	6,248,194
Liberty Media Corporation	82,559,510	-	-	-	-
Mondelez International, Inc.	-	89,549,682	78,583,444	89,549,682	10,966,238
National Oilwell Varco Inc.	50,376,157	-	-	-	-
Phillips 66	83,280,027	-	-	-	-
Proctor & Gamble Company	-	84,437,252	82,400,795	84,437,252	2,036,457
U.S. Bancorp	-	80,932,877	82,754,309	80,932,877	(1,821,432)
United Parcel Service, Inc.	-	65,444,753	64,926,364	65,444,753	518,389
Viacom Inc - Class B	44,883,132	-	-	-	-

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19 Discounted Employer Contributions as of January 1, 2012

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount		Timely Contribution		Interest Rate Used to Discount		Late Contribution		Interest Adjusted Contribution
			During Timely Contribution Period	Period	1/1/2012 – 2/29/2012	Period	During Late Contribution Period	Period	Contribution Period	Period	
2/29/2012	2012	50,000,000	7.220%		1/1/2012 – 2/29/2012		12.220%		N/A		49,441,568
Total		50,000,000									49,441,568

Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2012 PPA Funding_v3b_forSB
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2012

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	0.10	659,750	0.659750	0.065975	4.024475
62	0.15	593,775	0.593775	0.089066	5.522108
63	0.20	504,709	0.504709	0.100942	6.359331
64	0.20	403,767	0.403767	0.080753	5.168218
65	0.20	323,014	0.323014	0.064603	4.199177
66	0.30	258,411	0.258411	0.077523	5.116536
67	0.20	180,888	0.180888	0.036178	2.423894
68	0.20	144,710	0.144710	0.028942	1.968057
69	0.15	115,768	0.115768	0.017365	1.198200
70	1.00	98,403	0.098403	0.098403	6.888201

Average age at retirement 62.540631

Rounded for Schedule SB
item 22 63

Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2012 PPA Funding_v3b_forSB
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

Other than the prescribed changes in interest and mortality, the following assumptions have changed since the prior valuation:

The assumed plan-related expenses added to the target normal cost were changed from \$1,300,000 in 2011 to \$1,800,000 in 2012 to reflect an expected increase in the PBGC Variable Rate Premium.

The retirement and withdrawal rates for active plan participants were updated based on an experience study that was performed in 2011.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2012

		Years of Credited Service																	
Attained Age	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	
		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	0	0		0		0		0		0		0		0		0		0	
25 - 29	0	14		389	46,864	0		0		0		0		0		0		0	
30 - 34	1	18		1,355	51,993	799	52,547	0		0		0		0		0		0	
35 - 39	0	7		646	53,249	1,085	56,546	239	62,946	0		0		0		0		0	
40 - 44	2	5		423	54,750	762	58,583	462	68,097	221	63,298	0		0		0		0	
45 - 49	1	2		316	53,178	542	59,258	246	67,214	295	71,568	145	72,590	0		0		0	
50 - 54	6	3		275	53,905	513	58,176	188	66,393	158	68,841	145	71,167	78	82,473	4		0	
55 - 59	3	2		201	53,211	409	59,982	168	64,875	124	67,146	69	68,261	71	75,222	124	71,860	12	
60 - 64	2	0		140	51,792	272	55,148	119	62,883	78	60,173	32	90,503	23	82,594	84	77,396	68	66,934
65 - 69	0	0		41	48,791	69	58,291	32	57,044	19		9		4		12		22	88,415
70 & Over	0	0		10		23	48,815	18		8		3		2		4		3	

Plan Name:
 EIN / PN:
 Plan Sponsor:
 eVal VRS:
 Valuation Date:

Pension Plan for the Employees of Government Employees Companies
 52-1135801 / 002
 GEICO
 2012 PPA Funding_v3b_forSB
 January 1, 2012

29055-187-10300-3 TE

521135801



Department of the Treasury
Internal Revenue Service
OGDEN, UT 84201-0073

Date of this notice: AUG. 12, 2013

Taxpayer Identifying Number:

52-1135801

Form: 5500/8955-SSA

Tax Period: DEC. 31, 2012

Plan Number: 002

For assistance you may call us at:

1-877-829-5500

Or you may write to us at the
address shown at the left.

