

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

Commission file number 0-24000

ERIE INDEMNITY COMPANY

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of
incorporation or organization)

25-0466020

(I.R.S. Employer
Identification No.)

100 Erie Insurance Place, Erie, Pennsylvania

(Address of principal executive offices)

16530

(Zip Code)

(814) 870-2000

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

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

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐

Smaller Reporting Company ☐

(Do not check if a smaller
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of shares outstanding of the registrant's Class A Common Stock as of the latest practicable date, with no par value and a stated value of \$0.0292 per share, was 49,395,315 at April 29, 2011.

The number of shares outstanding of the registrant's Class B Common Stock as of the latest practicable date, with no par value and a stated value of \$70 per share, was 2,546 at April 29, 2011.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ERIE INDEMNITY COMPANY
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(dollars in millions, except per share data)

	Three months ended March 31,	
	2011	2010
Revenues		
Premiums earned	\$ 1,030	\$ 978
Net investment income	105	104
Net realized investment gains	149	125
Net impairment losses recognized in earnings	0	(2)
Equity in earnings of limited partnerships	72	3
Other income	9	8
Total revenues	1,365	1,216
Benefits and expenses		
Insurance losses and loss expenses	706	761
Policy acquisition and underwriting expenses	247	227
Total benefits and expenses	953	988
Income from operations before income taxes and noncontrolling interest	412	228
Provision for income taxes	138	66
Net income	\$ 274	\$ 162
Less: Net income attributable to noncontrolling interest in consolidated entity - Exchange	230	115
Net income attributable to Indemnity	\$ 44	\$ 47
Earnings Per Share		
Net income attributable to Indemnity per share		
Class A common stock – basic	\$ 0.88	\$ 0.92
Class A common stock – diluted	\$ 0.78	\$ 0.82
Class B common stock – basic and diluted	\$ 126.48	\$132.83
Weighted average shares outstanding attributable to Indemnity – Basic		
Class A common stock	49,789,056	51,185,736
Class B common stock	2,546	2,546
Weighted average shares outstanding attributable to Indemnity– Diluted		
Class A common stock	55,968,838	57,357,543
Class B common stock	2,546	2,546
Dividends declared per share		
Class A common stock	\$ 0.515	\$ 0.48

Class B common stock	\$ 77.25	\$ 72.00
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See accompanying notes to Consolidated Financial Statements.

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ERIE INDEMNITY COMPANY CONSOLIDATED STATEMENTS OF FINANCIAL POSITION <i>(dollars in millions, except per share data)</i>		
	March 31, 2011 (Unaudited)	December 31, 2010
Assets		
Investments – Indemnity		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of \$506 and \$257, respectively)	\$ 513	\$ 264
Equity securities (cost of \$18 and \$20, respectively)	22	24
Trading securities, at fair value (cost of \$23 and \$21, respectively)	29	28
Limited partnerships (cost of \$200 and \$202, respectively)	222	216
Other invested assets	1	1
Investments – Exchange		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of \$6,857 and \$6,863, respectively)	7,254	7,279
Equity securities (cost of \$519 and \$503, respectively)	603	570
Trading securities, at fair value (cost of \$1,847 and \$1,773, respectively)	2,462	2,306
Limited partnerships (cost of \$1,097 and \$1,083, respectively)	1,153	1,108
Other invested assets	18	19
Total investments	12,277	11,815
Cash and cash equivalents (Exchange portion of \$125 and \$120, respectively)	211	430
Premiums receivable from policyholders (Exchange portion of \$959 and \$942, respectively)	959	942
Reinsurance recoverable (Exchange portion of \$199 and \$201, respectively)	199	201
Deferred acquisition costs (Exchange portion of \$469 and \$467, respectively)	469	467
Other assets (Exchange portion of \$332 and \$357, respectively)	438	489
Total assets	\$ 14,553	\$ 14,344
Liabilities and shareholders' equity		
Liabilities		
Indemnity liabilities		
Deferred income taxes	\$ 14	\$ 26
Other liabilities	344	382
Exchange liabilities		
Losses and loss expense reserves	3,559	3,584
Life policy and deposit contract reserves	1,615	1,603
Unearned premiums	2,093	2,082
Deferred income taxes	309	257
Other liabilities	68	76
Total liabilities	8,002	8,010
Indemnity's shareholders' equity		
Class A common stock, stated value \$0.0292 per share; authorized 74,996,930 shares; 68,289,600 shares issued; 49,525,482 and 50,054,506 shares outstanding, respectively	2	2
Class B common stock, convertible at a rate of 2,400 Class A shares for one Class B share, stated value \$70 per share; 2,546 shares authorized, issued and outstanding, respectively	0	0
Additional paid-in-capital	16	8
Accumulated other comprehensive loss	(63)	(53)
Retained earnings	1,846	1,827
Total contributed capital and retained earnings	1,801	1,784
Treasury stock, at cost, 18,764,118 and 18,235,094 shares, respectively	(908)	(872)
Total Indemnity shareholders' equity	893	912
Noncontrolling interest in consolidated entity – Exchange	5,658	5,422
Total equity	6,551	6,334
Total liabilities, shareholders' equity and noncontrolling interest	\$ 14,553	\$ 14,344

See accompanying notes to Consolidated Financial Statements. See Note 14, "Indemnity Supplemental Information," for supplemental consolidating statements of financial position information.

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ERIE INDEMNITY COMPANY CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED) <i>(in millions)</i>		
	Three months ended March 31,	
	2011	2010
Accumulated other comprehensive loss:		
Balance, beginning of period – Indemnity	\$(53)	\$(43)
Gross unrealized holding (losses) gains on investments arising during period	(1)	13
Unrealized gains transferred to noncontrolling interest (See Note 1)	(13)	–
Reclassification adjustment for gross gains included in net income	(1)	(4)
Unrealized (losses) gains on investments	(15)	9
Income tax benefit (expense) related to unrealized gains	5	(3)
Change in other comprehensive (loss) income, net of tax – Indemnity	(10)	6
Balance, end of period – Indemnity	\$(63)	\$(37)

Change in other comprehensive (loss) income, net of tax – Indemnity	\$ (10)	\$ 6
Change in other comprehensive income, net of tax – Exchange	\$ 6	\$ 45
Change in other comprehensive (loss) income, net of tax – Erie Insurance Group	\$ (4)	\$ 51
Comprehensive income:		
Net income – Erie Insurance Group	\$274	\$162
Change in other comprehensive (loss) income, net of tax – Erie Insurance Group	(4)	51
Unrealized gains transferred to noncontrolling interest, net of tax (See Note 1)	9	–
Total comprehensive income – Erie Insurance Group	279	213
Less: Noncontrolling interest in consolidated entity – Exchange	236	160
Total comprehensive income - Indemnity	\$ 43	\$ 53

See accompanying notes to Consolidated Financial Statements.

ERIE INDEMNITY COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in millions)

	Three months ended March 31,	
	2011	2010
Cash flows from operating activities		
Premiums collected	\$1,023	\$ 965
Net investment income received	97	99
Limited partnership distributions	32	18
Service agreement fee received	8	8
Commissions and bonuses paid to agents	(178)	(169)
Losses paid	(598)	(622)
Loss expenses paid	(109)	(106)
Other underwriting and acquisition costs paid	(162)	(159)
Income taxes paid	(21)	(7)
Net cash provided by operating activities	92	27
Cash flows from investing activities		
Purchase of investments:		
Fixed maturities	(752)	(525)
Preferred stock	(35)	(67)
Common stock	(421)	(249)
Limited partnerships	(29)	(30)
Sales/maturities of investments:		
Fixed maturity sales	277	233
Fixed maturity calls/maturities	247	315
Preferred stock	25	29
Common stock	400	251
Sale of and returns on limited partnerships	26	3
Disposal (purchase) of property and equipment	7	(9)
Net collections on agent loans	1	0
Net cash used in investing activities	(254)	(49)
Cash flows from financing activities		
Annuity and supplementary contract deposits and interest	22	33
Annuity and supplementary contract surrenders and withdrawals	(21)	(18)
Universal life deposits and interest	12	11
Universal life surrenders	(8)	(8)
Purchase of treasury stock	(36)	(3)
Dividends paid to shareholders	(26)	(25)
Net cash used in financing activities	(57)	(10)
Net decrease in cash and cash equivalents	(219)	(32)
Cash and cash equivalents at beginning of period	430	234
Cash and cash equivalents at end of period	\$ 211	\$ 202

See accompanying notes to Consolidated Financial Statements. See Note 14, "Indemnity Supplemental Information," for supplemental cash flow information.

Note 1. Nature of Operations

Erie Indemnity Company (“Indemnity”) is a publicly held Pennsylvania business corporation that since 1925 has been the managing attorney-in-fact for the subscribers (policyholders) at the Erie Insurance Exchange (“Exchange”). The Exchange is a subscriber owned Pennsylvania-domiciled reciprocal insurer that writes property and casualty insurance.

Indemnity’s primary function is to perform certain services for the Exchange relating to the sales, underwriting and issuance of policies on behalf of the Exchange. This is done in accordance with a subscriber’s agreement (a limited power of attorney) executed by each subscriber (policyholder), appointing Indemnity as their common attorney-in-fact to transact business on their behalf and to manage the affairs of the Exchange. Pursuant to the subscriber’s agreement and for its services as attorney-in-fact, Indemnity earns a management fee calculated as a percentage of the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling arrangement.

Through December 31, 2010, Indemnity also operated as a property and casualty insurer through its wholly owned subsidiaries, Erie Insurance Company (“EIC”), Erie Insurance Company of New York (“ENY”) and Erie Insurance Property and Casualty Company (“EPC”). EIC, ENY and EPC, together with the Exchange and its wholly owned subsidiary, Flagship City Insurance Company (“Flagship”), are collectively referred to as the “Property and Casualty Group”.

On December 31, 2010, Indemnity sold all of the outstanding capital stock of its wholly owned property and casualty subsidiaries to the Exchange. All property and casualty and life insurance operations are owned by the Exchange, and Indemnity will continue to function as the management company.

Erie Family Life Insurance Company (“EFL”) is an affiliated life insurance company that underwrites and sells individual and group life insurance policies and fixed annuities. On March 31, 2011, Indemnity sold its 21.6% ownership interest in EFL to the Exchange for 95% of EFL’s GAAP book value per share as of this date. Because Indemnity and the Exchange are deemed to be under common control, there was no gain or loss resulting from this sale.

“Indemnity shareholder interest” refers to the interest in Erie Indemnity Company owned by the Class A and Class B shareholders. “Noncontrolling interest” refers to the interest in the Erie Insurance Exchange held for the benefit of the subscribers (policyholders).

The consolidated financial statements of Erie Indemnity Company reflect the results of Indemnity and its variable interest entity, the Exchange, which we refer to collectively as “Erie Insurance Group” (“we,” “us,” “our”).

Note 2. Significant Accounting Policies**Basis of presentation and principles of consolidation**

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) and include the accounts of Indemnity together with its affiliate companies in which Indemnity holds a majority voting or economic interest. In addition, we consolidate the Exchange as a variable interest entity for which Indemnity is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation. The required presentation of noncontrolling interests is reflected in the consolidated financial statements. Noncontrolling interests represent the ownership interests of the Exchange, all of which is held by parties other than Indemnity (i.e. the Exchange’s subscribers (policyholders)). Noncontrolling interests also include the Exchange subscribers’ ownership interest in EFL.

The preparation of financial statements in conformity with GAAP requires us 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. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of our financial position, results of operations and cash flows for the interim periods have been included. Operating results for the three month period ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The

accompanying consolidated financial statements and notes should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on February 24, 2011.

Presentation of assets and liabilities – While the assets of the Exchange are presented separately in the Consolidated Statements of Financial Position, the Exchange’s assets can only be used to satisfy the Exchange’s liabilities or for other unrestricted activities. Accounting Standards Codification (“ASC”) 810, *Consolidation*, does not require separate presentation of the Exchange’s assets. However, because the shareholders of Indemnity have no rights to the assets of the Exchange and, conversely, the Exchange has no rights to the assets of Indemnity, we have presented the invested assets of the Exchange separately on the Consolidated Statements of Financial Position along with the remaining consolidated assets reflecting the Exchange’s portion parenthetically. Liabilities are required under ASC 810, *Consolidation*, to be presented separately for the Exchange on the Consolidated Statements of Financial Position as the Exchange’s creditors do not have recourse to the general credit of Indemnity.

Rights of shareholders of Indemnity and subscribers (policyholders) of the Exchange – The shareholders of Indemnity, through the management fee, have a controlling financial interest in the Exchange; however, they have no other rights to or obligations arising from assets and liabilities of the Exchange. The shareholders of Indemnity own its equity but have no rights or interest in the Exchange’s (noncontrolling interest) income or equity. The noncontrolling interest equity represents the Exchange’s equity held for the benefit of its subscribers (policyholders), who have no rights or interest in the Indemnity shareholder interest income or equity.

All intercompany assets, liabilities, revenues and expenses between Indemnity and the Exchange have been eliminated in the Consolidated Statements of Financial Position.

Adopted accounting pronouncements

In January 2010, the Financial Accounting Standard Board (“FASB”) issued Accounting Standards Update (“ASU”) 2010-06, *Improving Disclosures about Fair Value Measurements*. This guidance updated the disclosures on ASC 820, *Fair Value Measurements and Disclosures*. The additional disclosures include the amounts and reasons for significant transfers between the levels in the fair value hierarchy, the expansion of fair market disclosures by each class of

assets, disclosure of the policy for recognition of level transfers, and disclosure of the valuation techniques used for all Level 2 and Level 3 assets. These disclosures were effective for periods beginning after December 15, 2009 and have been included in Note 6, "Fair Value." An additional disclosure requirement to present purchases, sales, issuances, and settlements of Level 3 activity on a gross basis became effective with periods beginning after December 15, 2010. The additional disclosures required by this guidance have been included in Note 6.

Pending accounting pronouncements

In October 2010, the FASB issued ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. This guidance modifies the definition of the types of costs incurred by insurance entities that can be capitalized in the acquisition of new and renewal insurance contracts. The amendments in this update specify that the costs are limited to incremental direct costs that result directly from successful contract transactions and would not have been incurred by the insurance entity had the contract transactions not occurred. These costs must be directly related to underwriting, policy issuance and processing, medical and inspection and sales force contract selling. The amendments also specify that advertising costs only should be included as deferred acquisition costs if the direct-response advertising criteria are met. ASU 2010-26 is effective for interim and annual reporting periods beginning after December 15, 2011 with either prospective or retrospective adoption permitted. Although we have not performed a detailed analysis, the adoption method and impact of this update on the Company's financial position, cash flows, or results of operations is expected to be immaterial.

Note 3. Earnings Per Share

Basic earnings per share are calculated under the two-class method, which allocates earnings to each class of stock based on its dividend rights. Class B shares are convertible into Class A shares at a conversion ratio of 2,400 to 1. Class A diluted earnings per share are calculated under the if-converted method, which reflects the conversion of Class B shares and the effect of potentially dilutive outstanding employee stock-based awards and awards vested and not yet vested related to the outside directors' stock compensation plan. Vested shares related to the outside directors' compensation plan were included in the table below for the first time at December 31, 2010. The March 31, 2010 amounts have been updated to include these shares. This had no impact on previously reported diluted earnings per share.

A reconciliation of the numerators and denominators used in the basic and diluted per-share computations is presented as follows for each class of Indemnity common stock:

(dollars in millions, except share data)	Indemnity Earnings Per Share Calculation					
	Three months ended March 31,					
	2011			2010		
	Allocated net income (numerator)	Weighted shares (denominator)	Per- share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per- share amount
Class A – Basic EPS:						
Income available to Class A stockholders	\$44	49,789,056	\$ 0.88	\$47	51,185,736	\$ 0.92
Dilutive effect of stock awards	0	69,382	–	0	61,407	–
Assumed conversion of Class B shares	0	6,110,400	–	0	6,110,400	–
Class A – Diluted EPS:						
Income available to Class A stockholders on Class A equivalent shares	\$44	55,968,838	\$ 0.78	\$47	57,357,543	\$ 0.82
Class B – Basic and diluted EPS:						
Income available to Class B stockholders	\$ 0	2,546	\$126.48	\$ 0	2,546	\$132.83

Included in the diluted earnings per share calculations for the first quarters of 2011 and 2010, respectively, were 6,400 and 11,200 shares of stock-based awards not yet vested, 60,329 and 47,296 shares of awards vested related to our outside directors' stock compensation plan, and 2,653 and 2,911 shares of awards not yet vested related to our outside directors' stock compensation plan.

Note 4. Variable Interest Entity

Exchange

The Exchange is a reciprocal insurance exchange domiciled in Pennsylvania, for which Indemnity serves as attorney-in-fact. Indemnity holds a variable interest in the Exchange due to the absence of decision-making capabilities by the equity owners (subscribers/policyholders) of the Exchange and due to the significance of the management fee the Exchange pays to Indemnity as its decision maker. As a result, Indemnity is deemed to have a controlling financial interest in the Exchange and is considered to be its primary beneficiary.

Consolidation of the Exchange's financial results is required given the significance of the management fee to the Exchange and because Indemnity has the power to direct the activities of the Exchange that most significantly impact the Exchange's economic performance. Indemnity earns management fee revenues from the Exchange for the services it provides as attorney-in-fact. Indemnity's management fee revenues are based on all premiums written or assumed by the Exchange. Indemnity's Board of Directors determines the management fee rate to be paid by the Exchange to Indemnity. This rate cannot exceed 25% of the direct and affiliated assumed written premiums of the Exchange, as defined by the subscriber's agreement signed by each policyholder. Management fee revenues and management fee expenses are eliminated upon consolidation.

Indemnity has no obligation related to any underwriting and/or investment losses experienced by the Exchange. Indemnity would however be adversely impacted if the Exchange incurred significant underwriting and/or investment losses. If the surplus of the Exchange were to decline significantly from its current level, its financial

strength ratings could be reduced and as a consequence the Exchange could find it more difficult to retain its existing business and attract new business. A decline in the business of the Exchange would have an adverse effect on the amount of the management fees Indemnity receives. In addition, a decline in the surplus of the Exchange from its current level may impact the management fee rate received by Indemnity. Indemnity also has an exposure to a concentration of credit risk related to the unsecured receivables due from the Exchange for its management fee.

On December 31, 2010, Indemnity sold all of the outstanding capital stock of its wholly owned subsidiaries to the Exchange. Under this new structure, all property and casualty insurance operations are owned by the Exchange, and Indemnity will continue to function as the management company. There was no impact on the existing reinsurance pooling agreement between the Exchange and EIC or ENY as a result of the sale, nor was there any impact to the subscribers (policyholders) of the Exchange, to the Exchange's independent insurance agents, or to Indemnity's employees.

Indemnity has not provided financial or other support to the Exchange for the reporting periods presented. At March 31, 2011, there are no explicit or implicit arrangements that would require Indemnity to provide future financial support to the Exchange. Indemnity is not liable if the Exchange was to be in violation of its debt covenants or was unable to meet its obligation for unfunded commitments to limited partnerships.

Note 5. Segment Information

Our reportable segments include management operations, property and casualty insurance operations, life insurance operations and investment operations. Accounting policies for segments are the same as those described in the summary of significant accounting policies. See Item 8. "Financial Statements and Supplementary Data, Note 2, Significant Accounting Policies," in our Annual Report on Form 10-K for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on February 24, 2011. Assets are not allocated to the segments but rather are reviewed in total for purposes of decision-making. No single customer or agent provides 10% or more of revenues.