010188.210920.0039.001 1 MB 0.405 373



GEICO CORPORATION
GEICO CORPORATION
C/O CORPORATE TAX DIVISION
WASHINGTON DC 20076-0001

010188

APPLICATION FOR EXTENSION OF TIME TO FILE CERTAIN EMPLOYEE PLAN RETURNS

We received your Form 5558, Application for Extension of Time to File Certain Employee Plan Returns, for the return (form), plan number, and tax period identified above. The due date to file your return is extended to OCT. 15, 2013.

Do not attach a copy of this notice to your return. This notice should be kept with your records.

Additional Information

- If a tax practitioner or someone else prepared your form, you may want to give them a copy of this notice. (A copy was automatically sent to representatives authorized with a Power-of-Attorney for this form.)
- For tax forms, call 1-800-TAX-FORM (1-800-829-3676).
- For general information, tax forms, and publications, visit www.irs.gov. Employee Plan information is on the "Retirement Plans Community" tab.
- If you have questions about employee plans, call TEGE Customer Account Services at 1-877-829-5500.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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).

▶ Complete all entries in accordance with
the instructions to the Form 5500.OMB Nos. 1210-0110
1210-0089**2012**This Form is Open to Public
Inspection**Part I Annual Report Identification Information**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

- 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 PENSION PLAN FOR THE EMPLOYEES OF GEICO

1b Three-digit plan
number (PN) ▶ 0021c Effective date of plan
12/01/19522a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
GEICO CORPORATION2b Employer Identification
Number (EIN)
52-1135801

ONE GEICO PLAZA

WASHINGTON

DC 20076-0001

2c Sponsor's telephone
number
(301) 986-21852d Business code (see
instructions)
551112**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

Nancy L. Pierce

10/2/13

N. L. PIERCE

Signature of plan administrator

Date

Enter name of individual signing as plan administrator

SIGN
HERE

J. C. Stewart

10/7/13

J. C. 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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number
(optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address PENSION PLAN ADMINISTRATIVE COMMITTEE ONE GEICO PLAZA WASHINGTON DC 20076-0001	3b Administrator's EIN 52-1056924 3c Administrator's telephone number (301) 986-2077
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
5 Total number of participants at the beginning of the plan year	5 20,762
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 10,934
b Retired or separated participants receiving benefits.....	6b 2,760
c Other retired or separated participants entitled to future benefits.....	6c 3,961
d Subtotal. Add lines 6a, 6b, and 6c.	6d 17,655
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 283
f Total. Add lines 6d and 6e.	6f 17,938
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

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1G 3H

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

9a Plan funding arrangement (check all that apply)	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	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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 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, 2012
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:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB (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>	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 2012 This Form is Open to Public Inspection
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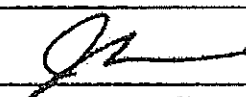
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

- 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>2012</u>			
2 Assets:			
a Market value	2a		838,125,853
b Actuarial value	2b		838,125,853
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	2,803	183,380,139
b For terminated vested participants	3b	6,366	107,619,536
c For active participants:			
(1) Non-vested benefits	3c(1)		21,103,142
(2) Vested benefits	3c(2)		422,047,637
(3) Total active	3c(3)	11,625	443,150,779
d Total	3d	20,794	734,150,454
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		7.22 %
6 Target normal cost	6		36,347,276

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>8/2/2013</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 Address of the firm		
Arlington VA 22203		

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) 2012 v. 120128

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>5.36</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.35</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	114.16 %
15 Adjusted funding target attainment percentage	15	114.16 %
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	95.35 %
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
02/29/2012	50,000,000				
Totals ▶			18(b)	50,000,000	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	49,441,568

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code):			21b 3
22 Weighted average retirement age			22 63
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 subject to 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	0
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	36,347,276	
b Excess assets, if applicable, but not greater than line 31a	31b	36,347,276	
32 Amortization Installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
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	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	0
	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	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	49,441,568
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	49,441,568
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 an election was made to use PRA 2010 funding relief for this plan:			
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	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of actuarial assumptions and methods

Plan Sponsor

GEICO

EIN/PN

52-1135801/002

Discount Rates

Current plan year PPA effective interest rate: 7.22%

Prior plan year PPA effective interest rate: 6.35%

3-Segment Rates

Applicable month: October

Transition election: Ignore transition

	Reflecting Corridors	Not Reflecting Corridors
First Segment Rate:	5.54%	2.03%
Second Segment Rate:	6.85%	5.20%
Third Segment Rate:	7.52%	6.30%

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 \$1,800,000.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Mortality

For 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	.05
56	.05
57	.05
58	.05
59	.10
60	.10
61	.10
62	.15
63	.20
64	.20
65	.20
66	.30
67	.20
68	.20
69	.15
70+	1.00

Disability Rates (per 100 employees)

None.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
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eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

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.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

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	18.0
25	22.0	16.0	14.0	12.0	14.0
30	22.0	16.0	14.0	12.0	9.5
35	22.0	16.0	14.0	12.0	7.0
40	22.0	16.0	14.0	12.0	5.5
45	22.0	16.0	14.0	12.0	4.5
50	22.0	16.0	14.0	12.0	3.0
55	22.0	16.0	14.0	12.0	3.0
60	22.0	16.0	14.0	12.0	3.0

Female					
Attained Age	Attained Service				
	0-1	2	3	4	5+
20	24.0	17.0	14.0	12.0	15.0
25	24.0	17.0	14.0	12.0	13.0
30	24.0	17.0	14.0	12.0	10.0
35	24.0	17.0	14.0	12.0	7.0
40	24.0	17.0	14.0	12.0	6.0
45	24.0	17.0	14.0	12.0	5.0
50	24.0	17.0	14.0	12.0	3.0
55	24.0	17.0	14.0	12.0	3.0
60	24.0	17.0	14.0	12.0	3.0

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.

Plan Name: Pension Plan for the Employees of Government Employees Companies
 EIN / PN: 52-1135801 / 002
 Plan Sponsor: GEICO
 eVal VRS: 2012 PPA Funding_v3b_forSB
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

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, 2012 is used to determine the maximum deductible contribution for the tax year ending December 31, 2012.

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, except that interest rates without regard to corridors were used.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

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. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are rounded to the nearest .01% (e.g., 81.58%) to be consistent with the rounding specified for Schedule SB of the Form 5500.

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

Other than the prescribed changes in interest and mortality, the following assumptions have changed since the prior valuation:

The assumed plan-related expenses added to the target normal cost were changed from \$1,300,000 in 2011 to \$1,800,000 in 2012 to reflect an expected increase in the PBGC Variable Rate Premium.

The retirement and withdrawal rates for active plan participants were updated based on an experience study that was performed in 2011.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Principal Plan Provisions

Plan Sponsor

GEICO

Plan

Pension Plan for the Employees of Government Employees Companies

Effective Date and Most Recent Amendment

The plan was originally effective January 1, 1976. The last amendment reflected herein was adopted September 30, 2010.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Employee: Any persons employed on a full-time or part-time basis.

- 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.
- Each Employee who was a Participant on December 31, 1994 will remain a Participant as of January 1, 1995.
- 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.

Credited 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 21st birthday if hired on or after January 1, 1976.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
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SCHEDULE SB ATTACHMENTS

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.

Final Average Compensation/Salary

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

Normal Retirement Benefit

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 $\frac{3}{4}$ 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.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

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.