Our management operations segment consists of serving as attorney-in-fact for the Exchange. Indemnity operates in this capacity solely for the Exchange. We evaluate profitability of our management operations segment principally on the gross margin from management operations. Indemnity earns management fees from the Exchange for providing sales, underwriting and policy issuance services. Management fee revenue, which is eliminated in consolidation, is calculated as a percentage not to exceed 25% of all the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling arrangement. The Property and Casualty Group issues policies with annual terms only. Management fees are recorded upon policy issuance or renewal, as substantially all of the services required to be performed by Indemnity have been satisfied at that time. Certain activities are performed and related costs are incurred by us subsequent to policy issuance in connection with the services provided to the Exchange; however, these activities are inconsequential and perfunctory. Although these management fee revenues and expenses are eliminated in consolidation, the amount of the fee directly impacts the allocation of our consolidated net income between noncontrolling interest, which bears the management fee expense and represents the interests of the Exchange subscribers (policyholders), and Indemnity's interest, which earns the management fee revenue and represents Indemnity shareholder interest in net income.

Our property and casualty insurance operations segment includes personal and commercial lines. Personal lines consist primarily of personal auto and homeowners and are marketed to individuals. Commercial lines consist primarily of commercial multi-peril, commercial auto and workers compensation and are marketed to small- and medium-sized businesses. Our property and casualty policies are sold by independent agents. Our property and casualty insurance underwriting operations are conducted through the Exchange and its subsidiaries and include assumed voluntary reinsurance from nonaffiliated domestic and foreign sources, assumed involuntary and ceded reinsurance business. The Exchange exited the assumed voluntary reinsurance business effective December 31, 2003, and therefore unaffiliated reinsurance includes only run-off activity of the previously assumed voluntary reinsurance business. We evaluate profitability of the property and casualty operations principally based on net underwriting results represented by the combined ratio.

Our life insurance operations segment includes traditional and universal life insurance products and fixed annuities marketed to individuals using the same independent agency force utilized by our property and casualty operations. We evaluate profitability of the life insurance segment principally based on segment net income, including

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investments, which for segment purposes are reflected in the investment operations segment. At the same time, we recognize that investment-related income is integral to the evaluation of the life insurance segment because of the long duration of life products. Through March 31, 2011, investment activities on life insurance-related assets generated revenues of \$27 million resulting in EFL reporting income before income taxes of \$13 million, before intercompany eliminations. Through March 31, 2010, investment activities on life insurance-related assets generated revenues of \$27 million resulting in EFL reporting income before income taxes of \$10 million, before intercompany eliminations.

The investment operations segment performance is evaluated based on appreciation of assets, rate of return and overall return. Investment-related income for the life operations is included in the investment segment results.

The following tables summarize the components of the Consolidated Statements of Operations by reportable business segments:

	Erie Insurance Group					
	For the three months ended March 31, 2011					
(in millions)	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$1,014	\$ 16			\$1,030
Net investment income				\$108	\$ (3)	105
Net realized investment gains				149		149
Net impairment losses recognized in earnings				0		0
Equity in earnings of limited partnerships				72		72
Management fee revenue	\$251				(251)	–
Service agreement and other revenue	8		1			9
Total revenues	259	1,014	17	329	(254)	1,365
Cost of management operations	211				(211)	–
Insurance losses and loss expenses		683	24		(1)	706
Policy acquisition and underwriting expenses		282	7		(42)	247
Total benefits and expenses	211	965	31	–	(254)	953
Income (loss) before income taxes	48	49	(14)	329	–	412
Provision (benefit) for income taxes	17	17	(5)	109	–	138
Net income (loss)	\$ 31	\$ 32	\$ (9)	\$220	\$ –	\$ 274

Erie Insurance Group						
For the three months ended March 31, 2010						
(in millions)	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$ 962	\$ 16			\$ 978
Net investment income				\$107	\$ (3)	104
Net realized investment gains				125		125
Net impairment losses recognized in earnings				(2)		(2)
Equity in earnings of limited partnerships				3		3
Management fee revenue	\$237				(237)	–
Service agreement and other revenue	8		0			8
Total revenues	245	962	16	233	(240)	1,216
Cost of management operations	192				(192)	–
Insurance losses and loss expenses		738	24		(1)	761
Policy acquisition and underwriting expenses		265	9		(47)	227
Total benefits and expenses	192	1,003	33	–	(240)	988
Income (loss) before income taxes	53	(41)	(17)	233	–	228
Provision (benefit) for income taxes	18	(14)	(6)	68	–	66
Net income (loss)	\$ 35	\$ (27)	\$ (11)	\$165	\$ –	\$ 162

See the “Results of the Erie Insurance Group’s operations by interest” table in the Management’s Discussion and Analysis for the composition of income attributable to Indemnity and income attributable to the noncontrolling interest (Exchange).

Note 6. Fair Value

Our available-for-sale and trading securities are recorded at fair value, which is the price that would be received to sell the asset in an orderly transaction between willing market participants as of the measurement date.

Valuation techniques used to derive the fair value of our available-for-sale and trading securities are based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources.

Unobservable inputs reflect our own assumptions regarding fair market value for these securities. Although the majority of our prices are obtained from third party sources, we also perform an internal pricing review for securities with low trading volumes in the current market conditions. Financial instruments are categorized based upon the following characteristics or inputs to the valuation techniques:

Level 1	Quoted prices for identical instruments in active markets not subject to adjustments or discounts.
Level 2	Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3	Instruments whose significant value drivers are unobservable and reflect management’s estimate of fair value based on assumptions used by market participants in an orderly transaction as of the valuation date.

The following table represents the fair value measurements on a recurring basis for our consolidated available-for-sale and trading securities by asset class and level of input at March 31, 2011:

Erie Insurance Group				
March 31, 2011				
Fair value measurements using:				
(in millions)	Total	Quoted prices in active markets for identical assets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
Indemnity				
Available-for-sale securities:				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 10	\$ 0	\$ 10	\$0
U.S. government sponsored enterprises	9	0	9	0
Municipal securities	222	0	222	0
U.S. corporate debt – non-financial	78	0	78	0
U.S. corporate debt – financial	107	0	107	0
Foreign corporate debt – non-financial	21	0	21	0
Foreign corporate debt – financial	30	0	30	0
Structured securities:				
Asset-backed securities – auto loans	12	0	12	0
Collateralized debt obligations	4	0	0	4
Commercial mortgage-backed	20	0	20	0
Total fixed maturities	513	0	509	4
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	9	5	4	0
Non-financial	12	6	6	0
Foreign nonredeemable preferred securities:				

Non-financial	1	0	1	0
Total equity securities	22	11	11	0
Total available-for-sale securities	535	11	520	4
Trading securities:				
Common stock	29	29	0	0
Total trading securities	29	29	0	0
Total – Indemnity	\$564	\$40	\$520	\$4

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(in millions)	Erie Insurance Group			
	March 31, 2011			
	Fair value measurements using:			
	Total	Quoted prices in active markets for identical assets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
Exchange				
Available-for-sale securities:				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 11	\$ 11	\$ 0	\$ 0
U.S. government sponsored enterprises	70	0	70	0
Foreign government	21	0	21	0
Municipal securities	1,436	0	1,432	4
U.S. corporate debt – non-financial	2,452	6	2,437	9
U.S. corporate debt – financial	1,934	6	1,926	2
Foreign corporate debt – non-financial	530	0	530	0
Foreign corporate debt – financial	365	0	365	0
Structured securities:				
Asset-backed securities – auto loans	36	0	36	0
Asset-backed securities – other	14	0	9	5
Collateralized debt obligations	71	0	41	30
Commercial mortgage-backed	81	0	81	0
Residential mortgage-backed:				
Government sponsored enterprises	216	0	216	0
Non-government sponsored enterprises	17	0	17	0
Total fixed maturities	7,254	23	7,181	50
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	391	107	276	8
Non-financial	144	48	96	0
Government sponsored enterprises	1	1	0	0
Foreign nonredeemable preferred securities:				
Financial	58	17	41	0
Non-financial	9	0	9	0
Total equity securities	603	173	422	8
Total available-for-sale securities	7,857	196	7,603	58
Trading securities:				
Common stock	2,462	2,449	0	13
Total trading securities	2,462	2,449	0	13
Total – Exchange	\$10,319	\$2,645	\$7,603	\$71
Total – Erie Insurance Group	\$10,883	\$2,685	\$8,123	\$75

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Level 3 Assets – Quarterly Change:

(in millions)	Erie Insurance Group						
	Beginning balance at December 31, 2010	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 ⁽²⁾	Ending balance at March 31, 2011
Indemnity							
Available-for-sale securities:							
Fixed maturities:							
U.S. corporate debt – financial	\$ 0	\$0	\$0	\$0	\$0	\$0	\$ 0
Collateralized debt obligations	4	0	0	0	0	0	4
Total fixed maturities	4	0	0	0	0	0	4
Equity securities:							
U.S. nonredeemable – financial	0	0	0	0	0	0	0
Total equity securities	0	0	0	0	0	0	0
Total Level 3 assets – Indemnity	\$ 4	\$0	\$0	\$0	\$0	\$0	\$ 4
Exchange							
Available-for-sale securities:							

Fixed maturities:							
Municipal Securities	\$ 4	\$0	\$0	\$0	\$0	\$0	\$ 4
U.S. corporate debt – non-financial	9	0	0	0	0	0	9
U.S. corporate debt – financial	2	0	0	0	0	0	2
Asset-backed securities – other	10	0	0	0	5	0	5
Collateralized debt obligations	30	0	0	0	0	0	30
Total fixed maturities	55	0	0	0	5	0	50
Equity securities:							
U.S. nonredeemable – financial	7	0	1	0	0	0	8
Total equity securities	7	0	1	0	0	0	8
Trading securities:							
Common stock	12	1	0	0	0	0	13
Total Trading securities	12	1	0	0	0	0	13
Total Level 3 assets – Exchange	\$74	\$1	\$1	\$0	\$5	\$0	\$71
Total Level 3 assets – Erie Insurance Group	\$78	\$1	\$1	\$0	\$5	\$0	\$75

(1) Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There was \$1 million in unrealized gains included in earnings for the three months ended March 31, 2011 on Level 3 securities.

(2) Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. There were no significant transfers in and out of Level 3. Transfers in and out of levels are recognized at the end of the period.

There were no significant transfers between levels 1 and 2 for the three months ended March 31, 2011.

The following table represents the fair value measurements on a recurring basis for our consolidated available-for-sale and trading securities by asset class and level of input at December 31, 2010:

(in millions)	Erie Insurance Group			
	Total	Fair value measurements using: Quoted prices in active markets for identical assets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
Indemnity				
Available-for-sale securities:				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 25	\$ 25	\$ 0	\$ 0
Municipal securities	197	0	197	0
U.S. corporate debt – non-financial	12	0	12	0
U.S. corporate debt – financial	26	0	26	0
Structured securities:				
Collateralized debt obligations	4	0	0	4
Total fixed maturities	264	25	235	4
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	11	5	6	0
Non-financial	12	6	6	0
Foreign nonredeemable preferred securities:				
Non-financial	1	0	1	0
Total equity securities	24	11	13	0
Total available-for-sale securities	288	36	248	4
Trading securities:				
Common stock	28	28	0	0
Total trading securities	28	28	0	0
Total – Indemnity	\$ 316	\$ 64	\$ 248	\$ 4
Exchange				
Available-for-sale securities:				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 12	\$ 12	\$ 0	\$ 0
U.S. government sponsored enterprises	75	0	75	0
Foreign government	21	0	21	0
Municipal securities	1,471	0	1,467	4
U.S. corporate debt – non-financial	2,535	6	2,520	9
U.S. corporate debt – financial	1,897	6	1,889	2
Foreign corporate debt – non-financial	449	0	449	0
Foreign corporate debt – financial	382	0	382	0
Structured securities:				
Asset-backed securities – auto loans	38	0	38	0
Asset-backed securities – other	19	0	9	10
Collateralized debt obligations	70	0	40	30
Commercial mortgage-backed	86	0	86	0
Residential mortgage-backed:				
Government sponsored enterprises	205	0	205	0
Non-government sponsored enterprises	19	0	19	0
Total fixed maturities	7,279	24	7,200	55
Equity securities:				

U.S. nonredeemable preferred securities:				
Financial	373	102	264	7
Non-financial	133	48	85	0
Government sponsored enterprises	0	0	0	0
Foreign nonredeemable preferred securities:				
Financial	55	16	39	0
Non-financial	9	0	9	0
Total equity securities	570	166	397	7
Total available-for-sale securities	7,849	190	7,597	62
Trading securities:				
Common stock	2,306	2,294	0	12
Total trading securities	2,306	2,294	0	12
Total – Exchange	\$10,155	\$2,484	\$7,597	\$74
Total – Erie Insurance Group	\$10,471	\$2,548	\$7,845	\$78

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Level 3 Assets – Quarterly Change:

(in millions)	Erie Insurance Group					
	Beginning balance at December 31, 2009	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases, sales and adjustments	Transfers in and (out) of Level 3 ⁽²⁾	Ending balance at March 31, 2010
Indemnity						
Available-for-sale securities:						
Fixed maturities:						
U.S. corporate debt – financial	\$ 2	\$0	\$ 0	\$ 0	\$ 0	\$ 2
Collateralized debt obligations	8	0	1	0	0	9
Total fixed maturities	10	0	1	0	0	11
Equity securities:						
U.S. nonredeemable – financial	1	0	1	0	0	2
Total equity securities	1	0	1	0	0	2
Total Level 3 assets – Indemnity	\$11	\$0	\$ 2	\$ 0	\$ 0	\$ 13
Exchange						
Available-for-sale securities:						
Fixed maturities:						
U.S. corporate debt – non-financial	\$17	\$0	\$ 0	\$(7)	\$(1)	\$ 9
Asset backed securities – other	5	0	0	0	0	5
Collateralized debt obligations	49	1	7	0	13	70
Total fixed maturities	71	1	7	(7)	12	84
Equity securities:						
U.S. nonredeemable – financial	4	0	1	0	0	5
Total equity securities	4	0	1	0	0	5
Trading securities:						
Common stock	9	1	0	0	0	10
Total trading securities	9	1	0	0	0	10
Total Level 3 assets – Exchange	\$84	\$2	\$ 8	\$(7)	\$12	\$ 99
Total Level 3 assets – Erie Insurance Group	\$95	\$2	\$10	\$(7)	\$12	\$112

(1) Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There was \$1 million in unrealized gains included in earnings for the three months ended March 31, 2010 on Level 3 securities.

(2) Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. There were no significant transfers in and out of Level 3. Transfers in and out of levels are recognized at the end of the period.

There were no significant transfers between levels 1 and 2 for the three months ended March 31, 2010.

Estimates of fair values for our investment portfolio are obtained primarily from a nationally recognized pricing service. Our Level 1 category includes those securities valued using an exchange traded price provided by the pricing service. The methodologies used by the pricing service that support a Level 2 classification of a financial instrument include multiple verifiable, observable inputs including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. Pricing service valuations for Level 3 securities are based on proprietary models and are used when observable inputs are not available in illiquid markets. In limited circumstances we adjust the price received from the pricing service when, in our judgment, a better reflection of fair value is available based on corroborating information and our knowledge and monitoring of market conditions. At March 31, 2011, we adjusted some prices received by the pricing service to reflect an alternate fair market value based on observable market data such as a disparity in price of comparable securities and/or non-binding broker quotes.

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The following table displays the number and values of these adjustments for the three months ended March 31, 2011:

(dollars in millions)	Number of	Value of	Value of
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	holdings	securities using pricing service	securities used in the financial statements
Exchange	10	\$21	\$19
Total – Erie Insurance Group		\$21	\$19

We perform continuous reviews of the prices obtained from the pricing service. This includes evaluating the methodology and inputs used by the pricing service to ensure we determine the proper level classification of the financial instrument. Price variances, including large periodic changes, are investigated and corroborated by market data. We have reviewed the pricing methodologies of our pricing service and believe that their prices adequately consider market activity in determining fair value.

When a price from the pricing service is not available, values are determined by obtaining non-binding broker quotes and/or market comparables. When available, we obtain multiple quotes for the same security. The ultimate value for these securities is determined based on our best estimate of fair value using corroborating market information. Our evaluation includes the consideration of benchmark yields, reported trades, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data.

For certain structured securities in an illiquid market, there may be no prices available from a pricing service and no comparable market quotes available. In these situations, we value the security using an internally-developed risk-adjusted discounted cash flow model.

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The following table sets forth the fair value of the consolidated fixed maturity and preferred and common stock securities by pricing source:

(in millions)	Erie Insurance Group March 31, 2011			
	Total	Level 1	Level 2	Level 3
Indemnity				
Fixed maturity securities:				
Priced via pricing services	\$ 499	\$ 0	\$ 499	\$ 0
Priced via market comparables/non-binding broker quote ⁽¹⁾	0	0	0	0
Priced via internal modeling ⁽²⁾	14	0	10	4
Total fixed maturity securities	513	0	509	4
Preferred stock securities:				
Priced via pricing services	20	11	9	0
Priced via market comparables/non-binding broker quote ⁽¹⁾	2	0	2	0
Priced via internal modeling ⁽²⁾	0	0	0	0
Total preferred stock securities	22	11	11	0
Common stock securities:				
Priced via pricing services	29	29	0	0
Priced via market comparables/non-binding broker quote ⁽¹⁾	0	0	0	0
Priced via internal modeling ⁽²⁾	0	0	0	0
Total common stock securities	29	29	0	0
Total available-for-sale/trading securities – Indemnity	\$ 564	\$ 40	\$ 520	\$ 4
Exchange				
Fixed maturity securities:				
Priced via pricing services	\$ 7,097	\$ 23	\$7,074	\$ 0
Priced via market comparables/non-binding broker quote ⁽¹⁾	107	0	107	0
Priced via internal modeling ⁽²⁾	50	0	0	50
Total fixed maturity securities	7,254	23	7,181	50
Preferred stock securities:				
Priced via pricing services	574	173	401	0
Priced via market comparables/non-binding broker quote ⁽¹⁾	29	0	21	8
Priced via internal modeling ⁽²⁾	0	0	0	0
Total preferred stock securities	603	173	422	8
Common stock securities:				
Priced via pricing services	2,449	2,449	0	0
Priced via market comparables/non-binding broker quote ⁽¹⁾	0	0	0	0
Priced via internal modeling ⁽²⁾	13	0	0	13
Total common stock securities	2,462	2,449	0	13
Total available-for-sale/trading securities – Exchange	10,319	2,645	7,603	71
Total available-for-sale/trading securities – Erie Insurance Group	\$10,883	\$2,685	\$8,123	\$75

(1) All broker quotes obtained for securities were non-binding. When a non-binding broker quote was the only price available, the security was classified as Level 3.

(2) Internal modeling using a discounted cash flow model was performed on 14 fixed maturities and 3 common equity securities representing less than 0.6% of the total portfolio of the Erie Insurance Group.

We have no assets that were measured at fair value on a nonrecurring basis during the three months ended March 31, 2011.