Death Benefits for Participants in Active Service

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:

- 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.
- 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.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
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Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Optional Forms of Retirement Income in Lieu of Normal Form

Normal Form:

- Single participant: single life annuity.
- Married participant: actuarially equivalent 50% joint and survivor.

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

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name:	Pension Plan for the Employees of Government Employees Companies
EIN / PN:	52-1135801 / 002
Plan Sponsor:	GEICO
eVal VRS:	2012 PPA Funding_v3b_forSB
Valuation Date:	January 1, 2012



JOHNSON
LAMBERT^{LLP}

PENSION PLAN FOR THE
EMPLOYEES OF GOVERNMENT
EMPLOYEES COMPANIES

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years ended December 31, 2012 and 2011
with Report of Independent Auditors

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years ended December 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the Pension Plan for the Employees of Government Employees Companies (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2012 and 2011, and the changes in its financial status for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held at End of Year at December 31, 2012 and the Schedule of Reportable Transactions for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the 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. Such information is the responsibility of the Plan's 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 audits 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 of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in cursive script that reads "Johnson Lambert LLP". The signature is written in dark ink and is positioned in the lower right area of the page.

Falls Church, Virginia
September 6, 2013

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2012	2011
ASSETS		
Cash and cash equivalents	\$ 43,124,544	\$ 33,074,252
U.S. Government securities (amortized cost of \$69,992,190 in 2012 and \$171,029,873 in 2011)	69,996,000	173,178,878
Government-sponsored enterprises (amortized cost of \$4,294,290 in 2012 and \$28,419,157 in 2011)	4,946,702	33,675,128
Corporate bonds (amortized cost of \$44,033,405 in 2012 and \$84,369,740 in 2011)	50,221,432	100,846,663
Equity securities (cost of \$687,175,892 in 2012 and \$530,766,991 in 2011)	852,561,520	490,522,801
Total Cash and Investments	1,020,850,198	831,297,722
Contributions receivable	-	3,004,621
Accrued investment income	971,045	3,265,274
Amounts receivable from sales of securities	655	317
Prepaid pension payments	403,386	338,606
Capitalized software	27,230	84,040
Other assets	194,308	245,345
Total Assets	1,022,446,822	838,235,925
LIABILITIES		
Administrative expenses payable	815,143	19,403
Payable to GEICO	21,491	70,963
Other liabilities	2,013	20,220
Total Liabilities	838,647	110,586
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 1,021,608,175	\$ 838,125,339

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,	
	2012	2011
ADDITIONS		
Investment income:		
Interest and dividend income	\$ 16,936,949	\$ 24,723,848
Net change in unrealized appreciation or depreciation of investments and net realized gains and losses on sales of investments:		
U.S. Government securities	704,938	(960,526)
Government-sponsored enterprises	459,806	(830,857)
Corporate bonds	1,640,398	4,066,922
Equity securities	196,919,996	13,417,351
	216,662,087	40,416,738
Contributions from employer	50,030,470	56,798,782
Total Additions	266,692,557	97,215,520
DEDUCTIONS		
Benefit payments to participants	80,436,978	23,077,400
Administrative expenses	2,475,172	1,054,005
Amortization of capitalized software	56,809	80,587
Other expenses	240,762	246,269
Total Deductions	83,209,721	24,458,261
CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	183,482,836	72,757,259
NET ASSETS AVAILABLE FOR PLAN BENEFITS BEGINNING OF YEAR	838,125,339	765,368,080
END OF YEAR	\$ 1,021,608,175	\$ 838,125,339

See notes to the financial statements.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2012 and 2011

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.

Retirement benefits for participants normally begin at the later of age 65 or 5 years of participation in the Plan. Early retirement benefits may be elected if the participant has attained the age of 50 and has completed at least 15 years of credited service with the Plan. The annual retirement benefit will be equal to 2% of the participant's final average annual earnings multiplied by his years of benefit service to a maximum of 25 years, plus 1% of the participant's final average annual earnings multiplied by his years of benefit service in excess of 25 years, but not in excess of 35 years, plus 3/4% of the participant's final average annual earnings multiplied by his years of benefit service in excess of 35 years, less 50% of his primary social security benefit.

In 2012, the Plan made a voluntary offer of an immediate lump sum or annuity distribution to Plan participants who terminated or retired between January 1, 2000 and June 30, 2012 but were not currently receiving a benefit payment from the Plan. In 2012, payments were made to 2,744 participants in the amount of \$55,078,918.

Further information about the Plan document, the vesting and benefit provisions, and the Pension Benefit Guarantee Corporation's (PBGC) 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 September 6, 2013, 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. The Companies were reimbursed by the Plan for \$238,296 and \$234,353 of administrative services in 2012 and 2011, respectively.

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 was adopted by the Plan prospectively for the year ending December 31, 2012. The adoption of ASU 2011-04 had no material impact on the Plan's financial statements.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE C: FUNDING POLICY

The Companies have agreed to voluntarily contribute such amounts as are necessary to meet the cost of the benefits payable under the Plan. The contributions of the Companies are made at levels which at a minimum would meet Employee Retirement Income Security Act of 1974 (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 2012 and 2011 which met the ERISA minimum funding requirements. The Moving Ahead for Progress in the 21st Century Act (MAP-21) was signed into law in 2012. MAP-21 reduced amounts required to be contributed to the Plan in 2012. The Companies had contributed \$50,000,000 to the Plan in 2012 prior to the signing of MAP-21 so this amount was designated as a prefunded contribution.

NOTE D: PLAN TERMINATION

The Companies have the right under the Plan to discontinue 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 PBGC guarantees the payment of all nonforfeitable basic benefits subject to certain limitations prescribed by ERISA.

NOTE E: INVESTMENTS

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

	December 31,	
	2012	2011
Davita Healthcare Partners Inc. common stock	\$ 144,105,588	\$ N/A
Phillips 66 common stock	143,370,000	N/A
Liberty Media Corporation common stock	113,109,750	N/A
Directv common stock	99,898,656	N/A
Bank of New York Mellon Corporation common stock	80,312,500	N/A
Wells Fargo & Company common stock	79,536,860	64,132,120
U.S. Treasury bills	69,996,000	159,996,400
National Oilwell Varco Inc. common stock	51,262,500	N/A
Proctor & Gamble Company common stock	N/A	87,982,151
Kraft Foods Inc. common stock	N/A	87,688,029
Johnson & Johnson common stock	N/A	82,466,850
U.S. Bankcorp common stock	N/A	67,413,334
United Parcel Service, Inc. common stock	N/A	60,908,718
El Paso Corporation fixed maturities	N/A	49,940,300

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE E: INVESTMENTS – CONTINUED

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 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.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE E: INVESTMENTS – CONTINUED

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, 2012</u>				
U.S. Government securities	\$ -	\$ 69,996,000	\$ -	\$ 69,996,000
Mortgage-backed securities of government-sponsored enterprises	-	4,946,702	-	4,946,702
Corporate bonds:				
Finial Holdings Senior Notes	-	43,193,432	-	43,193,432
Other	-	7,028,000	-	7,028,000
Equity securities:				
Banking sector	159,849,360	-	-	159,849,360
Energy sector	194,632,500	-	-	194,632,500
Health care sector	144,131,610	-	-	144,131,610
Manufacturing sector	89,945,338	-	-	89,945,338
Media sector	264,002,712	-	-	264,002,712
Total	<u>\$ 852,561,520</u>	<u>\$ 125,164,134</u>	<u>\$ -</u>	<u>\$ 977,725,654</u>

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE E: INVESTMENTS – CONTINUED

	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
Health care sector	15,582	-	-	15,582
Manufacturing sector	298,053,047	-	-	298,053,047
Transportation sector	60,908,718	-	-	60,908,718
Total	<u>\$ 490,522,801</u>	<u>\$ 307,700,669</u>	<u>\$ -</u>	<u>\$ 798,223,470</u>

There are no transfers into (out of) Levels 1, 2 or 3 in 2012 and 2011. The Plan's policy is to recognize all transfers between levels as of the end of the reporting period.