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Note 7. Investments

The following tables summarize the cost and fair value of our available-for-sale securities at March 31, 2011 and December 31, 2010:

(in millions)	Erie Insurance Group			
	March 31, 2011			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 10	\$ 0	\$ 0	\$ 10
U.S. government sponsored enterprises	9	0	0	9
Municipal securities	219	5	2	222
U.S. corporate debt – non-financial	77	1	0	78
U.S. corporate debt – financial	104	3	0	107
Foreign corporate debt – non-financial	21	0	0	21
Foreign corporate debt – financial	30	0	0	30
Structured securities:				
Asset-backed securities – auto loans	12	0	0	12
Collateralized debt obligations	4	0	0	4
Commercial mortgage-backed	20	0	0	20
Total fixed maturities	506	9	2	513
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	6	3	0	9
Non-financial	11	1	0	12
Foreign nonredeemable preferred securities:				
Non-financial	1	0	0	1
Total equity securities	18	4	0	22
Total available-for-sale securities – Indemnity	\$ 524	\$ 13	\$ 2	\$ 535
Exchange				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 10	\$ 1	\$ 0	\$ 11
U.S. government sponsored enterprises	69	1	0	70
Foreign government	20	1	0	21
Municipal securities	1,407	39	10	1,436
U.S. corporate debt – non-financial	2,287	169	4	2,452
U.S. corporate debt – financial	1,800	139	5	1,934
Foreign corporate debt – non-financial	493	37	0	530
Foreign corporate debt – financial	351	15	1	365
Structured securities:				
Asset-backed securities – auto loans	34	2	0	36
Asset-backed securities – other	13	1	0	14
Collateralized debt obligations	69	7	5	71
Commercial mortgage-backed	78	3	0	81
Residential mortgage-backed:				
Government sponsored enterprises	209	8	1	216
Non-government sponsored enterprises	17	0	0	17
Total fixed maturities	6,857	423	26	7,254
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	325	67	1	391
Non-financial	136	9	1	144
Government sponsored enterprises	0	1	0	1
Foreign nonredeemable preferred securities:				
Financial	50	8	0	58
Non-financial	8	1	0	9
Total equity securities	519	86	2	603
Total available-for-sale securities – Exchange	\$7,376	\$509	\$28	\$7,857
Total available-for-sale securities – Erie Insurance Group	\$7,900	\$522	\$30	\$8,392

(in millions)	Erie Insurance Group			
	December 31, 2010			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 25	\$ 0	\$ 0	\$ 25
U.S. government sponsored enterprises	0	0	0	0
Municipal securities	193	6	2	197
U.S. corporate debt – non-financial	12	0	0	12
U.S. corporate debt – financial	24	2	0	26
Structured securities:				
Collateralized debt obligations	3	1	0	4
Total fixed maturities	257	9	2	264
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	8	3	0	11

Non-financial	11	1	0	12
Foreign nonredeemable preferred securities:				
Non-financial	1	0	0	1
Total equity securities	20	4	0	24
Total available-for-sale securities – Indemnity	\$ 277	\$ 13	\$ 2	\$ 288
Exchange				
Fixed maturities:				
U.S. treasuries and government agencies	\$ 11	\$ 1	\$ 0	\$ 12
U.S. government sponsored enterprises	74	1	0	75
Foreign government	20	1	0	21
Municipal securities	1,437	43	9	1,471
U.S. corporate debt – non-financial	2,354	186	5	2,535
U.S. corporate debt – financial	1,767	137	7	1,897
Foreign corporate debt – non-financial	415	34	0	449
Foreign corporate debt – financial	364	20	2	382
Structured securities:				
Asset-backed securities – auto loans	36	2	0	38
Asset-backed securities – other	18	1	0	19
Collateralized debt obligations	69	6	5	70
Commercial mortgage-backed	82	5	1	86
Residential mortgage-backed:				
Government sponsored enterprises	196	9	0	205
Non-government sponsored enterprises	20	0	1	19
Total fixed maturities	6,863	446	30	7,279
Equity securities:				
U.S. nonredeemable preferred securities:				
Financial	317	58	2	373
Non-financial	126	9	2	133
Government sponsored enterprises	0	0	0	0
Foreign nonredeemable preferred securities:				
Financial	52	6	3	55
Non-financial	8	1	0	9
Total equity securities	503	74	7	570
Total available-for-sale securities – Exchange	\$7,366	\$520	\$37	\$7,849
Total available-for-sale securities – Erie Insurance Group	\$7,643	\$533	\$39	\$8,137

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The amortized cost and estimated fair value of fixed maturities at March 31, 2011, are shown below by remaining contractual term to maturity. Mortgage-backed securities are allocated based on their stated maturity dates. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in millions)	Erie Insurance Group	
	Amortized cost	Estimated fair value
Indemnity		
Due in one year or less	\$ 131	\$ 134
Due after one year through five years	231	235
Due after five years through ten years	59	60
Due after ten years	85	84
Total fixed maturities – Indemnity	\$ 506	\$ 513
Exchange		
Due in one year or less	\$ 310	\$ 329
Due after one year through five years	2,421	2,563
Due after five years through ten years	2,766	2,952
Due after ten years	1,360	1,410
Total fixed maturities – Exchange	\$6,857	\$7,254
Total fixed maturities – Erie Insurance Group	\$7,363	\$7,767

Fixed maturities and equity securities in a gross unrealized loss position at March 31, 2011 are as follows for Indemnity. Data is provided by length of time securities were in a gross unrealized loss position.

(dollars in millions)	Erie Insurance Group					
	March 31, 2011					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair Value	No. of holdings
Indemnity						
Fixed maturities:						
U.S. treasuries and government agencies	\$ 10	\$0	\$0	\$0	\$ 10	1
Municipal securities	61	2	1	0	62	28
U.S. corporate debt – non-financial	63	0	0	0	63	8
U.S. corporate debt – financial	39	0	0	0	39	7
Foreign corporate debt – financial	20	0	0	0	20	3
Structured securities:						
Asset-backed securities – auto loans	7	0	0	0	7	1
Commercial mortgage-backed	20	0	0	0	20	3
Total fixed maturities – Indemnity						

	\$220	\$2	\$1	\$0	\$221	\$2	51
Equity securities:							
U.S. nonredeemable preferred securities:							
Non-financial	3	0	0	0	3	0	1
Total equity securities – Indemnity	\$ 3	\$0	\$0	\$0	\$ 3	\$0	1
Quality breakdown of fixed maturities:							
Investment grade	\$220	\$2	\$1	\$0	\$221	\$2	51
Non-investment grade	0	0	0	0	0	0	0
Total fixed maturities – Indemnity	\$220	\$2	\$1	\$0	\$221	\$2	51

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Fixed maturities and equity securities in a gross unrealized loss position at March 31, 2011 are as follows for the Exchange. Data is provided by length of time securities were in a gross unrealized loss position.

(dollars in millions)	Erie Insurance Group					
	March 31, 2011					
	Less than 12 months		12 months or longer		Total	
Exchange	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair Value	No. of holdings
Fixed maturities:						
U.S. treasuries and government agencies	\$ 2	\$ 0	\$ 0	\$0	\$ 2	1
U.S. government sponsored enterprises	34	0	0	0	34	5
Foreign government	10	0	0	0	10	1
Municipal securities	329	9	5	1	334	66
U.S. corporate debt – non-financial	223	4	10	0	233	40
U.S. corporate debt – financial	206	2	48	3	254	46
Foreign corporate debt – non-financial	26	0	5	0	31	7
Foreign corporate debt – financial	44	1	7	0	51	7
Structured securities:						
Asset-backed – other						
Collateralized debt obligations	0	0	32	5	32	5
Commercial mortgage-backed	0	0	7	0	7	1
Residential mortgage-backed:						
Government sponsored enterprises	27	1	0	0	27	3
Non-government sponsored enterprises	0	0	4	0	4	1
Total fixed maturities – Exchange	\$901	\$17	\$118	\$9	\$1,019	183
Equity securities:						
U.S. nonredeemable preferred securities:						
Financial	\$ 15	\$ 0	\$ 13	\$1	\$ 28	4
Non-financial	25	0	15	1	40	4
Foreign nonredeemable preferred securities:						
Financial	0	0	7	0	7	2
Total equity securities – Exchange	\$ 40	\$ 0	\$ 35	\$2	\$ 75	10
Quality breakdown of fixed maturities:						
Investment grade	\$874	\$17	\$103	\$8	\$ 977	169
Non-investment grade	27	0	15	1	42	14
Total fixed maturities – Exchange	\$901	\$17	\$118	\$9	\$1,019	183

The above securities for Indemnity and the Exchange have been evaluated and determined to be temporary impairments for which we expect to recover our entire principal plus interest. The primary components of this analysis are a general review of market conditions and financial performance of the issuer along with the extent and duration of which fair value is less than cost. Any debt securities that we intend to sell or will more likely than not be required to sell before recovery are included in other-than-temporary impairments with the impairment charges recognized in earnings.

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Fixed maturities and equity securities in a gross unrealized loss position at December 31, 2010 are as follows for Indemnity. Data is provided by length of time securities were in a gross unrealized loss position.

(dollars in millions)	Erie Insurance Group					
	December 31, 2010					
	Less than 12 months		12 months or longer		Total	
Indemnity	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	No. of holdings
Fixed maturities:						
U.S. government sponsored enterprises	\$25	\$0	\$0	\$0	\$25	1
Municipal securities	39	2	1	0	40	20
U.S. corporate debt – non-financial	11	0	0	0	11	1
U.S. corporate debt – financial	20	0	0	0	20	2
Total fixed maturities – Indemnity	\$95	\$2	\$1	\$0	\$96	24
Equity securities:						
U.S. nonredeemable preferred securities:						
Non-financial	\$ 3	\$0	\$0	\$0	\$ 3	1
Total equity securities – Indemnity	\$ 3	\$0	\$0	\$0	\$ 3	1
Quality breakdown of fixed maturities:						
Investment grade	\$95	\$2	\$1	\$0	\$96	24
Non-investment grade	0	0	0	0	0	0
Total fixed maturities – Indemnity	\$95	\$2	\$1	\$0	\$96	24

Fixed maturities and equity securities in a gross unrealized loss position at December 31, 2010 are as follows for the Exchange. Data is provided by length of time securities were in a gross unrealized loss position.

(dollars in millions)	Erie Insurance Group					
	December 31, 2010					
	Less than 12 months		12 months or longer		Total	
Exchange	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	No. of holdings
Fixed maturities:						
U.S. treasuries and government agencies	\$ 2	\$ 0	\$ 0	\$ 0	\$ 2	1
U.S. government sponsored enterprises	20	0	0	0	20	2
Foreign government	10	0	0	0	10	1
Municipal securities	299	8	5	1	304	59
U.S. corporate debt – non-financial	217	4	36	1	253	43
U.S. corporate debt – financial	141	2	85	5	226	47
Foreign corporate debt – non-financial	8	0	16	0	24	5
Foreign corporate debt – financial	32	2	7	0	39	6
Structured securities:						
Collateralized debt obligations	1	0	33	5	34	6
Commercial mortgage-backed	0	0	12	1	12	2
Residential mortgage-backed:						
Government sponsored enterprises	6	0	0	0	6	2
Non-government sponsored enterprises	0	0	7	1	7	2
Total fixed maturities – Exchange	\$736	\$ 16	\$201	\$14	\$937	176
Equity securities:						
U.S. nonredeemable preferred securities:						
Financial	\$ 25	\$ 0	\$ 24	\$ 2	\$ 49	6
Non-financial	14	1	20	1	34	4
Foreign nonredeemable preferred securities:						
Financial	6	1	15	2	21	5
Total equity securities – Exchange	\$ 45	\$ 2	\$ 59	\$ 5	\$104	15
Quality breakdown of fixed maturities:						
Investment grade	\$703	\$ 16	\$155	\$11	\$858	154
Non-investment grade	33	0	46	3	79	22
Total fixed maturities – Exchange	\$736	\$ 16	\$201	\$14	\$937	176

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Investment income, net of expenses, was generated from the following portfolios:

(in millions)	Erie Insurance Group	
	Three months ended	
	March 31,	
	2011	2010
Indemnity		
Fixed maturities	\$ 3	\$ 8
Equity securities	1	1
Cash equivalents and other	0	0
Total investment income	4	9
Less: investment expenses	0	0
Investment income, net of expenses – Indemnity	\$ 4	\$ 9
Exchange		
Fixed maturities	\$ 92	\$ 86
Equity securities	18	16
Cash equivalents and other	0	0
Total investment income	110	102
Less: investment expenses	9	7
Investment income, net of expenses – Exchange	\$101	\$ 95
Investment income, net of expenses – Erie Insurance Group	\$105	\$104

Dividend income is recognized as earned and recorded to net investment income.

Realized gains (losses) on Indemnity's investments were as follows:

(in millions)	Erie Insurance Group	
	Three months ended	
	March 31,	
	2011	2010
Indemnity		
Available-for-sale securities:		
Fixed maturities:		
Gross realized gains	\$ 0	\$ 2
Gross realized losses	0	0
Net realized gains	0	2
Equity securities:		
Gross realized gains	1	0
Gross realized losses	0	0
Net realized gains	1	0
Trading securities:		
Common stock:		

Gross realized gains	1	1
Gross realized losses	0	0
Valuation adjustments	(1)	2
Net realized gains	0	3
Net realized gains on investments – Indemnity	\$ 1	\$ 5

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Realized gains (losses) on the Exchange's investments were as follows:

(in millions) Exchange	Erie Insurance Group	
	Three months ended March 31,	
	2011	2010
Available-for-sale securities:		
Fixed maturities:		
Gross realized gains	\$ 25	\$ 21
Gross realized losses	(12)	(9)
Net realized gains	13	12
Equity securities:		
Gross realized gains	6	4
Gross realized losses	(1)	0
Net realized gains	5	4
Trading securities:		
Common stock:		
Gross realized gains	56	45
Gross realized losses	(8)	(12)
Valuation adjustments	82	71
Net realized gains	130	104
Net realized gains on investments – Exchange	\$148	\$120
Net realized gains on investments – Erie Insurance Group	\$149	\$125

The components of other-than-temporary impairments on investments are included below.

(in millions)	Erie Insurance Group	
	Three months ended March 31,	
	2011	2010
Indemnity		
Fixed maturities	\$ 0	\$ 0
Equity securities	0	0
Total	0	0
Portion recognized in other comprehensive income	0	0
Net impairment losses recognized in earnings – Indemnity	\$ 0	\$ 0
Exchange		
Fixed maturities	\$ 0	\$ (2)
Equity securities	0	0
Total	0	(2)
Portion recognized in other comprehensive income	0	0
Net impairment losses recognized in earnings – Exchange	\$ 0	\$ (2)
Net impairment losses recognized in earnings – Erie Insurance Group	\$ 0	\$ (2)

In considering if fixed maturity securities were credit-impaired, some of the factors considered include: potential for the default of interest and/or principal, level of subordination, collateral of the issue, compliance with financial covenants, credit ratings and industry conditions. We have the intent to sell all credit-impaired fixed maturity securities, therefore the entire amount of the impairment charges were included in earnings and no non-credit impairments were recognized in other comprehensive income.

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Limited partnerships

Our limited partnership investments are recorded using the equity method of accounting. As these investments are generally reported on a one-quarter lag, our limited partnership results through March 31, 2011 are comprised of general partnership financial results for the fourth quarter of 2010. Given the lag in reporting, our limited partnership results do not reflect the market conditions of the first quarter of 2011. Cash contributions made to and distributions received from the partnerships are recorded in the period in which the transaction occurs.

We have provided summarized financial information in the following table for the three months ended March 31, 2011 and for the year ended December 31, 2010. Amounts provided in the table are presented using the latest available financial statements received from the partnerships. Limited partnership financial

information has been presented based on the investment percentage in the partnerships for the Erie Insurance Group consistent with how management evaluates the investments.

As these investments are generally reported on a one-quarter lag, our limited partnership results through March 31, 2011 include the general partnership financial results for the fourth quarter of 2010.

(dollars in millions)

(dollars in millions)	As of and for the three months ended March 31, 2011			
Investment percentage in partnership for Erie Insurance Group	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (loss) recorded
Indemnity				
Private equity:				
Less than 10%	26	\$ 82	\$ 5	\$ 1
Greater than or equal to 10% but less than 50%	3	8	0	1
Greater than 50%	0	0	0	0
Total private equity	29	90	5	2
Mezzanine debt:				
Less than 10%	11	29	0	2
Greater than or equal to 10% but less than 50%	3	15	0	0
Greater than 50%	1	2	0	0
Total mezzanine debt	15	46	0	2
Real estate:				
Less than 10%	12	60	2	0
Greater than or equal to 10% but less than 50%	4	16	0	0
Greater than 50%	4	10	0	0
Total real estate	20	86	2	0
Total limited partnerships – Indemnity	64	\$ 222	\$ 7	\$ 4
Exchange				
Private equity:				
Less than 10%	41	\$ 547	\$26	\$11
Greater than or equal to 10% but less than 50%	3	35	(1)	4
Greater than 50%	0	0	0	0
Total private equity	44	582	25	15
Mezzanine debt:				
Less than 10%	14	141	(1)	7
Greater than or equal to 10% but less than 50%	3	42	1	0
Greater than 50%	3	32	0	1
Total mezzanine debt	20	215	0	8
Real estate:				
Less than 10%	25	263	14	(3)
Greater than or equal to 10% but less than 50%	6	55	1	0
Greater than 50%	4	38	1	0
Total real estate	35	356	16	(3)
Total limited partnerships – Exchange	99	\$1,153	\$41	\$20
Total limited partnerships – Erie Insurance Group		\$1,375	\$48	\$24

Per the limited partner financial statements, total partnership assets were \$52 billion and total partnership liabilities were \$5 billion at March 31, 2011 (as recorded in the December 31, 2010 limited partnership financial statements). For the three month period comparable to that presented in the preceding table (fourth quarter 2010), total partnership valuation adjustment gains were \$2 billion and total partnership net income was \$830 million.

As these investments are generally reported on a one-quarter lag, our limited partnership results through December 31, 2010 include the general partnership results for the fourth quarter of 2009 and the first three quarters of 2010.

(dollars in millions)

(dollars in millions)		As of and for the year ended December 31, 2010		
Investment percentage in partnership for Erie Insurance Group	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (loss) recorded

Indemnity				
Private equity:				
Less than 10%	26	\$ 78	\$ 4	\$ 7
Greater than or equal to 10% but less than 50%	3	8	3	0
Greater than 50%	0	0	0	0
Total private equity	29	86	7	7
Mezzanine debt:				
Less than 10%	11	30	4	3
Greater than or equal to 10% but less than 50%	3	15	2	(2)
Greater than 50%	1	2	0	0
Total mezzanine debt	15	47	6	1
Real estate:				
Less than 10%	12	59	30	(31)
Greater than or equal to 10% but less than 50%	4	14	10	(10)
Greater than 50%	4	10	4	(3)
Total real estate	20	83	44	(44)
Total limited partnerships – Indemnity	64	\$ 216	\$ 57	\$(36)
Exchange				
Private equity:				
Less than 10%	41	\$ 517	\$ 28	\$40
Greater than or equal to 10% but less than 50%	3	38	10	0
Greater than 50%	0	0	0	(1)
Total private equity	44	555	38	39
Mezzanine debt:				
Less than 10%	14	142	12	13
Greater than or equal to 10% but less than 50%	3	41	2	(2)
Greater than 50%	3	31	0	2
Total mezzanine debt	20	214	14	13
Real estate:				
Less than 10%	25	250	(11)	10
Greater than or equal to 10% but less than 50%	6	52	7	(7)
Greater than 50%	4	37	15	(11)
Total real estate	35	339	11	(8)
Total limited partnerships – Exchange	99	\$1,108	\$ 63	\$44
Total limited partnerships – Erie Insurance Group		\$1,324	\$120	\$ 8

Per the limited partner financial statements, total partnership assets were \$58 billion and total partnership liabilities were \$10 billion at December 31, 2010 (as recorded in the September 30, 2010 limited partnership financial statements). For the twelve month period comparable to that presented in the preceding table (fourth quarter of 2009 and first three quarters of 2010), total partnership valuation adjustment gains were \$4 billion and total partnership net income was \$3 billion.

See also Note 12, “Commitments and Contingencies,” for investment commitments related to limited partnerships.

Note 8. Bank Line of Credit

As of March 31, 2011, Indemnity has available a \$100 million line of credit that expires on December 31, 2011. There were no borrowings outstanding on the line of credit as of March 31, 2011. Bonds with a fair value of \$134 million are pledged as collateral on the line at March 31, 2011.

As of March 31, 2011, the Exchange has available a \$200 million revolving line of credit that expires on September 30, 2012. There were no borrowings outstanding on the line of credit as of March 31, 2011. Bonds with a fair value of \$258 million are pledged as collateral on the line at March 31, 2011.

Securities pledged as collateral on both lines have no restrictions and are reported as available-for-sale fixed maturities in the Consolidated Statements of Financial Position as of March 31, 2011. The banks require compliance with certain covenants, which include statutory surplus and risk based capital ratios for the Exchange’s line of credit and minimum net worth and leverage ratios for Indemnity’s line of credit. We are in compliance with all covenants at March 31, 2011.