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE F: 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, 2012 and 2011 is as follows:

	December 31,	
	2012	2011
Vested benefits:		
Participants currently receiving payments	\$ 219,648,890	\$ 188,390,849
Other participants	<u>625,959,178</u>	<u>625,607,764</u>
	845,608,068	813,998,613
Nonvested benefits	<u>20,889,466</u>	<u>19,401,672</u>
Actuarial present value of accumulated plan benefits	<u>\$ 866,497,534</u>	<u>\$ 833,400,285</u>

PENSION PLAN FOR THE EMPLOYEES OF
GOVERNMENT EMPLOYEES COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE F: ACCUMULATED PLAN BENEFITS - CONTINUED

The change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Additional benefits accumulated	\$ 59,281,301	\$ 46,962,468
Interest due to decrease in the discount period	54,252,926	53,806,791
Benefits paid	(80,436,978)	(23,077,400)
Change of assumption	-	(37,580,385)
Increase in actuarial present value of plan benefits	33,097,249	40,111,474
Actuarial present value of accumulated plan benefits, at beginning of year	<u>833,400,285</u>	<u>793,288,811</u>
Actuarial present value of accumulated plan benefits, at end of year	<u>\$ 866,497,534</u>	<u>\$ 833,400,285</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, 2012 and 2011 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 increase in benefits paid in 2012 is due to the lump sum distribution discussed in Note A. 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 G: 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, 2012 and 2011, 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 2009.

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 H: RELATED PARTY TRANSACTIONS

At December 31, 2012 and 2011, 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, 2012 and 2011 was \$43,193,432 and \$39,501,023, 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, 2012 and 2011, the Plan held CE Generation, LLC notes, 7.416%, due December 15, 2018 with a par value of \$4,228,000 and \$4,740,000, respectively. The market value of the notes at December 31, 2012 and 2011 was \$4,228,000 and \$4,834,800, 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 I: 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 J: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to Form 5500:

	December 31, 2012
Net assets available for plan benefits per the financial statements	\$ 1,021,608,175
Benefits payable for lump sum distributions at end of year	(138,001)
Net assets available for plan benefits per the Form 5500	<u>\$ 1,021,470,174</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

	For the Year Ended December 31, 2012
Benefits paid to participants per the financial statements	\$ 80,436,978
Benefits payable for lump sum distributions at end of year	138,001
Benefits paid to participants per Form 5500	<u>\$ 80,574,979</u>

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

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012

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		\$ 1,774,544	\$ 1,774,544
Bank of America repurchase agreement	0.12% due 1/2/13 (collateralized by U.S. Treasury Notes, \$30,945,400 par, 3.00% due 5/15/42)	31,350,000	31,350,000
JPMorgan U.S. Government Money Market Fund	Money market fund	10,000,000	10,000,000
Total Cash and Cash Equivalents		43,124,544	43,124,544
<u>U.S. Government Securities</u>			
U.S. Treasury bill	\$40,000,000 par, due 2/14/13	39,994,988	39,998,400
U.S. Treasury bill	\$30,000,000 par, due 3/21/13	29,997,202	29,997,600
Total U.S. Government Securities		69,992,190	69,996,000