Note 9. Income Taxes

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statement or tax returns. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. At March 31, 2011, we recorded a net deferred tax liability of \$323 million on our Consolidated Statements of Financial Position. Of this amount, \$309 million is attributable to the Exchange and \$14 million is attributable to Indemnity. There was no deferred tax valuation allowance recorded at March 31, 2011. Our effective tax rate is calculated after consideration of permanent differences related to our investment revenues as described in FASB ASC 740, *Income Taxes*. Given that these amounts represent 99% of the total permanent differences, the effective tax rate is approximately 35% for both Indemnity and Exchange when the investment related permanent differences are considered using FASB ASC 740.

Note 10. Postretirement Benefits

The liabilities for the plans described in this note are presented in total for all employees of the Erie Insurance Group. The gross liability for the pension plans is presented in the Consolidated Statements of Financial Position as part of other liabilities. A portion of annual expenses related to the pension plans is allocated to related entities within the Erie Insurance Group.

We offer a noncontributory defined benefit pension plan that covers substantially all employees. This is the largest benefit plan we offer. We also offer an unfunded supplemental retirement plan (SERP) for certain members of executive and senior management of the Erie Insurance Group. The components of net periodic benefit cost for our pension benefits are:

(in millions)	Three months ended March 31,	
	2011	2010
Service cost	\$4	\$ 4
Interest cost	6	5
Expected return on plan assets	(7)	(6)
Amortization of prior service cost	0	0
Amortization of actuarial loss	2	1
Net periodic benefit cost	<u>\$5</u>	<u>\$ 4</u>

Note 11. Reconciliation of Shareholders' Equity

A reconciliation of shareholders' equity follows for the year-to-date December 31, 2010 and March 31, 2011:

(in millions, except per share data)	Indemnity shareholders' interest	Exchange noncontrolling interest	Erie Insurance Group
Balance at December 31, 2009	<u>\$902</u>	<u>\$4,823</u>	<u>\$5,725</u>
Comprehensive income:			
Net income	162	498	660
Other comprehensive income, net of tax:			
Unrealized gains on securities	9	101	110
Reclassification of unrealized gain on sale of P&C affiliated subsidiaries	(15)	—	(15)
Postretirement plans:			
Amortization of prior service cost	0	—	0
Amortization of net actuarial loss	2	—	2
Net actuarial loss during year	(6)	—	(6)
Loss due to plan changes during year	0	—	0
Curtailment/settlement loss arising during year	0	—	0
Postretirement plans	(4)	—	(4)
Other comprehensive (loss) income, net of tax	(10)	101	91
Reclassification of unrealized gain on sale of P&C affiliated subsidiaries, net of tax	15	—	15
Comprehensive income	<u>167</u>	<u>599</u>	<u>766</u>
Purchase of treasury stock	(58)	—	(58)
Dividends declared:			
Class A \$1.995 per share	(99)	—	(99)
Class B \$293.25 per share	0	—	0
Balance at December 31, 2010	<u>\$912</u>	<u>\$5,422</u>	<u>\$6,334</u>
Comprehensive income:			
Net income	44	230	274
Other comprehensive income, net of tax:			
Unrealized (loss) gains on securities	(1)	6	5
Reclassification of unrealized gain on sale of EFL	(9)	—	(9)
Other comprehensive (loss) income, net of tax	(10)	6	(4)
Reclassification of unrealized gain on sale of EFL, net of tax	9	—	9
Comprehensive income	<u>43</u>	<u>236</u>	<u>279</u>
Purchase of treasury stock	(36)	—	(36)
Dividends declared:			
Class A \$0.515 per share	(26)	—	(26)
Class B \$77.25 per share	0	—	0
Balance at March 31, 2011	<u>\$893</u>	<u>\$5,658</u>	<u>\$6,551</u>

Note 12. Commitments and Contingencies

Indemnity has contractual commitments to invest up to \$47 million related to its limited partnership investments at March 31, 2011. These commitments are split between private equity securities of \$20 million, real estate activities of \$15 million and mezzanine debt securities of \$12 million. These commitments will be funded as required by the partnership agreements.

The Exchange, including EFL, has contractual commitments to invest up to \$429 million related to its limited partnership investments at March 31, 2011. These commitments are split between private equity securities of \$170 million, real estate activities of \$132 million and mezzanine debt securities of \$127 million. These commitments will be funded as required by the partnership agreements.

We are involved in litigation arising in the ordinary course of business. In our opinion, the effects, if any, of such litigation are not expected to be material to our consolidated financial condition, operations or cash flows.

Note 13. Statutory Information

Cash and securities with a carrying value of \$14 million were deposited by the property and casualty and life entities with regulatory authorities under statutory requirements at March 31, 2011 and December 31, 2010.

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Note 14. Indemnity Supplemental Information

	Consolidating Statement of Financial Position			
	March 31, 2011			
(in millions)	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	\$513	\$7,254	\$ –	\$7,767
Equity securities	22	603	–	625
Trading securities, at fair value	29	2,462	–	2,491
Limited partnerships	222	1,153	–	1,375
Other invested assets	1	18	–	19
Total investments	787	11,490	–	12,277
Cash and cash equivalents	86	125	–	211
Premiums receivable from policyholders	–	959	–	959
Reinsurance recoverable	–	199	–	199
Deferred acquisition costs	–	469	–	469
Other assets	106	332	–	438
Receivables from Exchange and other affiliates	239	–	(239)	–
Note receivable from EFL	25	–	(25)	–
Total assets	\$1,243	\$13,574	\$(264)	\$14,553
Liabilities				
Losses and loss expense reserves	\$ –	\$3,559	\$ –	\$3,559
Life policy and deposit contract reserves	–	1,615	–	1,615
Unearned premiums	–	2,093	–	2,093
Deferred income taxes	14	309	–	323
Other liabilities	336	340	(264)	412
Total liabilities	350	7,916	(264)	8,002
Shareholders' equity and noncontrolling interest				
Total Indemnity shareholders' equity	893	–	–	893
Noncontrolling interest in consolidated entity				
– Exchange	–	5,658	–	5,658
Total equity	893	5,658	–	6,551
Total liabilities, shareholders' equity and noncontrolling interest	\$1,243	\$13,574	\$(264)	\$14,553

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	Consolidating Statement of Financial Position			
	December 31, 2010			
(in millions)	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	\$ 264	\$ 7,279	\$ –	\$ 7,543
Equity securities	24	570	–	594
Trading securities, at fair value	28	2,306	–	2,334
Limited partnerships	216	1,108	–	1,324
Other invested assets	1	19	–	20

Total investments	533	11,282	–	11,815
Cash and cash equivalents	310	120	–	430
Premiums receivable from policyholders	–	942	–	942
Reinsurance recoverable	–	201	–	201
Deferred acquisition costs	–	467	–	467
Other assets	132	357	–	489
Receivables from Exchange and other affiliates	232	–	(232)	–
Note receivable from EFL	25	–	(25)	–
Equity in EFL ⁽¹⁾	80	–	(80)	–
Total assets	\$1,312	\$13,369	\$(337)	\$14,344
Liabilities				
Losses and loss expense reserves	\$ –	\$ 3,584	\$ –	\$ 3,584
Life policy and deposit contract reserves	–	1,603	–	1,603
Unearned premiums	–	2,082	–	2,082
Deferred income taxes	26	257	–	283
Other liabilities	374	341	(257)	458
Total liabilities	400	7,867	(257)	8,010
Shareholders' equity and noncontrolling interest				
Total Indemnity shareholders' equity	912	–	–	912
Noncontrolling interest in consolidated entity	–	5,502	(80)	5,422
– Exchange	–	5,502	(80)	5,422
Total equity	912	5,502	(80)	6,334
Total liabilities, shareholders' equity and noncontrolling interest	\$1,312	\$13,369	\$(337)	\$14,344

(1) On March 31, 2011, Indemnity sold its 21.6% ownership interest in EFL to the Exchange. (See Note 1, "Nature of Operations".)

Receivable from EFL

Indemnity is due \$25 million from EFL in the form of a surplus note that was issued in 2003. The note may be repaid only out of unassigned surplus of EFL. Both principal and interest payments are subject to prior approval by the Pennsylvania Insurance Commissioner. The note bears an annual interest rate of 6.7% and will be payable on demand on or after December 31, 2018, with interest scheduled to be paid semi-annually. EFL accrued interest to Indemnity of \$0.4 million in each of the first quarters ended March 31, 2011 and 2010.

(in millions)	Percent	Income attributable to Indemnity shareholder interest	
		Three months ended March 31,	
		2011	2010
Management operations:			
Management fee revenue, net	100.0%	\$251	\$237
Service agreement revenue	100.0%	8	8
Total revenue from management operations		259	245
Cost of management operations	100.0%	211	192
Income from management operations before taxes		48	53
Property and casualty insurance operations: ⁽²⁾			
Net premiums earned	5.5% ⁽²⁾	–	53
Losses and loss expenses	5.5% ⁽²⁾	–	40
Policy acquisition and other underwriting expenses	5.5% ⁽²⁾	–	15
Loss from property and casualty insurance operations before taxes		–	(2)
Life insurance operations: ⁽¹⁾			
Total revenue	21.6% ⁽³⁾	10	9
Total benefits and expenses	21.6% ⁽³⁾	7	7
Income from life insurance operations before taxes		3	2
Investment operations:			
Net investment income ⁽²⁾		4	9
Net realized gains on investments ⁽²⁾		1	5
Net impairment losses recognized in earnings ⁽²⁾		0	0
Equity in earnings of limited partnerships		11	0
Income from investment operations before taxes ⁽²⁾		16	14
Income from operations before income taxes		67	67
Provision for income taxes		23	20
Net income		\$ 44	\$ 47

(1) Earnings on life insurance related invested assets are integral to the evaluation of the life insurance operations because of the long duration of life products. On that basis, for presentation purposes, the life insurance operations in the table above include life insurance related investment results. However, the life insurance investment results are included in the investment operations segment discussion in Note 5, "Segment Information".

(2) Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Note 1, "Nature of Operations".)

(3) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the benefit of the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the benefit of the subscribers (policyholders) of the Exchange or noncontrolling interest. Due to the sale of Indemnity's 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of the life insurance results of EFL will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011. (See Note 1, "Nature of Operations".)

Direct method of cash flows

Indemnity's components of direct cash flows as presented in the Consolidated Statements of Cash Flows is as follows for the three months ended March 31:

(in millions)	Indemnity	
	Three months ended	
	March 31,	
	2011	2010
Management fee received	\$ 252	\$ 225
Service agreement fee received	8	8
Premiums collected ⁽¹⁾	—	52
Net investment income received ⁽¹⁾	4	10
Limited partnership distributions	5	2
Decrease in reimbursements collected from affiliates	(8)	(1)
Commissions and bonuses paid to agents	(178)	(169)
Salaries and wages paid	(38)	(33)
Employee benefits paid	(4)	(2)
Losses paid ⁽¹⁾	—	(34)
Loss expenses paid ⁽¹⁾	—	(6)
Other underwriting and acquisition costs paid ⁽¹⁾	—	(16)
General operating expenses paid	(35)	(35)
Income taxes paid	0	(1)
Net cash provided by operating activities	6	0
Net cash used in investing activities	(168)	(19)
Net cash used in financing activities	(62)	(28)
Net decrease in cash	(224)	(47)
Cash and cash equivalents at beginning of period	310	77
Cash and cash equivalents at end of period	\$ 86	\$ 30

(1) Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Note 1, "Nature of Operations".)

Note 15. Capital Stock

Stock repurchase program

In December 2010, our Board of Directors approved a continuation of the current stock repurchase program for a total of \$150 million, with no time limitation. Indemnity had approximately \$109.7 million of repurchase authority remaining under this program at March 31, 2011.

Note 16. Subsequent Events

We have evaluated for recognized and nonrecognized subsequent events through the date of financial statement issuance. No items were identified in this period subsequent to the financial statement date that required adjustment or disclosure.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of financial condition and results of operations highlights significant factors influencing the Erie Insurance Group ("we," "us," "our"). This discussion should be read in conjunction with the historical financial information and the related notes thereto included in Item 1. "Financial Statements" of this Quarterly Report on Form 10-Q and with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the year ended December 31, 2010 contained in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 24, 2011.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995:

Statements contained herein that are not historical fact are forward-looking statements and, as such, are subject to risks and uncertainties that could cause actual events and results to differ, perhaps materially, from those discussed herein. Forward-looking statements relate to future trends, events or results and include, without limitation, statements and assumptions on which such statements are based that are related to our plans, strategies, objectives, expectations, intentions and adequacy of resources. Examples of forward-looking statements are discussions relating to premium and investment income, expenses, operating results, agency relationships, and compliance with contractual and regulatory requirements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Among the risks and uncertainties, in addition to those set forth in our filings with the Securities and Exchange Commission, that could cause actual results and future events to differ from those set forth or contemplated in the forward-looking statements include the following:

Risk factors related to the Indemnity shareholder interest:

- dependence on Indemnity’s relationship with the Exchange and the management fee under the agreement with the subscribers at the Exchange;
- costs of providing services to the Exchange under the subscriber’s agreement;
- ability to attract and retain talented management and employees;
- ability to maintain the uninterrupted operations of our business, including our information technology systems;
- factors affecting the quality and liquidity of our investment portfolio;
- credit risk from the Exchange;
- ability to meet liquidity needs and access capital; and
- outcome of pending and potential litigations against us.

Risk factors related to the non-controlling interest owned by the Exchange, which includes the Property and Casualty Group and EFL:

- general business and economic conditions;
- dependence on the independent agency system;
- ability to maintain our reputation for superior customer service;
- factors affecting price competition;
- government regulation of the insurance industry, including approval of rate increases and rating factors such as credit and prior experience, and required processes related to underwriting and claims handling;
- the uncertain role of the Federal Government, and the ongoing role of the States, in regulating the property/casualty or life insurance industries;
- premium rates and reserves must be established from forecasts of ultimate costs;
- emerging claims, coverage issues in the industry, and changes in reserve estimates related to the property and casualty business;
- changes in reserve estimates related to the life business;
- severe weather conditions or other catastrophic losses, including terrorism;
- ability to acquire reinsurance coverage and collectability from reinsurers;
- factors affecting the quality and liquidity of our investment portfolio;
- ability to meet liquidity needs and access capital;
- ability to maintain acceptable financial strength rating;
- outcome of pending and potential litigation against us; and
- dependency on service provided by Indemnity.

A forward-looking statement speaks only as of the date on which it is made and reflects Indemnity’s analysis only as of that date. Indemnity undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changes in assumptions, or otherwise.

RECENT ACCOUNTING PRONOUNCEMENTS

See Item 1. “Financial Statements - Note 2, Significant Accounting Policies,” contained within this report for a discussion of adopted and/or pending accounting pronouncements.

RECENT EVENTS

The sale of Indemnity’s 21.6% ownership interest in EFL to the Exchange was completed on March 31, 2011, at which time Indemnity received cash consideration from the Exchange based upon an estimated purchase price of \$82 million. Final settlement of the transaction was made on April 25, 2011 for a final purchase price of \$82 million. Net after-tax cash proceeds to Indemnity from the sale are estimated to be \$58 million. There was no gain or loss resulting from this sale as Indemnity and the Exchange are deemed to be under common control.

For further information relating to the consolidation of Indemnity and the Exchange, see Item 1. “Financial Statements - Note 2, Significant Accounting Policies,” contained within this report. For further information relating to the sale of Indemnity’s wholly owned property and casualty subsidiaries and its equity interest in EFL, see Item 1. “Financial Statements - Note 1, Nature of Operations,” contained within this report and the “Operating Overview” section that follows.

OPERATING OVERVIEW**Overview**

The Erie Insurance Group represents the consolidated results of Indemnity and the results of its variable interest entity, the Exchange. The Erie Insurance Group operates predominantly as a property and casualty insurer through its regional insurance carriers that write a broad range of personal and commercial coverages. Our property and casualty insurance companies include the Exchange and its wholly owned subsidiaries, Erie Insurance Company (“EIC”), Erie Insurance Company of New York (“ENY”), Erie Insurance Property and Casualty Company (“EPC”) and Flagship City Insurance Company (“Flagship”). These entities operate collectively as the “Property and Casualty Group.” The Erie Insurance Group also operates as a life insurer through the Exchange’s wholly owned subsidiary, Erie Family Life Insurance Company (“EFL”), which underwrites and sells individual and group life insurance policies and fixed annuities.

The Exchange is a reciprocal insurance exchange, which is an unincorporated association of individuals, partnerships and corporations that agree to insure one another. Each applicant for insurance to the Exchange signs a subscriber’s agreement, which contains an appointment of Indemnity as their attorney-in-fact to transact the business of the Exchange on their behalf.

Pursuant to the subscriber’s agreement and for its services as attorney-in-fact, Indemnity earns a management fee calculated as a percentage of the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling arrangement.

Indemnity shareholders benefit from their interest in Indemnity’s equity and income, but not the equity or income of the Exchange. The Exchange’s equity, which is comprised of its retained earnings and accumulated other comprehensive income, is held for the benefit of its subscribers (policyholders) and meets the definition of a noncontrolling interest, which is reflected as such in our consolidated financial statements.

“Indemnity shareholder interest” refers to the interest in Erie Indemnity Company owned by the Class A and Class B shareholders. “Noncontrolling interest” refers to the interest in the Erie Insurance Exchange held for the benefit of the subscribers (policyholders).

Indemnity shareholders’ interest in income generally comprises:

- a management fee of up to 25% of all property and casualty insurance premiums written or assumed by the Exchange, less the costs associated with the sales, underwriting and issuance of these policies;
- a 5.5% interest in the net underwriting results of the property and casualty insurance operations through December 31, 2010⁽¹⁾;
- a 21.6% equity interest in the net earnings of EFL through March 31, 2011⁽²⁾;
- net investment income and results on investments that belong to Indemnity⁽¹⁾; and
- other income and expenses, including income taxes, that are the responsibility of Indemnity.

The Exchange’s or the noncontrolling interest in income generally comprises:

- a 94.5% interest in the net underwriting results of the property and casualty insurance operations through December 31, 2010⁽¹⁾;
- a 78.4% equity interest in the net earnings of EFL through March 31, 2011⁽²⁾;
- net investment income and results on investments that belong to the Exchange and its subsidiaries, which include Flagship through December 31, 2010⁽¹⁾ and EFL; and
- other income and expenses, including income taxes, that are the responsibility of the Exchange and its subsidiaries.

(1) Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity’s property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Item 1. “Financial Statements - Note 1, Nature of Operations,” contained within this report.)

(2) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the benefit of the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the benefit of the subscribers (policyholders) of the Exchange or noncontrolling interest. Due to the sale of Indemnity’s 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of the life insurance results of EFL will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011. (See Item 1. “Financial Statements - Note 1, Nature of Operations,” contained within this report and the previous “Recent Events” section.)

Results of the Erie Insurance Group’s operations by interest (unaudited)

The following table represents a breakdown of the composition of the income attributable to Indemnity and the income attributable to the noncontrolling interest (Exchange) for the three months ended March 31, 2011. For purposes of this discussion, EFL’s investments are included in the life insurance operations.