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, 2012

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	\$1,036 current par, 9.50% due 7/1/16	1,027	1,143
Freddie Mac Gnomes #5232377 15 yr mbs	\$30,663 current par, 10.50% due 3/1/19	30,440	32,514
Freddie Mac Gold #C60904 30 yr mbs	\$105,800 current par, 6.50% due 11/1/31	106,245	122,731
Freddie Mac Gold #C60016 30 yr mbs	\$806,890 current par, 6.50% due 11/1/31	809,948	936,014
Freddie Mac Gold #C60752 30 yr mbs	\$76,559 current par, 6.50% due 11/1/31	76,849	88,810
Freddie Mac Gold #C61108 30 yr mbs	\$382,219 current par, 6.50% due 12/1/31	383,825	443,384
Freddie Mac Gold #C63675 30 yr mbs	\$471,774 current par, 6.50% due 2/1/32	474,029	547,271
Freddie Mac Gold #C01364 30 yr mbs	\$2,404,110 current par, 6.50% due 6/1/32	2,411,927	2,774,835
Total Government-Sponsored Enterprises		4,294,290	4,946,702

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, 2012

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

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Corporate Bonds</u>			
Texas Competitive Electric Holdings Company LLC, Series B	\$10,000,000 par, 10.25% due 11/1/15	2,175,000	2,800,000
* CE Generation, LLC	\$4,228,000 par, 7.416% due 12/15/18	4,049,042	4,228,000
* Finial Holdings Senior Notes	\$36,766,000 par, 7.125% due 10/15/23	37,809,363	43,193,432
Total Corporate Bonds		44,033,405	50,221,432

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, 2012

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

Identity of Issue	Description	Cost or Amortized Cost	Current Value
<u>Equity Securities</u>			
Bank of New York Mellon Corporation	3,125,000 shares	72,306,305	80,312,500
Davita Healthcare Partners Inc.	1,303,769 shares	112,351,192	144,105,588
Deere & Company	455,300 shares	34,674,402	39,347,026
Directv	1,991,600 shares	96,845,948	99,898,656
Five Star Quality Care, Inc.	5,194 shares	33,634	26,022
General Motors Company	1,600,000 shares	31,477,890	46,128,000
Liberty Media Corporation	975,000 shares	82,559,510	113,109,750
National Oilwell Varco Inc.	750,000 shares	50,376,157	51,262,500
Phillips 66	2,700,000 shares	83,280,027	143,370,000
Precision Castparts Corporation	23,600 shares	3,746,599	4,470,312
Viacom Inc. - Class B	966,900 shares	44,883,132	50,994,306
Wells Fargo & Company	2,327,000 shares	74,641,096	79,536,860
Total Equity Securities		687,175,892	852,561,520
Total Assets Held at End of Year		\$ 848,620,321	\$ 1,020,850,198

* 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, 2012

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 1/19/12	\$ -	\$ 110,000,000	\$ 110,000,000	\$ 110,000,000	\$ -
U.S. Treasury bill due 3/29/12	-	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 4/19/12	109,994,439	110,000,000	110,000,000	110,000,000	-
U.S. Treasury bill due 6/28/12	49,990,521	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 9/27/12	49,988,625	50,000,000	50,000,000	50,000,000	-
U.S. Treasury bill due 12/27/12	49,987,045	49,993,757	49,995,871	49,993,757	(2,114)
<u>Equity Securities</u>					
Bank of New York Mellon Corporation	72,306,305	-	-	-	-
Davita Healthcare Partners Inc.	112,351,192	-	-	-	-
Directv	96,845,948	-	-	-	-
General Electric Company	-	46,142,853	72,800,521	46,142,853	(26,657,668)
Johnson & Johnson	-	80,875,022	74,626,828	80,875,022	6,248,194
Liberty Media Corporation	82,559,510	-	-	-	-
Mondelez International, Inc.	-	89,549,682	78,583,444	89,549,682	10,966,238
National Oilwell Varco Inc.	50,376,157	-	-	-	-
Phillips 66	83,280,027	-	-	-	-
Proctor & Gamble Company	-	84,437,252	82,400,795	84,437,252	2,036,457
U.S. Bancorp	-	80,932,877	82,754,309	80,932,877	(1,821,432)
United Parcel Service, Inc.	-	65,444,753	64,926,364	65,444,753	518,389
Viacom Inc - Class B	44,883,132	-	-	-	-