(in millions)	Indemnity shareholder interest			Noncontrolling interest (Exchange)			Eliminations of related party transactions		Erie Insurance Group	
	Three months ended March 31,			Three months ended March 31,			Three months ended March 31,		Three months ended March 31,	
	Percent	2011	2010	Percent	2011	2010	2011	2010	2011	2010
Management operations:										
Management fee revenue, net	100.0%	\$251	\$237	\$ –	\$ –	–	–	–	\$ –	\$ –
Service agreement revenue	100.0%	8	8	–	–	–	–	–	8	8
Total revenue from management operations		259	245	–	–	–	(251)	(237)	8	8
Cost of management operations	100.0%	211	192	–	–	–	(211)	(192)	–	–
Income from management operations before taxes		48	53	–	–	–	(40)	(45)	8	8
Property and casualty insurance operations: ⁽²⁾										
Net premiums earned	5.5% ⁽²⁾	–	53	94.5% ⁽²⁾	1,014	909	–	–	1,014	962
Losses and loss expenses	5.5% ⁽²⁾	–	40	94.5% ⁽²⁾	683	698	(1)	(1)	682	737
Policy acquisition and other underwriting expenses	5.5% ⁽²⁾	–	15	94.5% ⁽²⁾	282	250	(42)	(46)	240	219
Income (loss) from property and		–	(2)		49	(39)	43	47	92	6

casualty insurance operations before taxes										
Life insurance operations: ⁽¹⁾										
Total revenue	21.6% ⁽³⁾	10	9	78.4% ⁽³⁾	34	34	0	0	44	43
Total benefits and expenses	21.6% ⁽³⁾	7	7	78.4% ⁽³⁾	24	26	0	(1)	31	32
Income from life insurance operations before taxes		3	2		10	8	0	1	13	11
Investment operations:										
Net investment income ⁽²⁾		4	9		81	75	(3)	(3)	82	81
Net realized gains on investments ⁽²⁾		1	5		144	115	–	–	145	120
Net impairment losses recognized in earnings ⁽²⁾		0	0		0	(2)	–	–	0	(2)
Equity in earnings of limited partnerships		11	0		61	4	–	–	72	4
Income from investment operations before taxes ⁽²⁾		16	14		286	192	(3)	(3)	299	203
Income from operations before income taxes and noncontrolling interest										
		67	67		345	161	–	–	412	228
Provision for income taxes		23	20		115	46	–	–	138	66
Net income		\$ 44	\$ 47		\$ 230	\$115	\$ –	\$ –	\$ 274	\$162

(1) Earnings on life insurance related invested assets are integral to the evaluation of the life insurance operations because of the long duration of life products. On that basis, for presentation purposes, the life insurance operations in the table above include life insurance related investment results. However, the life insurance investment results are included in the investment operations segment discussion as part of the Exchange's investment results.

(2) Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report.)

(3) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the benefit of the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the benefit of the subscribers (policyholders) of the Exchange or noncontrolling interest. Due to the sale of Indemnity's 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of the life insurance results of EFL will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report and the previous "Recent Events" section.)

Net income in the first quarter of 2011 was positively impacted by improved results in our property and casualty insurance operations compared to the first quarter of 2010. Our property and casualty insurance operation's direct written premium increased 6.3% driven by an increase in policies in force and modest increases in average premium per policy. Property and casualty insurance losses were lower due to lower catastrophe loss and favorable development on prior accident years. Our investment operations were positively impacted by increased earnings on limited partnerships.

Reconciliation of operating income to net income (unaudited)

We believe that an investor's understanding of our performance related to the Indemnity shareholder interest is enhanced by the disclosure of operating income, a non-GAAP financial measure. Our method of calculating this measure may differ from those used by other companies, and therefore comparability may be limited.

Indemnity defines operating income as income generated from management operations, life insurance operations ⁽¹⁾, property and casualty insurance underwriting operations ⁽²⁾, net investment income ⁽²⁾, and equity in earnings or losses of limited partnerships, net of related federal income taxes. It does not include realized capital gains and losses, impairment losses and related federal income taxes.

Indemnity uses operating income to evaluate the results of its operations. It reveals trends that may be obscured by the net effects of realized capital gains and losses including impairment losses. Realized capital gains and losses including impairment losses, may vary significantly between periods and are generally driven by business decisions and economic developments such as capital market conditions which are not related to our ongoing operations. We believe it is useful for investors to evaluate these components separately and in the aggregate when reviewing our performance. We are aware that the price to earnings multiple commonly used by investors as a forward-looking valuation technique uses operating income as the denominator. Operating income should not be considered as a substitute for net income prepared in accordance with U.S. GAAP and does not reflect Indemnity's overall profitability.

The following table reconciles operating income and net income for the Indemnity shareholder interest: ^{(1) (2)}

	Indemnity shareholder interest	
	Three Months Ended March 31, 2011	2010
<i>(in millions, except per share data)</i>		
Operating income attributable to Indemnity	\$43	\$44
Net realized gains and impairments on investments	1	5
Income tax expense	0	(2)
Realized gains and impairments, net of income taxes	1	3
Net income attributable to Indemnity	<u>\$44</u>	<u>\$47</u>
Per Indemnity Class A common share-diluted:		
Operating income attributable to Indemnity	\$0.77	\$0.77
Net realized gains and impairments on investments	0.02	0.09
Income tax expense	(0.01)	(0.04)
Realized gains and impairments, net of income taxes	0.01	0.05
Net income attributable to Indemnity	<u>\$0.78</u>	<u>\$0.82</u>

(1) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the benefit of the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the benefit of the subscribers (policyholders) of the Exchange or noncontrolling interest. Due to the sale of Indemnity's 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of the life insurance results of EFL will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report and the previous "Recent Events" section.)

(2) Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report and the previous "Recent Events" section.)

Operating Segments

Our reportable segments include management operations, property and casualty insurance operations, life insurance operations and investment operations.

Management operations

Management operations generate internal management fee revenue, which accrues to the benefit of the Indemnity shareholder interest, as Indemnity provides services relating to the sales, underwriting and issuance of policies on behalf of the Exchange. Management fee revenue is based upon all premiums written or assumed by the Exchange and the management fee rate, which is not to exceed 25%. Our Board of Directors establishes the management fee rate at least annually, generally in December for the following year, and considers factors such as the relative financial strength of Indemnity and the Exchange and projected revenue streams. The management fee rate was set at 25% for both 2011 and 2010. Management fee revenue is eliminated upon consolidation.

Property and casualty insurance operations

The property and casualty insurance industry is highly cyclical, with periods of rising premium rates and shortages of underwriting capacity followed by periods of substantial price competition and excess capacity. The cyclical nature of the insurance industry has a direct impact on the direct written premiums of the Property and Casualty Group. Industry property and casualty premium rates in 2010 showed signs of firming for personal lines, where most commercial lines continued to reflect rate reductions as the economy began to show signs of a sluggish recovery.

The property and casualty insurance business is driven by premium growth, the combined ratio and investment returns. The property and casualty insurance operation's premium growth strategy focuses on growth by expansion of existing operations including a careful agency selection process and increased market penetration in existing operating territories. Expanding the size of our existing agency force of almost 2,100 independent agencies, with over 9,500 licensed representatives, will contribute to future growth as new agents build their books of business with the Property and Casualty Group.

The property and casualty insurance operations insure standard and preferred risks while adhering to a set of consistent underwriting standards. Nearly 50% of premiums are derived from personal auto, 20% from homeowners and 30% from commercial lines. Pennsylvania, Maryland and Virginia made up 63% of the property and casualty lines insurance business 2010 direct written premium.

The members of the Property and Casualty Group pool their underwriting results under an intercompany pooling agreement. Under the pooling agreement, the Exchange retains a 94.5% interest in the net underwriting results of the Property and Casualty Group, while EIC retains a 5.0% interest and ENY retains a 0.5% interest. Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010.

The combined ratio, expressed as a percentage, is the key measure of underwriting profitability traditionally used in the property and casualty insurance industry. It is the sum of the ratio of losses and loss expenses to premiums earned (loss ratio) plus the ratio of policy acquisition and other underwriting expenses to premiums earned (expense ratio). When the combined ratio is less than 100%, underwriting results are generally considered profitable; when the combined ratio is greater than 100%, underwriting results are generally considered unprofitable.

Factors affecting loss and loss expenses include the frequency and severity of losses, the nature and severity of catastrophic losses, the quality of risks underwritten and underlying claims and settlement expenses.

Investments held by the Property and Casualty Group are reported in the investment operations segment, separate from the underwriting business.

Life insurance operations

EFL generates revenues through sales of its individual and group life insurance policies and fixed annuities. These products provide our property and casualty agency force an opportunity to cross-sell both personal and commercial accounts. EFL's profitability depends principally on the ability to develop, price and distribute insurance products, attract and retain deposit funds, generate investment returns and manage expenses. Other drivers include mortality and morbidity experience, persistency experience to enable the recovery of acquisition costs, maintenance of interest spreads over the amounts credited to deposit funds and the maintenance of strong ratings from rating agencies.

Earnings on life insurance related invested assets are integral to the evaluation of the life insurance operations because of the long duration of life products. On that basis, for presentation purposes in the Management's Discussion and Analysis, the life insurance operations include life insurance related investment results. However, for presentation purposes in the segment footnote, the life insurance investment results are included in the investment operations segment discussion as part of the Exchange's investment results.

Investment operations

We generate revenues from our fixed maturity, equity security and alternative investment portfolios to support our underwriting business. The portfolios are managed with the objective of maximizing after-tax returns on a risk-adjusted basis. Management actively evaluates the portfolios for impairments. We record impairment writedowns on investments in instances where the fair value of the investment is substantially below cost, and we conclude that the decline in fair value is other-than-temporary.

Our investment operations reflected the improvement experienced in the financial markets in the first quarter of 2011. In the first quarter of 2011 there were minimal impairments of securities compared to \$2 million in the first quarter of 2010. Our alternative investments benefited from the improved financial market conditions in the fourth quarter of 2010. The upturn across all markets had a significant impact on the portfolios of our partnerships. Equity in earnings of limited partnerships was \$72 million in the first quarter of 2011 compared to \$3 million in the first quarter of 2010. The valuation adjustments in the limited partnerships are based on financial statements received from our general partners, which are generally received on a quarter lag. As a result, the

first quarter 2011 partnership earnings do not reflect the valuation changes from the first quarter of 2011, but reflect conditions from the fourth quarter of 2010.

General conditions and trends affecting our business

Economic conditions

Although the financial markets have shown signs of improvement recently, overall economic conditions remain uncertain. Unfavorable changes in economic conditions, including declining consumer confidence, inflation, high unemployment and recession, among others, may lead the Property and Casualty Group's customers to modify coverage, not renew policies, or even cancel policies, which could adversely affect the premium revenue of the Property and Casualty Group, and consequently Indemnity's management fee. These conditions could also impair the ability of customers to pay premiums when due, and as a result, the Property and Casualty Group's reserves and write-offs could increase. Our key challenge is to generate profitable revenue growth in a highly competitive market that continues to experience the effects of uncertain economic conditions.

Market volatility

Our portfolio of fixed income, preferred and common stocks and limited partnerships are subject to market volatility especially in periods of instability in the worldwide financial markets. Depending upon market conditions, which are unpredictable and remain uncertain, considerable fluctuation could exist in our reported total investment income, which could have an adverse impact on our financial condition, results of operations and cash flows.

RESULTS OF OPERATIONS

The information that follows is presented on a segment basis prior to eliminations.

Management operations

Management fee revenue is earned by Indemnity from services relating to the sales, underwriting and issuance of policies on behalf of the Exchange as a result of its attorney-in-fact relationship, and is eliminated upon consolidation.

	Erie Insurance Group		
	Three months ended March 31,		
	2011	2010	% Change
<i>(dollars in millions)</i>	<i>(Unaudited)</i>		
Indemnity			
Management fee revenue	\$ 251	\$ 237	6.2 %
Service agreement revenue	8	8	(1.4)
Total revenue from management operations	259	245	6.0
Cost of management operations	211	192	10.4
Income from management operations –Indemnity ⁽¹⁾	\$ 48	\$ 53	(9.7)%
Gross margin	18.6%	21.8%	3.2 pts.

(1) Indemnity retains 100% of the income from management operations.

Management fee revenue

Management fee revenue is based upon all premiums written or assumed by the Exchange and the management fee rate, which is determined by our Board of Directors at least annually. Management fee revenue is calculated by multiplying the management fee rate by the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling agreement. The following table presents the calculation of management fee revenue.

	Erie Insurance Group		
	Three months ended March 31,		
	2011	2010	% Change
<i>(dollars in millions)</i>	<i>(Unaudited)</i>		
Indemnity			
Property and Casualty Group direct written premiums	\$1,008	\$948	6.3 %
Management fee rate	25%	25%	
Management fee revenue, gross	\$ 252	\$237	6.3 %
Change in allowance for management fee returned on cancelled policies ⁽¹⁾	(1)	0	NM
Management fee revenue, net of allowance	\$ 251	\$237	6.2 %

NM = not meaningful

(1) Management fees are returned to the Exchange when policies are cancelled mid-term and unearned premiums are refunded. We record an estimated allowance for management fees returned on mid-term policy cancellations.

Direct written premiums of the Property and Casualty Group increased 6.3% in the first quarter of 2011, compared to the first quarter of 2010, due to a 3.2% increase in policies in force and modest increases in average premium. The year-over-year average premium per policy for all lines of business increased 2.1% at March 31, 2011, compared to a decrease of 1.3% at March 31, 2010. The policy retention ratio was 90.7% at March 31, 2011, compared to 90.7% at December 31, 2010 and March 31, 2010. See the "Property and casualty insurance operations" segment that follows for a complete discussion of property and casualty direct written premiums.

The management fee rate was set at 25%, the maximum rate, for both 2011 and 2010. Changes in the management fee rate can affect the segment's revenue and net income significantly.

Service agreement revenue

Service agreement revenue includes service charges Indemnity collects from policyholders for providing extended payment terms on policies written by the Property and Casualty Group and late payment and policy reinstatement fees. The service charges are fixed dollar amounts per billed installment. Service agreement revenue totaled \$8 million in the first quarters of 2011 and 2010.

Cost of management operations

(in millions)

	Erie Insurance Group		
	Three months ended March 31,		
	2011	2010	% Change
	(Unaudited)		
Indemnity			
Commissions	\$138	\$129	7.0 %
Non-commission expense	73	63	17.3
Total cost of management operations	\$211	\$192	10.4 %

Commissions – Commissions increased \$9 million in the first quarter of 2011, compared to the first quarter of 2010, driven primarily by the 6.3% increase in direct written premiums of the Property and Casualty Group.

Non-commission expense – Non-commission expense increased \$10 million in the first quarter of 2011, compared to the first quarter of 2010. Personnel costs increased \$5 million primarily as a result of increases in salaries and benefits, while the first quarter 2010 expenses included a \$5 million reduction for a favorable court ruling.

The gross margin of 21.8% in the first quarter of 2010 was positively impacted by a \$5 million reduction for a favorable court ruling. Excluding this adjustment, the gross margin would have been 19.8%, compared to 18.6% in the first quarter of 2011. The lower gross margin in the first quarter of 2011 was a result of expense growth slightly outpacing revenue growth.

Property and casualty insurance operations

The Property and Casualty Group operates in 11 Midwestern, Mid-Atlantic and Southeastern states and the District of Columbia and primarily writes private passenger automobile, homeowners, commercial multi-peril, commercial automobile, and workers compensation lines of insurance.

	Property and Casualty Group		
	Three months ended March 31,		
	2011	2010	% Change
	(Unaudited)		
Direct written premium	\$1,008	\$ 948	6.3 %
Reinsurance – assumed and ceded	(4)	(2)	(69.4)
Net written premium	1,004	946	6.1
Change in unearned premium	(10)	(16)	39.1
Net premiums earned	1,014	962	5.4
Losses and loss expenses	683	738	(7.4)
Policy acquisition and other underwriting expenses	282	265	6.1
Total losses and expenses	965	1,003	(3.8)
Underwriting income (loss) – Erie Insurance Group	\$ 49	\$ (41)	NM
Underwriting income (loss) – Indemnity ⁽¹⁾	\$ –	\$ (2)	
Underwriting income (loss) – Exchange ⁽¹⁾	\$ 49	\$ (39)	
Loss and loss expense ratio	67.4%	76.7%	(9.3) pts.
Policy acquisition and other underwriting expense ratio	27.8	27.6	0.2
Combined ratio	95.2%	104.3%	(9.1) pts.

NM = not meaningful

⁽¹⁾ Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report.)

We measure profit or loss for our property and casualty insurance segment based upon underwriting results, which represents net earned premium less loss and loss expenses and underwriting expense on a pre-tax basis. Loss and combined ratios are key performance indicators that we use to assess business trends and to make comparisons to industry results. Investment results of our underwriting business are included in our investment operations segment.

Direct written premiums

Direct written premiums of the Property and Casualty Group increased 6.3% to \$1.0 billion in the first quarter of 2011, compared to \$948 million in the first quarter of 2010, driven by an increase in policies in force and modest increases in average premium per policy. Year-over-year policies in force for all lines of business increased by 3.2% in the first quarter of 2011 as the result of continuing strong policyholder retention, compared to an increase of 3.6% in the first quarter of 2010. The year-over-year average premium per policy for all lines of business increased 2.1% at March 31, 2011, compared to a decrease of 1.3% at March 31, 2010. The impact of these increases in the first quarter of 2011 was seen primarily in our personal lines renewal business and commercial lines new and renewal business premiums.

Premiums generated from new business increased 4.2% to \$111 million in the first quarter of 2011, compared to an increase of 7.7%, or \$106 million, in the first quarter of 2010. Underlying the trend in new business premiums was a slight decrease in new business policies in force, or 0.4%, in the first quarter of 2011, compared to an increase of 7.4% in the first quarter of 2010, while the year-over-year average premium per policy on new business increased 4.9% at March 31, 2011, compared to a decline of 1.5% at March 31, 2010.

Premiums generated from renewal business increased 6.5% to \$897 million in the first quarter of 2011, compared to an increase of 2.4%, or \$842 million, in the first quarter of 2010. Underlying the trend in renewal business premiums was an increase in renewal business policies in force of 3.7% in the first quarter of 2011, compared to 3.1% in the first quarter of 2010, and an increase in the renewal business year-over-year average premium per policy of 1.7% at

March 31, 2011, compared to a decline of 1.2% at March 31, 2010. The Property and Casualty Group's year-over-year policy retention ratio was 90.7% at March 31, 2011 and 90.7% at both December 31, 2010 and March 31, 2010.

Personal lines – Total personal lines premiums written increased 5.8% to \$702 million in the first quarter of 2011 from \$663 million in the first quarter of 2010. Total personal lines policies in force increased 3.0% in the first quarter of 2011 and the total personal lines year-over-year average premium per policy increased 2.7%.

New business premiums written on personal lines decreased 1.8% in the first quarter of 2011, compared to an increase of 6.2% in the first quarter of 2010. Personal lines new business policies in force decreased 1.9% in the first quarter of 2011, compared to an increase of 7.3% in the first quarter of 2010, while the year-over-year average premium per policy on personal lines new business increased 2.2% at March 31, 2011, compared to 0.4% at March 31, 2010.

- Private passenger auto new business premiums written decreased 3.6% in the first quarter of 2011, compared to an increase of 6.8% in the first quarter of 2010. New business policies in force for private passenger auto decreased 3.1% in the first quarter of 2011, compared to an increase of 6.5% in the first quarter of 2010, while the new business year-over-year average premium per policy for private passenger auto increased 2.5% at March 31, 2011, compared to 0.3% at March 31, 2010.
- Homeowners new business premiums written decreased 1.2% in the first quarter of 2011, compared to an increase of 6.5% in the first quarter of 2010. New business policies in force for homeowners decreased 2.3% in the first quarter of 2011 compared to an increase of 8.6% in the first quarter of 2010. The new business year-over-year average premium per policy for homeowners increased 2.7% at March 31, 2011, compared to 2.2% at March 31, 2010.

Renewal premiums written on personal lines increased 6.7% in the first quarter of 2011, compared to 5.2% in the first quarter of 2010, driven by a modest increase in average premium per policy and steady policy retention trends. The year-over-year average premium per policy on personal lines renewal business increased 2.7% at March 31, 2011, compared to 0.8% at March 31, 2010. The personal lines year-over-year policy retention ratio was 91.5% at March 31, 2011, December 31, 2010 and March 31, 2010.

- Private passenger auto renewal premiums written increased 4.9% in the first quarter of 2011, compared to 4.6% in the first quarter of 2010. The year-over-year average premium per policy on private passenger auto renewal business increased 2.4% at March 31, 2011, compared to 0.3% at March 31, 2010. The private passenger auto year-over-year policy retention ratio was 91.7% at March 31, 2011, compared to 91.8% at December 31, 2010 and 91.9% at March 31, 2010.
- Homeowners renewal premiums written increased 11.3% in the first quarter of 2011, compared to 6.3% in the first quarter of 2010. The year-over-year average premium per policy on homeowners renewal business increased 5.5% at March 31, 2011, compared to 3.4% at March 31, 2010. The homeowners year-over-year policyholder retention ratio was 91.2% at March 31, 2011 and December 31, 2010, and 91.1% at March 31, 2010.

Commercial lines – Total commercial lines premiums written increased 7.4%, to \$306 million in the first quarter of 2011 from \$285 million in the first quarter of 2010. Total commercial lines policies in force increased 4.3%, while the total commercial lines year-over-year average premium per policy decreased slightly, by 0.3%.

New business premiums written on commercial lines increased 15.9% in the first quarter of 2011, compared to 10.3% in the first quarter of 2010. Commercial lines new business policies in force increased 6.6% in the first quarter of 2011, compared to 8.0% in the first quarter of 2010, while the year-over-year average premium per policy on commercial lines new business increased 6.0% at March 31, 2011, compared to a decrease of 5.7% at March 31, 2010.

Renewal premiums for commercial lines increased 6.2% in the first quarter of 2011, compared to a decrease of 3.6% in the first quarter of 2010. The improvement seen in commercial lines renewal premiums was driven by smaller decreases in average premium per policy and steady policy retention trends, the combined impact of which was seen primarily in the workers compensation and commercial multi-peril lines of business. The year-over-year average premium per policy on commercial lines renewal business decreased 1.2% at March 31, 2011, compared to 5.9% at March 31, 2010, due primarily to the workers compensation and commercial auto lines of business in both periods. The workers compensation and commercial auto year-over-year average premium per policy on renewal business decreased 3.7% and 2.4%, respectively, at March 31, 2011, compared to decreases of 14.4% and 4.0%, respectively, at March 31, 2010. Contributing to the lower average premium per policy in the first quarter of 2011 were shifts in the mix of our book of business and lower exposures for the workers compensation and commercial auto lines of business, but to a lesser extent than in the first quarter of 2010. The year-over-year policy retention ratio for commercial lines was 85.8% at March 31, 2011, 85.3% at December 31, 2010, and 85.4% at March 31, 2010.

Future trends—premium revenue – We plan to continue our efforts to grow Property and Casualty Group premiums and improve our competitive position in the marketplace, which have a direct bearing on Indemnity's management fee. Expanding the size of our agency force through a careful agency selection process and increased market penetration in our existing operating territories will contribute to future growth as existing and new agents build their book of business with the Property and Casualty Group. At March 31, 2011, we had a total of 2,088 agencies with 9,525 licensed representatives. Our continued focus on underwriting discipline and the maturing of our pricing segmentation model has contributed to the Property and Casualty Group's ability to retain existing and attract new policyholders resulting in growth in new policies in force and steady retention ratios. We expect our pricing actions to result in a net increase in direct written premium in 2011, however, exposure reductions and changes in our mix of business as a result of economic conditions could impact the average premium written by the Property and Casualty Group, as customers may continue to reduce coverages.

Current year losses and loss expenses

The current accident year loss and loss expense ratio, excluding catastrophe losses, was 66.8% in the first quarter of 2011, compared to 70.2% in the first quarter of 2010.

The personal lines loss and loss expense ratio related to the current accident year, excluding catastrophe losses, was 67.7% in the first quarter of 2011, compared to 70.7% in the first quarter of 2010.

The commercial lines loss and loss expense ratio related to the current accident year, excluding catastrophe losses, was 64.7% in the first quarter of 2011, compared to 69.1% in the first quarter of 2010.

Catastrophe losses

Catastrophes are an inherent risk of the property and casualty insurance business and can have a material impact on our insurance underwriting results. In addressing this risk, we employ what we believe are reasonable underwriting standards and monitor our exposure by geographic region. The Property and Casualty Group's definition of catastrophes includes those weather-related or other loss events that we consider significant to our geographic footprint which, individually or in the aggregate, may not reach the level of a national catastrophe as defined by the Property Claim Service (PCS). The Property and Casualty Group maintains sufficient property catastrophe reinsurance coverage from unaffiliated reinsurers and no longer participates in the voluntary assumed reinsurance business, which lowers the variability of the underwriting results of the Property and Casualty Group.

Catastrophe losses, as defined by the Property and Casualty Group, totaled \$65 million in the first quarter of 2011, compared to \$112 million in the first quarter of 2010, and contributed 6.4 points and 11.7 points to the loss ratios at March 31, 2011 and 2010, respectively.

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Prior year loss reserve development

The following table provides the details of our property and casualty insurance operation's prior year loss reserve development by type of business:

(in millions)

	Erie Insurance Group	
	Three months ended	
	March 31,	
	2011	2010
Prior year loss development:	(Unaudited)	
Direct business including salvage and subrogation	\$(61)	\$(43)
Assumed reinsurance business	3	(3)
Ceded reinsurance business	(1)	(4)
Total prior year loss development	\$(59)	\$(50)

Negative amounts represent a redundancy (decrease in reserves), while positive amounts represent a deficiency (increase in reserves).

Direct business including salvage and subrogation — Favorable development of prior accident years, including the effects of salvage and subrogation recoveries, improved the combined ratio by 6.0 points in the first quarter of 2011, compared to 4.4 points in the first quarter of 2010. The favorable development in the first quarter of 2011 was primarily driven by improved annual claim cost expectations on massive injury lifetime medical benefits and the closing of one massive injury lifetime medical benefits claim in the personal auto line of business, and better than expected severity trends on liability claims in the commercial multi-peril and homeowners lines of business.

In the first quarter of 2010, the favorable development was primarily driven by improvements in frequency trends on automobile bodily injury and uninsured/underinsured motorist bodily injury and the closing of two claims in the personal auto line of business, improvements in severity trends in the commercial multi-peril line of business, and the settlement of one large claim in the homeowners line of business.

Assumed reinsurance — The Property and Casualty Group experienced adverse development of prior accident year loss reserves on its assumed reinsurance business totaling \$3 million in the first quarter of 2011, compared to favorable development of \$3 million in the first quarter of 2010. The adverse development in the first quarter of 2011 was due to growth in involuntary reinsurance, while the favorable development in the first quarter of 2010 was due to less than anticipated growth in involuntary reinsurance.

Ceded reinsurance — The Property and Casualty Group's increase in ceded reinsurance reserves, which is reflected as favorable development of prior accident year loss reserves, totaled \$1 million in the first quarter of 2011, compared to \$4 million in the first quarter of 2010.

Policy acquisition and other underwriting expenses

Our expense ratio remained relatively flat, increasing only 0.2 points in the first quarter of 2011, compared to the first quarter of 2010. The management fee rate was 25% for the periods ending March 31, 2011 and March 31, 2010.

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Life insurance operations

EFL is a Pennsylvania-domiciled life insurance company which operates in 10 states and the District of Columbia and underwrites and sells individual and group life insurance policies and fixed annuities.

	Erie Family Life Insurance Company		
	Three months ended March 31,		
	2011	2010	% Change
(in millions)	(Unaudited)		
Individual life premiums, net of reinsurance	\$15	\$15	3.0 %
Group life and other premiums	1	1	2.2
Other revenue	1	0	17.2
Total net policy revenue	17	16	3.2
Net investment income	23	23	0.2
Net realized gains on investments	4	5	(15.4)
Impairment losses recognized in earnings	0	0	88.7
Equity in earnings (losses) of limited partnerships	0	(1)	NM
Total revenues	44	43	3.0
Benefits and other changes in policy reserves	24	24	(0.7)
Amortization of deferred policy acquisition costs	3	5	(28.5)
Other operating expenses	4	4	(4.5)

Total benefits and expenses	31	33	(5.3)
Income before income taxes	\$13	\$10	29.9 %
Income before taxes – Indemnity ⁽¹⁾	\$ 3	\$ 2	
Income before taxes – Exchange ⁽¹⁾	\$10	\$ 8	

NM = not meaningful

(1) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the benefit of the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the benefit of the subscribers (policyholders) of the Exchange or noncontrolling interest. Due to the sale of Indemnity's 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of the life insurance results of EFL will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report and the previous "Recent Events" section.)

Premiums

Gross policy revenues increased 4.3% to \$26 million in the first quarter of 2011, compared to \$25 million in the first quarter of 2010. EFL reinsures a large portion of its traditional products in order to reduce claims volatility. We currently reinsure 75% of our risk on new term business. Ceded reinsurance premiums were \$10 million and \$9 million in the first quarters of 2011 and 2010, respectively.

Premiums received on annuity and universal life products totaled \$24 million in the first quarter of 2011, compared to \$32 million in the first quarter of 2010. Of this amount, annuity and universal life premiums which are recorded as deposits, and therefore not reflected in revenue on the Consolidated Statements of Operations, totaled \$21 million and \$29 million in the first quarters of 2011 and 2010, respectively.

Investments

Due to continued positive market conditions in the first quarter of 2011, EFL experienced low levels of impairments. Equity in earnings of limited partnerships also reflected a slight improvement in market conditions in the fourth quarter of 2010 as limited partnership activity is reported on a one quarter lag. See additional discussion of investments in the "Investment Operations" segment that follows.

Benefits and expenses

The first quarter of 2011 benefits and other changes in policy reserves were impacted by a decrease in the amortization of deferred policy acquisition costs compared to the first quarter of 2010.

Investment operations

(in millions)	Erie Insurance Group		
	Three months ended March 31,		
	2011	2010	% Change
	(Unaudited)		
Indemnity			
Net investment income ⁽¹⁾	\$ 4	\$ 9	(56.7)%
Net realized gains on investments ⁽¹⁾	1	5	(81.0)%
Net impairment losses recognized in earnings ⁽¹⁾	0	0	NM
Equity in earnings of limited partnerships	11	0	NM
Net revenue from investment operations – Indemnity ^{(1) (2)}	\$ 16	\$ 14	13.2 %
Exchange			
Net investment income ⁽¹⁾	\$104	\$ 97	6.9 %
Net realized gains on investments ⁽¹⁾	148	120	24.2 %
Net impairment losses recognized in earnings ⁽¹⁾	0	(2)	NM
Equity in earnings of limited partnerships	61	3	NM
Net revenue from investment operations – Exchange ^{(1) (2)}	\$313	\$218	43.4 %

NM = not meaningful

(1) As a result of the sale of Indemnity's property and casualty insurance subsidiaries, EIC, ENY and EPC, to the Exchange on December 31, 2010, investment revenue and losses generated from these entities will no longer accrue to the benefit of the Indemnity shareholder interest after this date. Investment revenue from these entities totaled \$6 million in the first quarter of 2010. These components of investment income will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, in 2011 and thereafter. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report.)

(2) The Exchange's results for the first quarter of 2011 and 2010 include net investment revenues from EFL's operations of \$27 million and \$27 million, respectively.

Net investment income

Net investment income primarily includes interest and dividends on our fixed maturity and equity security portfolios. Indemnity net investment income decreased \$5 million in the first quarter of 2011 compared to 2010, while the Exchange's net investment income increased \$7 million primarily due to \$6 million of investment income of EIC, ENY and EPC which were sold to the Exchange on December 31, 2010.

Net realized gains on investments

Net realized gains on investments decreased 81.0% for Indemnity and increased 24.2% for the Exchange in the first quarter of 2011 compared to 2010. Indemnity net realized gains decreased in 2011 primarily due to lower common stock valuation adjustments and lower realized gains on the sale of bonds. Net realized gains for the Exchange increased primarily due to higher valuation adjustments on common stocks of \$82 million in 2011 compared to \$71 million in 2010. Net realized gains on the sale of common stocks for the Exchange also increased to \$48 million in 2011 compared to \$33 million in 2010.

Net impairment losses recognized in earnings

Impairment losses recognized in earnings decreased \$2 million for the Exchange in the first quarter of 2011 compared to the first quarter of 2010 as a result of improved market conditions.

Equity in earnings of limited partnerships

Indemnity's equity in earnings of limited partnerships totaled \$11 million in the first quarter of 2011, compared to minimal earnings in the first quarter of 2010. The Exchange's equity in earnings of limited partnerships totaled \$61 million in the first quarter of 2011, compared to \$3 million in the first quarter of 2010. The results were due to improved market conditions across all limited partnership sectors.

The breakdown of our net realized gains (losses) on investments is as follows:

(in millions)	Erie Insurance Group	
	Three months ended March 31,	
	2011	2010
	(Unaudited)	
Indemnity		
Securities sold:		
Fixed maturities	\$ 0	\$ 2
Preferred stock equity securities	1	0
Common stock equity securities	1	1
Common stock valuation adjustments	(1)	2
Total net realized gains – Indemnity ⁽¹⁾	\$ 1	\$ 5
Exchange		
Securities sold:		
Fixed maturities	\$ 13	\$ 12
Preferred stock equity securities	5	4
Common stock equity securities	48	33
Common stock valuation adjustments	82	71
Total net realized gains – Exchange ^{(1) (2)}	\$148	\$120

(1) See Item 1. “Financial Statements — Note 7, Investments,” contained within this report for additional disclosures regarding net realized gains (losses) on investments.

(2) The Exchange’s net realized gains for the first quarter of 2011 and 2010 include net realized gains from EFL’s operations of \$4 million and \$5 million, respectively.

The components of equity in earnings (losses) of limited partnerships are as follows:

(in millions)	Erie Insurance Group		
	Three months ended March 31,		
	2011	2010	% Change
	(Unaudited)		
Indemnity			
Private equity	\$ 7	\$ 5	40.0%
Real estate	2	(6)	NM
Mezzanine debt	2	1	100.0%
Total equity in earnings of limited partnerships – Indemnity	\$11	\$ 0	NM
Exchange			
Private equity	\$40	\$ 22	81.8%
Real estate	13	(22)	NM
Mezzanine debt	8	3	NM
Total equity in earnings of limited partnerships – Exchange ⁽¹⁾	\$61	\$ 3	NM

NM = not meaningful

(1) The Exchange’s results include equity in earnings of limited partnerships from EFL of \$0.4 million in the first quarter of 2011 and losses of \$1 million in the first quarter of 2010.

Limited partnership earnings pertain to investments in U.S. and foreign private equity, real estate and mezzanine debt partnerships. Valuation adjustments are recorded to reflect the fair value of limited partnerships. These adjustments are recorded as a component of equity in earnings of limited partnerships in the Consolidated Statements of Operations.

We experienced an increase in earnings as a result of fair value increases in our private equity, mezzanine debt, and real estate limited partnerships. Limited partnership earnings tend to be cyclical based on market conditions, the age of the partnership and the nature of the investments. Generally, limited partnership earnings are recorded on a quarter lag from financial statements we receive from our general partners. As a consequence, earnings from limited partnerships reported at March 31, 2011 reflect investment valuation changes resulting from the financial markets and the economy in the fourth quarter of 2010.

FINANCIAL CONDITION

Investments

Prior to and through December 31, 2010, the investment results from EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity’s property and casualty subsidiaries to the Exchange on December 31, 2010, the investment results for these companies will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. (See Item 1. “Financial Statements - Note 1, Nature of Operations,” contained within this report.)

Our investment strategy takes a long-term perspective emphasizing investment quality, diversification and superior investment returns. Investments are managed on a total return approach that focuses on current income and capital appreciation. Our investment strategy also provides for liquidity to meet our short- and long-term commitments.

Distribution of investments

	Erie Insurance Group			
(in millions)	Carrying value at March 31, 2011	% to total	Carrying value at December 31, 2010	% to total
Indemnity	(Unaudited)			
Fixed maturities	\$ 513	65%	\$ 264	50%
Equity securities:				
Preferred stock	22	3	24	4
Common stock	29	4	28	5
Limited partnerships:				
Private equity	90	11	86	16
Real estate	86	11	83	16
Mezzanine debt	46	6	47	9
Real estate mortgage loans	1	0	1	0
Total investments — Indemnity	\$ 787	100%	\$ 533	100%
Exchange				
Fixed maturities	\$ 7,254	63%	\$ 7,279	65%
Equity securities:				
Preferred stock	603	5	570	5
Common stock	2,462	22	2,306	20
Limited partnerships:				
Private equity	582	5	555	5
Real estate	356	3	339	3
Mezzanine debt	215	2	214	2
Policy loans	14	0	15	0
Real estate mortgage loans	4	0	4	0
Total investments – Exchange	\$11,490	100%	\$11,282	100%
Total investments – Erie Insurance Group	\$12,277		\$11,815	

We continually review our investment portfolio to evaluate positions that might incur other-than-temporary declines in value. For all investment holdings, general economic conditions and/or conditions specifically affecting the underlying issuer or its industry, including downgrades by the major rating agencies, are considered in evaluating impairment in value. In addition to specific factors, other factors considered in our review of investment valuation are the length of time the fair value is below cost and the amount the fair value is below cost.

We individually analyze all positions with emphasis on those that have, in management's opinion, declined significantly below cost. In compliance with impairment guidance for debt securities, we perform further analysis to determine if a credit-related impairment has occurred. Some of the factors considered in determining whether a debt security is credit impaired include potential for the default of interest and/or principal, level of subordination, collateral of the issue, compliance with financial covenants, credit ratings and industry conditions. We have the

intent to sell all credit-impaired debt securities, therefore the entire amount of the impairment charges are included in earnings and no credit impairments are recorded in other comprehensive income. For available-for-sale equity securities, a charge is recorded in the Consolidated Statements of Operations for positions that have experienced other-than-temporary impairments due to credit quality or other factors. (See the "Investment Operations" section herein for further information.)

If our policy for determining the recognition of impaired positions was different, our consolidated results of operations could be significantly impacted. Management believes its investment valuation philosophy and accounting practices result in appropriate and timely measurement of value and recognition of impairment.

Fixed maturities

Under our investment strategy, we maintain a fixed maturities portfolio that is of high quality and well diversified within each market sector. This investment strategy also achieves a balanced maturity schedule. The fixed maturities portfolio is managed with the goal of achieving reasonable returns while limiting exposure to risk. Our municipal bond portfolio accounts for \$222 million, or 43%, of the total fixed maturity portfolio for Indemnity and \$1.4 billion, or 20%, of the fixed maturity portfolio for the Exchange at March 31, 2011. The overall credit rating of the municipal portfolio without consideration of the underlying insurance is AA. Because of the rating downgrades of municipal bond insurers, the underlying insurance does not improve the overall credit rating.

Fixed maturities classified as available-for-sale are carried at fair value with unrealized gains and losses, net of deferred taxes, included in shareholders' equity. Indemnity's net unrealized gains on fixed maturities, net of deferred taxes, amounted to \$5 million at March 31, 2011 and December 31, 2010. At March 31, 2011, the Exchange had net unrealized gains on fixed maturities of \$258 million compared to net unrealized gains of \$270 million at December 31, 2010.

The following tables present a breakdown of the fair value of our fixed maturities portfolio by sector and rating for Indemnity and the Exchange, respectively:

Erie Insurance Group						
At March 31, 2011						
(Unaudited)						
(in millions)					Non-investment grade	Fair value
Indemnity						
Industry Sector	AAA	AA	A	BBB		
Structured securities ⁽¹⁾	\$ 32	\$ 0	\$ 0	\$ 0	\$4	\$ 36

Communications	0	0	0	17	0	17
Consumer	0	0	0	8	0	8
Energy	0	0	11	6	0	17
Financial	0	48	46	42	2	138
Government-municipal	87	92	31	12	0	222
Industrial	0	0	2	5	0	7
U.S. treasury	10	0	0	0	0	10
Government sponsored entity	9	0	0	0	0	9
Technology	0	0	8	10	0	18
Utilities	0	0	0	31	0	31
Total – Indemnity	\$138	\$140	\$98	\$131	\$6	\$513

(1) Structured securities include asset-backed securities, collateral, lease and debt obligations, commercial mortgage-backed securities and residential mortgage-backed securities.

		Erie Insurance Group				
		At March 31, 2011				
		(Unaudited)				
Exchange	Industry Sector	AAA	AA	A	BBB	Non-investment grade
						Fair value
	Structured securities ⁽¹⁾	\$327	\$ 42	\$ 19	\$ 13	\$ 35
	Basic materials	0	0	37	175	5
	Communications	0	0	150	342	10
	Consumer	0	27	188	417	65
	Diversified	0	0	22	0	0
	Energy	16	11	114	346	38
	Financial	27	294	1,199	635	144
	Funds	0	0	0	5	0
	Government-municipal	435	745	214	40	2
	Industrial	0	5	83	216	32
	U.S. treasury	11	0	0	0	0
	Government sponsored entity	68	0	2	0	0
	Foreign government	0	0	15	6	0
	Technology	0	0	40	72	0
	Utilities	0	0	93	408	64
	Total – Exchange	\$884	\$1,124	\$2,176	\$2,675	\$395
						\$7,254

(1) Structured securities include asset-backed securities, collateral, lease and debt obligations, commercial mortgage-backed securities and residential mortgage-backed securities.

Equity securities

Our equity securities consist of common stock and nonredeemable preferred stock. Investment characteristics of common stock and nonredeemable preferred stock differ substantially from one another. Our nonredeemable preferred stock portfolio provides a source of current income that is competitive with investment-grade bonds.

The following tables present an analysis of the fair value of our non-redeemable preferred and common stock securities by sector for Indemnity and Exchange, respectively.

(in millions)		Erie Insurance Group			
		Fair Value at			
		March 31, 2011		December 31, 2010	
		(Unaudited)			
Indemnity	Industry sector	Preferred stock	Common stock	Preferred stock	Common stock
	Communications	\$ 1	\$ 2	\$ 1	\$ 2
	Consumer	0	15	0	14
	Diversified	0	1	0	0
	Energy	0	1	0	2
	Financial	9	6	11	6
	Industrial	2	3	2	3
	Technology	3	1	3	1
	Utilities	7	0	7	0
	Total – Indemnity	\$22	\$29	\$24	\$28

		Erie Insurance Group			
(in millions)		Fair Value at			
		March 31, 2011		December 31, 2010	
Exchange		(Unaudited)			
	Industry sector	Preferred stock	Common stock	Preferred stock	Common stock
	Basic materials	\$ 0	\$ 128	\$ 0	\$ 124

Communications	9	196	9	174
Consumer	5	612	5	564
Diversified	0	15	0	12
Energy	0	240	0	185
Financial	449	306	428	292
Funds	0	276	0	309
Government	1	0	0	0
Industrial	5	353	5	324
Technology	15	306	14	295
Utilities	119	30	109	27
Total – Exchange	\$603	\$2,462	\$570	\$2,306

Our preferred stock equity securities are classified as available-for-sale and are carried at fair value on our Consolidated Statements of Financial Position with all changes in unrealized gains and losses reflected in other comprehensive income. At March 31, 2011, the unrealized gain on preferred stock classified as available-for-sale securities, net of deferred taxes amounted to \$3 million for Indemnity and \$55 million for the Exchange compared to a \$3 million gain for Indemnity and \$44 million gain for the Exchange at December 31, 2010.

Our common stock portfolio is classified as a trading portfolio and is measured at fair value with all changes in unrealized gains and losses reflected in our Consolidated Statements of Operations.

Limited partnerships

In the first quarter of 2011, investments in limited partnerships remained relatively flat from the investment levels at December 31, 2010. The changes in partnership value are a function of contributions and distributions, adjusted for fair value changes. During 2011, the limited partnership market values and partnerships earnings have been generally positive as the recent market conditions continue to show signs of improvement.

The components of limited partnership investments are as follows:

(in millions)	Erie Insurance Group	
	At March 31, 2011	At December 31, 2010
Indemnity	(Unaudited)	
Private equity	\$ 90	\$ 86
Real estate	86	83
Mezzanine debt	46	47
Total limited partnerships – Indemnity	\$ 222	\$ 216
Exchange		
Private equity	\$ 582	\$ 555
Real estate	356	339
Mezzanine debt	215	214
Total limited partnerships – Exchange	\$1,153	\$1,108

Liabilities

Property and casualty loss reserves

Loss reserves are established to account for the estimated ultimate costs of loss and loss expenses for claims that have been reported but not yet settled and claims that have been incurred but not reported. While we exercise professional diligence to establish reserves at the end of each period that are fully reflective of the ultimate value of all claims incurred, these reserves are, by their nature, only estimates and cannot be established with absolute certainty.

The factors which may potentially cause the greatest variation between current reserve estimates and the actual future paid amounts are: unforeseen changes in statutory or case law altering the amounts to be paid on existing claim obligations, new medical procedures and/or drugs with costs significantly different from those seen in the past, and claims patterns on current business that differ significantly from historical claims patterns.

Loss and loss expense reserves are presented on our Consolidated Statements of Financial Position on a gross basis. The following table represents the direct and assumed loss and loss expense reserves by major line of business for our property and casualty insurance operations. The reinsurance recoverable amount represents the related ceded amounts which results in the net liability attributable to the Exchange.

As of December 31, 2010, all property and casualty insurance underwriting risk resides with the Exchange. (See Item 1. “Financial Statements - Note 1, Nature of Operations,” contained within this report.)

(in millions)	Erie Insurance Group	
	At March 31, 2011	At December 31, 2010
Exchange	(Unaudited)	
Gross reserve liability:		
Personal auto	\$1,075	\$1,105
Automobile massive injury	413	440
Homeowners	271	240
Workers compensation	481	481
Workers compensation massive injury	152	154
Commercial auto	286	286
Commercial multi-peril	562	566
All other lines of business	319	312

Gross reserves	3,559	3,584
Reinsurance recoverable	186	188
Net reserve liability – Exchange	\$3,373	\$3,396

The reserves that have the greatest potential for variation are the massive injury claim reserves. The Property and Casualty Group is currently reserving for about 300 claimants requiring lifetime medical care, of which about 120 involve massive injuries. The reserve carried by the Property and Casualty Group for the massive injury claimants, which includes automobile massive injury and workers compensation massive injury reserves, totaled \$400 million at March 31, 2011, which is net of \$165 million of anticipated reinsurance recoverables, compared to \$428 million at December 31, 2010, which was net of \$166 million of anticipated reinsurance recoverables. The pre-1986 automobile massive injury reserves decreased at March 31, 2011, compared to December 31, 2010, primarily due to improved annual claim cost expectations on massive injury lifetime medical benefits claims and the closing of one massive injury lifetime medical benefits claim.

Life insurance reserves

EFL's primary commitment is its obligation to pay future policy benefits under the terms of its life insurance and annuity contracts. To meet these future obligations, EFL establishes life insurance reserves based on the type of policy, the age, gender and risk class of the insured and the number of years the policy has been in force. EFL also establishes annuity and universal life reserves based on the amount of policyholder deposits (less applicable insurance and expense charges) plus interest earned on those deposits. Life insurance and annuity reserves are supported primarily by EFL's long-term, fixed income investments as the underlying policy reserves are generally also of a long-term nature.

IMPACT OF INFLATION

Property and casualty insurance premiums are established before losses occur and before loss expenses are incurred, and therefore, before the extent to which inflation may impact such costs is known. Consequently, in establishing premium rates, we attempt to anticipate the potential impact of inflation, including medical cost inflation, construction and auto repair cost inflation and tort issues. Medical costs are a broad element of inflation that impacts personal and commercial auto, general liability, workers compensation and commercial multi-peril lines of insurance written by the Property and Casualty Group.

LIQUIDITY AND CAPITAL RESOURCES

Sources and uses of cash

Liquidity is a measure of a company's ability to generate sufficient cash flows to meet the short- and long-term cash requirements of its business operations and growth needs. Our liquidity requirements have been met primarily by funds generated from premiums collected and income from investments. The insurance operations provide liquidity in that premiums are collected in advance of paying losses under the policies purchased with those premiums. Cash outflows for the property and casualty business are generally variable since settlement dates for liabilities for unpaid losses and the potential for large losses, whether individual or in the aggregate, cannot be predicted with absolute certainty. Accordingly, after satisfying our operating cash requirements, excess cash flows are used to build our investment portfolio in order to increase future investment income, which then may be used as a source of liquidity if cash from our insurance operations would not be sufficient to meet our obligations. Cash provided from these sources is used primarily to fund losses and policyholder benefits, fund the costs of operations including commissions, salaries and wages, pension plans, share repurchases, dividends to shareholders and the purchase and development of information technology. We expect that our operating cash needs will be met by funds generated from operations.

Volatility in the financial markets presents challenges to us as we do occasionally access our investment portfolio as a source of cash. Some of our fixed income investments, despite being publicly traded, are illiquid. Volatility in these markets could impair our ability to sell certain of our fixed income securities or cause such securities to sell at deep discounts. Additionally, our limited partnership investments are significantly less liquid. We believe we have sufficient liquidity to meet our needs from other sources even if market volatility persists throughout 2011.

Cash flow activities – Erie Insurance Group

The following table is a summary of our condensed consolidated cash flows for the three months ended March 31:

(in millions)	Erie Insurance Group	
	2011	2010
	(Unaudited)	
Net cash provided by operating activities	\$ 92	\$ 27
Net cash used in investing activities	(254)	(49)
Net cash used in financing activities	(57)	(10)
Net decrease in cash	\$(219)	\$(32)

Cash flows provided by operating activities totaled \$92 million and \$27 million in the first quarters of 2011 and 2010, respectively. Increased cash from operating activities in the first quarter of 2011 was primarily driven by an increase in the premiums collected by the Exchange driven by the increase in premiums written compared to the first quarter of 2010. Also increasing the cash flows from operating activities in the first quarter of 2011 was a decrease in losses paid and an increase in limited partnership distributions, offset by an increase in income taxes paid.

At March 31, 2011, we recorded a net deferred tax liability of \$323 million, which included capital loss carry-forwards of \$8 million. There was no valuation allowance at March 31, 2011. We have the ability to carry-back capital losses of \$281 million as a result of gains recognized in prior years. At March 31, 2011, the carry-back relating to the 2010 capital losses has not been filed. This carry-back is estimated to be \$256 million, with a tax refund expected to be \$90 million.

Cash flows used in investing activities totaled \$254 million and \$49 million in the first quarters of 2011 and 2010, respectively. In the first quarter of 2011, we used more cash to purchase certain fixed maturity and common stock investments, offset somewhat by generating more proceeds from the sale of other

common stocks, compared to the first quarter of 2010. At March 31, 2011, we had contractual commitments to invest up to \$476 million related to our limited partnership investments to be funded as required by the partnerships' agreements. Of this amount, the total remaining commitment to fund limited partnerships that invest in private equity securities was \$190 million, real estate activities was \$147 million and mezzanine debt securities was \$139 million.

For a discussion of cash flows used in financing activities, see the following "Cash flow activities – Indemnity," as the primary drivers of financing cash flows related to Indemnity.

Cash flow activities – Indemnity

The following table is a summary of cash flows for Indemnity for the three months ended March 31:

(in millions)	Indemnity	
	2011	2010
	(Unaudited)	
Net cash provided by operating activities	\$ 6	\$ 0
Net cash used in investing activities	(168)	(19)
Net cash used in financing activities	(62)	(28)
Net decrease in cash	\$(224)	\$(47)

See Item 1. "Financial Statements - Note 14, Indemnity Supplemental Information," contained within this report for more detail on Indemnity cash flows.

Indemnity's cash flows provided by operating activities increased to \$6 million in the first quarter of 2011, compared to \$0 million in the first quarter of 2010. Increased cash from operating activities in the first quarter of 2011 was primarily due to an increase in management fee revenue received, offset by decreases in net investment income received and reimbursements collected from affiliates. Management fee revenues were higher reflecting the increase in the premiums written or assumed by the Exchange. Cash paid for agent commissions and bonuses increased to \$178 million in the first quarter of 2011, compared to \$169 million in the first quarter of 2010, as a result of an increase in cash paid for agent commissions. Indemnity's policy for funding its pension plan is generally to contribute an amount equal to the greater of the IRS minimum required contribution or the target normal cost for the year plus interest to the date the contribution is made. For 2011, the expected contribution amount is \$15 million, which does exceed the required minimum amount. Indemnity is generally reimbursed about 57% of the net periodic benefit cost of the pension plan from its affiliates.

At March 31, 2011, Indemnity recorded a net deferred tax liability of \$14 million. There was no valuation allowance at March 31, 2011. Indemnity has the ability to carry back capital losses of \$39 million as a result of gains recognized in prior years. At March 31, 2011, the carry-back relating to the 2010 capital losses has not been filed. This carry-back is estimated to be \$39 million, with a tax refund expected to be \$14 million. Indemnity's capital gain and loss strategies take into consideration its ability to offset gains and losses in future periods, carry-back of capital loss opportunities to the three preceding years, and capital loss carry-forward opportunities to apply against future capital gains over the next five years.

Cash flows used in Indemnity investing activities totaled \$168 million in the first quarter of 2011, compared to cash used of \$19 million in the first quarter of 2010. In the first quarter of 2011, Indemnity received cash consideration from the Exchange of \$82 million as a result of the sale of Indemnity's 21.6% ownership interest in EFL to the Exchange on March 31, 2011, based upon an estimated purchase price. Final settlement of the transaction was made on April 25, 2011 for a final purchase price of \$82 million. Net after-tax cash proceeds to Indemnity from the sale are estimated to be \$58 million. Also, on March 18, 2011, a payment of \$8 million was made by Indemnity to the Exchange as final settlement of the sale of EIC, ENY and EPC to the Exchange based upon the final purchase price. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report.)

Indemnity's first quarter of 2011 investing activities also included increased cash used to purchase certain fixed maturities, offset somewhat by increased cash from the sale of other fixed maturities compared to the first quarter of 2010. Also impacting Indemnity's future investing activities are limited partnership commitments, which totaled \$47 million at March 31, 2011, and will be funded as required by the partnerships' agreements. Of this amount, the total remaining commitment to fund limited partnerships that invest in private equity securities was \$20 million, real estate activities was \$15 million and mezzanine debt securities was \$12 million.

Cash flows used in Indemnity financing activities totaled \$62 million and \$28 million in the first quarters of 2011 and 2010, respectively. The increase in cash used in financing activities in the first quarter of 2011 was primarily driven by increases in the cash outlay for share repurchases and dividends paid to shareholders. Indemnity repurchased 0.5 million shares of its Class A nonvoting common stock in conjunction with its stock repurchase program at a total cost of \$36 million in the first quarter of 2011. In the first quarter of 2010, shares repurchased under this program totaled 0.1 million at a total cost of \$3 million. In December 2010, our Board of Directors approved a continuation of the current stock repurchase program for a total of \$150 million. Indemnity had approximately \$109.7 million of repurchase authority remaining under this program at March 31, 2011.

Dividends paid to shareholders totaled \$26 million in the first quarter of 2011, compared to \$25 million in the first quarter of 2010. Indemnity increased both its Class A and Class B shareholder quarterly dividends by 7.3% in 2011, compared to 2010. There are no regulatory restrictions on the payment of dividends to Indemnity's shareholders.

Capital Outlook

We regularly prepare forecasts evaluating the current and future cash requirements of Indemnity and the Exchange for both normal and extreme risk events. Should an extreme risk event result in a cash requirement exceeding normal cash flows, we have the ability to meet our future funding requirements through various alternatives available to us.

Indemnity – Outside of Indemnity's normal operating and investing cash activities, future funding requirements could be met through 1) Indemnity's cash and cash equivalents, which total approximately \$86 million at March 31, 2011, 2) a \$100 million bank line of credit held by Indemnity, and 3) liquidation of assets held in Indemnity's investment portfolio, including common stock, preferred stock and investment grade bonds which totaled approximately \$558 million at March 31, 2011. Volatility in the financial markets could impair Indemnity's ability to sell certain of its fixed income securities or cause such securities to sell at deep discounts. Additionally, Indemnity has the ability to curtail or modify discretionary cash outlays such as those related to shareholder dividends and share repurchase activities.

Indemnity had no borrowings under its line of credit at March 31, 2011. At March 31, 2011, bonds with fair values of \$134 million were pledged as collateral. These securities have no restrictions. The bank requires compliance with certain covenants, which include minimum net worth and leverage ratios. Indemnity was in compliance with its bank covenants at March 31, 2011.

Prior to and through December 31, 2010, the underwriting results retained by EIC and ENY and the investment results of EIC, ENY and EPC accrued to the benefit of the Indemnity shareholder interest. Due to the sale of Indemnity's property and casualty subsidiaries to the Exchange on December 31, 2010, all property and casualty underwriting results and all investment results for these companies accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after December 31, 2010. The net cash provided from these entities by operating activities totaled \$3 million for the three months ended March 31, 2010. These operating cash flows will accrue to the benefit of the subscribers (policyholders) of the Exchange, or noncontrolling interest, in 2011 and thereafter. (See Item 1. "Financial Statements - Note 1, Nature of Operations," contained within this report.)

Exchange – Outside of the Exchange's normal operating and investing cash activities, future funding requirements could be met through 1) the Exchange's cash and cash equivalents, which total approximately \$125 million at March 31, 2011, 2) a \$200 million bank revolving line of credit held by the Exchange, and 3) liquidation of assets held in the Exchange's investment portfolio, including common stock, preferred stock and investment grade bonds which totaled approximately \$9.9 billion at March 31, 2011. Volatility in the financial markets could impair the Exchange's ability to sell certain of its fixed income securities or cause such securities to sell at deep discounts.

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The Exchange had no borrowings under its line of credit at March 31, 2011. At March 31, 2011, bonds with fair values of \$258 million were pledged as collateral. These securities have no restrictions. The bank requires compliance with certain covenants, which include statutory surplus and risk based capital ratios. The Exchange was in compliance with its bank covenants at March 31, 2011.

Indemnity has no rights to the assets, capital, or line of credit of the Exchange and, conversely, the Exchange has no rights to the assets, capital, or line of credit of Indemnity. We believe we have the funding sources available to us to support cash flow requirements in 2011.

Off-balance sheet arrangements

Off-balance sheet arrangements include those with unconsolidated entities that may have a material current or future effect on our financial condition or results of operations, including material variable interests in unconsolidated entities that conduct certain activities. We have no material off-balance sheet obligations or guarantees, other than our limited partnership investment commitments.

Surplus notes

Indemnity holds a surplus note for \$25 million from EFL that is payable on demand on or after December 31, 2018 with prior approval of the Pennsylvania Insurance Commissioner. EFL accrued interest to Indemnity on the surplus note of \$0.4 million through March 31, 2011 and 2010. No other interest is charged or received on this intercompany balance due to the timely settlement terms and nature of the note.

The Exchange holds a surplus note for \$20 million from EFL that is payable on demand on or after December 31, 2025 with prior approval of the Pennsylvania Insurance Commissioner. EFL accrued interest to the Exchange on the surplus note of \$0.3 million through March 31, 2011 and 2010. No other interest is charged or received on this intercompany balance due to the timely settlement terms and nature of the note.

CRITICAL ACCOUNTING ESTIMATES

We make estimates and assumptions that have a significant effect on the amounts and disclosures reported in the financial statements. The most significant estimates relate to the valuation of investments, reserves for property/casualty insurance unpaid losses and loss adjustment expenses, life insurance and annuity policy reserves, deferred acquisition costs related to life insurance and investment-type contracts, deferred taxes and retirement benefits. While management believes its estimates are appropriate, the ultimate amounts may differ from estimates provided. Our most critical accounting estimates are described in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," for the year ended December 31, 2010 of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 24, 2011. See Item 1. "Financial Statements - Note 6, Fair Value," contained within this report for additional information on our valuation of investments.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is primarily related to fluctuations in prices and interest rates. Quantitative and qualitative disclosures about market risk resulting from changes in prices and interest rates for the year ended December 31, 2010 are included in Item 7A. "Quantitative and Qualitative Disclosures About Market Risk," of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 24, 2011. There have been no material changes that impact our portfolio or reshape our periodic investment reviews of asset allocations during the three months ended March 31, 2011. For a recent discussion of conditions surrounding our investment portfolio, see the "Operating Overview," "Investment Operations," and "Financial Condition, Investments" discussions contained in Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations," within this report.

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ITEM 4. CONTROLS AND PROCEDURES

We carried out an evaluation, with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (pursuant to Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Our management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, any change in our

internal control over financial reporting and determined there has been no change in our internal control over financial reporting during the three months ended March 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 as filed with the Securities and Exchange Commission on February 24, 2011.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table summarizes Indemnity's Class A common stock repurchased each month, based upon trade date, during the quarter ended March 31, 2011:

<i>(dollars in millions, except per share data)</i>				Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	
January 1 – 31, 2011	168,431	\$65.86	168,431	
February 1 – 28, 2011	186,436	\$68.65	186,436	
March 1 – 31, 2011	174,157	\$70.24	174,157	
Total	529,024		529,024	\$109.7

In December 2010, our Board of Directors approved a continuation of the current stock repurchase program, authorizing repurchases for a total of \$150 million with no time limitation.

ITEM 5. OTHER INFORMATION

On April 1, 2011, we entered into an Indemnification Agreement with George D. Dufala, our Executive Vice President – Services, and John F. Kearns, our Executive Vice President – Sales & Marketing. A copy of these agreements is filed herewith as Exhibit 10.4 and 10.5, respectively.

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	Services Agreement between Erie Indemnity Company and Erie Family Life Insurance Company effective March 31, 2011. Such exhibit is incorporated by reference to the like titled exhibit in the Registrant's Form 8-K that was filed with the Commission on March 31, 2011.
10.2	Third Amendment to Erie Indemnity Company Annual Incentive Plan (As Amended and Restated Effective as of January 1, 2009) dated February 24, 2011.
10.3	First Amendment to Erie Indemnity Company Long-Term Incentive Plan (As Amended and Restated Effective as of January 1, 2009) dated February 24, 2011.
10.4	Indemnification Agreement by and between Erie Indemnity Company and George D. Dufala dated April 1, 2011.
10.5	Indemnification Agreement by and between Erie Indemnity Company and John F. Kearns dated April 1, 2011.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Erie Indemnity Company
(Registrant)

Date: May 5, 2011

By: /s/ Terrence W. Cavanaugh
Terrence W. Cavanaugh, President & CEO

By: /s/ Marcia A. Dall
Marcia A. Dall, Executive Vice President & CFO

by /s/ James J. Tanous
James J. Tanous
Executive Vice President,
Secretary and General Counsel

by /s/ James J. Tanous
James J. Tanous
Executive Vice President,
Secretary and General Counsel

EXHIBIT 10.4

INDEMNIFICATION AGREEMENT

This INDEMNIFICATION AGREEMENT is made as of April 1, 2011, by and between **ERIE INDEMNITY COMPANY**, a Pennsylvania business corporation (the “Company”), and **GEORGE D. DUFALA** (the “Indemnified Person”).

INTRODUCTION

It is essential to the Company to attract and retain as officers the most capable persons available.

The Company wishes the Indemnified Person to continue to serve as an officer of the Company and the Indemnified Person is willing to continue in such position with the indemnification and other rights provided hereby.

In recent years, litigation seeking to impose liability on directors and officers of publicly-held corporations has become more frequent. Such litigation is extremely expensive to defend. The possibility of liability for extremely large sums is a deterrent to persons accepting positions of responsibility with a public corporation.

The Indemnified Person is deeply concerned regarding this situation, as well as the adequacy of the indemnification available under the Company’s bylaws. It is therefore of critical importance to the Indemnified Person that adequate provisions be made for advancing costs and expenses of legal defense.

In recognition of the foregoing, the Company wishes to provide in this Agreement for the indemnification of, and the advancement of expenses to, the Indemnified Person to the fullest extent (whether partial or complete) permitted by Pennsylvania law and as set forth in this Agreement, and, to the extent insurance is maintained, for the continued coverage of the Indemnified Person under the Company’s directors’ and officers’ liability insurance policies.

NOW, THEREFORE, in consideration of the premises and of the Indemnified Person continuing to serve the Company, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE ONE INTERPRETIVE RULES; DEFINITIONS

Section 1.1. General Interpretive Rules.

For purposes of this Agreement, except as otherwise expressly provided or unless the context otherwise requires, (i) terms defined in this Article have the meanings assigned to them in this Article and include the plural as well as the singular; (ii) references herein to “Sections” without reference to a document are to designated Sections of this Agreement; (iii) “including” means “including but not limited to;” and (iv) “herein,” “hereof,” “hereunder” and

other words of similar import refer to this Agreement as a whole and not to any particular provision.

Section 1.2. Definitions.

Agreement means this Indemnification Agreement as executed by the parties hereto as of the date first written above or, if amended, as amended.

Board means the Board of Directors of the Company.

Derivative Proceeding means a Proceeding brought by or in the right of the Company or one of its subsidiaries to procure a judgment in its favor.

Entity means a corporation, business, general or limited partnership, limited liability partnership, limited liability company, reciprocal insurance exchange, joint venture, trust, employee benefit plan or trust, or other enterprise.

Fine means any fine, penalty or, with respect to an employee benefit plan, any excise tax or penalty assessed with respect thereto.

Litigation Costs means reasonable costs, charges and expenses, including attorneys’ fees, reasonably incurred in the investigation, defense or prosecution of or other involvement in any Proceeding and any appeal therefrom, and the reasonable costs of appeal, attachment and similar bonds.

Losses means the total amount which the Indemnified Person becomes legally obligated to pay in connection with any Proceeding, including judgments, Fines, amounts paid in settlement and Litigation Costs.

Proceeding means any threatened, pending or completed action, suit, proceeding or investigation, whether of a civil, criminal, administrative or investigative (whether external or internal to the Company) nature, and whether formal or informal, in which the Indemnified Person is or was a director, officer or employee of the Company, or is or was serving at the request of the Company as a director, officer, partner, member, employee, agent or trustee of another Entity.

ARTICLE TWO INDEMNIFICATION

Section 2.1. Proceedings by Third Parties.

The Company shall indemnify the Indemnified Person if he was or is a party or is threatened to be made a party to a Proceeding (other than a Derivative Proceeding) against Losses incurred in connection with such Proceeding to the fullest extent permitted by Pennsylvania law.

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Section 2.2. Derivative Proceedings.

(a) Except as provided in Section 2.2(b), the Company shall indemnify the Indemnified Person if he was or is a party to, or is threatened to be made a party to, or otherwise involved in, a Derivative Proceeding against amounts paid in settlement and Litigation Costs incurred in connection with the defense or settlement of such Derivative Proceeding to the fullest extent permitted by Pennsylvania law.

(b) No indemnification under Section 2.2(a) shall be made in respect of any claim, issue or matter in a Derivative Proceeding as to which the Indemnified Person shall have been adjudged to be liable to the Company unless and only to the extent that a court of competent jurisdiction or the court in which such Proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Indemnified Person is fairly and reasonably entitled to indemnity for the expenses that a court of competent jurisdiction or other court deems proper.

Section 2.3. No Presumptions Based on Manner Proceeding is Terminated.

The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnified Person is not entitled to indemnification or the advancement of Litigation Costs to the fullest extent permitted by Pennsylvania law.

Section 2.4. Indemnification for Expenses of Successful Party.

Notwithstanding any other provision hereof, to the extent that the Indemnified Person has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, he shall be indemnified against Litigation Costs actually and reasonably incurred by the Indemnified Person in connection therewith.

Section 2.5. Advances of Litigation Costs.

At the request of the Indemnified Person, Litigation Costs incurred by the Indemnified Person in any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding to the fullest extent permitted by Pennsylvania law with the undertaking of the Indemnified Person, which undertaking is hereby given, to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Company as authorized by Pennsylvania law.

Section 2.6. Determination of Right to Indemnification or Advancing of Expenses Upon Application; Procedure Upon Application.

(a) Indemnification under Sections 2.1 and 2.2 shall be made promptly, and in any event within 90 days of the Indemnified Person's written request therefore, unless a determination is made reasonably and within such 90-day period by the Company, in the manner provided in Section 2.6(b), that the Indemnified Person is not entitled to indemnification under Pennsylvania law.

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(b) The determination to be made by the Company under Section 2.6(a) shall be based on the facts known at the time and shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the Proceeding ("disinterested directors"); (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion;

or (iii) if such a quorum is obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (iv) by the shareholders of the Company.

(c) The right to indemnification hereunder shall be enforceable by the Indemnified Person in any court of competent jurisdiction if the Indemnified Person's claim therefore is denied, in whole or in part, in the manner provided herein, or if no disposition of such claim is made within the aforesaid 90-day period.

(d) It shall be a defense to an action under Section 2.6(c) that the Indemnified Person has not met the standards of conduct under Pennsylvania law which make it permissible hereunder for the Company to indemnify the Indemnified Person for the amount claimed, but the burden of proving such defense shall be on the Company. Neither the failure of the Company (including the Board, independent legal counsel, or its shareholders, as the case may be) to have made a determination prior to the commencement of such action that indemnification of the Indemnified Person is proper in the circumstances because the Indemnified Person has met the applicable standards of conduct under Pennsylvania law, nor an actual determination by the Company (including the Board, independent legal counsel, or its shareholders, as the case may be) that the Indemnified Person had not met such applicable standards of conduct, shall be a defense to the Indemnified Person's action or create a presumption that the Indemnified Person had not met the applicable standards of conduct.

(e) The Indemnified Person's Litigation Costs incurred in connection with successfully establishing his right to indemnification or advances, in whole or in part, shall also be indemnified by the Company.

(f) With respect to any Proceeding (other than a Derivative Proceeding) for which indemnification is requested, the Company will be entitled to participate therein at its own expense and, except as otherwise provided below, the Company may assume the defense thereof, with counsel satisfactory to the Indemnified Person. After notice from the Company to the Indemnified Person of its election to assume the defense of a Proceeding, the Company will not be liable to the Indemnified Person under this Agreement for any Litigation Costs subsequently incurred by the Indemnified Person in connection with the defense thereof, other than as provided below. The Company shall not settle any Proceeding in any manner which would impose any penalty or limitation on the Indemnified Person without his written consent. The Indemnified Person shall have the right to employ counsel in any Proceeding but the fees and expenses of such counsel incurred after notice from the Company of its assumption of the defense of the Proceeding shall be at the expense of the Indemnified Person, unless (i) the employment of counsel by the Indemnified Person has been authorized by the Company; (ii) the Indemnified Person shall have reasonably concluded that there may be a conflict of interest between the Company and the Indemnified Person in the conduct of the defense of a Proceeding; or (iii) the Company shall not in fact have employed counsel to assume the defense of a

Proceeding, in each of which cases the fees and expenses of the Indemnified Person's counsel shall be advanced by the Company.

Section 2.7. Exclusions.

(a) The Company shall not be liable to make any payment hereunder (whether in the nature of indemnification or contribution) to the extent payment is actually made to the Indemnified Person under a valid, enforceable and collectible insurance policy (the "Insurance Policy"). If the Indemnified Person is required to pay any amount that the Company is obligated to pay hereunder except for the exclusion in this subsection, before payment is reasonably expected to be made under the Insurance Policy, the Company shall promptly advance the amount the Indemnified Person is required to pay for which the Company is liable hereunder. Any advance by the Company shall be made with the undertaking of the Indemnified Person, which hereby is given, that the Indemnified Person shall immediately pay over to the Company, from the funds the Indemnified Person later receives under the Insurance Policy, an amount equal to the amount which the Company advanced pursuant to this subsection.

(b) The Company shall not be liable hereunder for amounts paid in settlement of a Proceeding effected without its written consent, which consent may not be unreasonably withheld. Without intending to limit the circumstances in which it would be unreasonable for the Company to withhold its consent to a settlement, the parties agree that it would be unreasonable for the Company to withhold its consent (i) to a settlement in an amount that did not exceed, in the judgment of the Board, the estimated amount of Litigation Costs of the Indemnified Person to litigate the Proceeding to conclusion or (ii) with respect to a Proceeding other than a Derivative Proceeding, to any settlement proposed by the Indemnified Person unless a determination is made reasonably and within 90 days of being proposed by the Company, in the manner provided in Section 2.6(b), that the Indemnified Person is not entitled to indemnification under Pennsylvania law.

(c) The Company shall not be liable hereunder for any Fine imposed by law which the Company is prohibited by applicable law from paying as indemnity or otherwise.

(d) Indemnification pursuant to this Agreement shall not be made by the Company in any case where the Indemnified Person's act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2.8. Contribution.

In order to provide for just and equitable contribution in circumstances in which the indemnification provided for herein is held by a court of competent jurisdiction to be unavailable to the Indemnified Person in whole or part, the parties agree that, in such event, the Company shall contribute to the payment of the Indemnified Person's Losses in an amount that is just and equitable in the circumstances, taking into account, among other things, contributions by other directors and officers of the Company pursuant to indemnification agreements to which they are parties with the Company or otherwise. The Company and the Indemnified Person agree that, in the absence of personal enrichment of the Indemnified Person, or acts of intentional

fraud or dishonesty or criminal conduct on the part of the Indemnified Person, it would not be just and equitable for the Indemnified Person to contribute to the payment of Losses arising out of a Proceeding (including a Derivative Proceeding) in an amount greater than: (i) in a case where the Indemnified Person is a director of the Company or any of its subsidiaries but not an officer of either, the amount of all annual Board and committee retainers and meeting fees paid to the Indemnified Person for serving as a director during the 12 months preceding the commencement of such Proceeding; or (ii) in a case where the Indemnified Person is a director of the Company or any of its subsidiaries and is an officer of either, the amount set forth in clause (i) plus 5% of the annual base salary paid to the Indemnified Person for serving as such officer(s) during the 12 months preceding the commencement of such Proceeding; or (iii) in a case where the Indemnified Person is only an officer of the Company or any of its subsidiaries, 5% of the annual base salary paid to the Indemnified Person for serving as such officer(s) during the 12 months preceding the commencement of such Proceeding. The Company shall contribute to the payment of Losses covered hereby to the extent not payable by the Indemnified Person pursuant to the contribution provisions set forth in the preceding sentence.

Section 2.9. Notice to the Company; Cooperation.

(a) The Indemnified Person shall give the Company notice, as soon as practicable, of any claim made against the Indemnified Person for which indemnification will be or could be sought hereunder.

(b) The Indemnified Person shall give the Company such cooperation and information as it may reasonably require in connection with any claim by the Indemnified Person hereunder.

Section 2.10. Other Rights and Remedies.

The rights provided hereby shall not be deemed exclusive of any other right to which the Indemnified Person may be entitled under any statute, applicable charter or bylaw provision, agreement, vote of shareholders or of disinterested directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in another capacity while holding such office, and shall continue after the Indemnified Person ceases to serve the Company in the position identified in the Introduction hereof.

Section 2.11. Serving at the Company's Request.

References in Article Two to "serving at the request of the Company" include service with respect to any employee benefit plan or trust, its participants or beneficiaries.

Section 2.12. Proceedings Initiated by the Indemnified Person.

No payment pursuant to this Agreement shall be made by the Company to indemnify or advance funds to the Indemnified Person for Litigation Costs with respect to Proceedings initiated, brought, participated in or joined in voluntarily by the Indemnified Person and not by way of affirmative defense or counterclaim, except with respect to Proceedings brought to establish or enforce a right to indemnification or advancement of Litigation Costs under this Agreement or as otherwise required by Pennsylvania law, but such indemnification or

advancement of Litigation Costs may be provided by the Company in specific cases if, by majority vote, the Board of Directors finds it to be appropriate.

ARTICLE THREE MISCELLANEOUS

Section 3.1. Binding Effect.

This Agreement shall be binding upon all successors and assigns of the Company (including any transferee of all or substantially all of its assets and any successor by merger or operation of law) and shall inure to the benefit of the heirs, personal representatives and estate of the Indemnified Person.

Section 3.2. Savings Clause.

If all or any portion of any section hereof is held invalid or unenforceable on any ground by any court of competent jurisdiction, the Company nevertheless shall indemnify the Indemnified Person for his Losses to the full extent permitted by any applicable portion hereof that has not been held invalid or unenforceable or by any other applicable law.

Section 3.3. Governing Law.

The validity, construction, enforcement and interpretation of this Agreement shall be governed by the internal law (and not the law of conflicts) of Pennsylvania. This Agreement, in accordance with the Company's bylaws, is intended to indemnify and advance Litigation Costs to an Indemnified Person to the fullest extent permitted by Pennsylvania law. As used herein, "to the fullest extent permitted by Pennsylvania law" means to the fullest extent permitted by Pennsylvania law as the same exists or hereafter may be amended, but in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than such law permitted the Company to provide prior to such amendment.

Section 3.4. Effect of Headings.

The Introduction and Article and Section headings herein are for convenience only and shall not affect the construction hereof.

Section 3.5. Notices.

(a) Any notice, request or other communication hereunder to or on the Company or the Indemnified Person shall be in writing and delivered or sent by postage prepaid first-class mail, as follows: (i) if to the Company, addressed to Erie Indemnity Company, 100 Erie Insurance Place, Erie, Pennsylvania 16530, "Attention: Corporate Secretary;" and (ii) if to the Indemnified Person, addressed to the Indemnified Person at the address shown on the signature page hereof.

(b) Either address referred to in the preceding subsection may be changed from time to time and shall be the most recent such address furnished in writing by the party

whose address has changed to the other party in the manner specified in the preceding subsection.

Section 3.6. Counterparts.

This Agreement may be executed in any number of counterparts. Each counterpart of an agreement so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument. In making proof of this Agreement, it shall not be necessary to produce or account for more than one counterpart.

Section 3.7. Subrogation.

In the event of payment under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnified Person, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of those documents necessary to enable the Company effectively to bring suit to enforce such rights.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first written above.

ERIE INDEMNITY COMPANY

By: /s/ Terrence W. Cavanaugh
Name: Terrence W. Cavanaugh
Title: President and CEO

INDEMNIFIED PERSON

/s/ George D. Dufala
Name: George D. Dufala
Address: 4896 Thoroughbred Loop
Erie, PA 16506

EXHIBIT 10.5

INDEMNIFICATION AGREEMENT

This INDEMNIFICATION AGREEMENT is made as of April 1, 2011, by and between **ERIE INDEMNITY COMPANY**, a Pennsylvania business corporation (the “Company”), and **JOHN F. KEARNS** (the “Indemnified Person”).

INTRODUCTION

It is essential to the Company to attract and retain as officers the most capable persons available.

The Company wishes the Indemnified Person to continue to serve as an officer of the Company and the Indemnified Person is willing to continue in such position with the indemnification and other rights provided hereby.

In recent years, litigation seeking to impose liability on directors and officers of publicly-held corporations has become more frequent. Such litigation is extremely expensive to defend. The possibility of liability for extremely large sums is a deterrent to persons accepting positions of responsibility with a public corporation.

The Indemnified Person is deeply concerned regarding this situation, as well as the adequacy of the indemnification available under the Company’s bylaws. It is therefore of critical importance to the Indemnified Person that adequate provisions be made for advancing costs and expenses of legal defense.

In recognition of the foregoing, the Company wishes to provide in this Agreement for the indemnification of, and the advancement of expenses to, the Indemnified Person to the fullest extent (whether partial or complete) permitted by Pennsylvania law and as set forth in this Agreement, and, to the extent insurance is maintained, for the continued coverage of the Indemnified Person under the Company’s directors’ and officers’ liability insurance policies.

NOW, THEREFORE, in consideration of the premises and of the Indemnified Person continuing to serve the Company, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE ONE INTERPRETIVE RULES; DEFINITIONS

Section 1.1. General Interpretive Rules.

For purposes of this Agreement, except as otherwise expressly provided or unless the context otherwise requires, (i) terms defined in this Article have the meanings assigned to them in this Article and include the plural as well as the singular; (ii) references herein to “Sections” without reference to a document are to designated Sections of this Agreement; (iii) “including” means “including but not limited to;” and (iv) “herein,” “hereof,” “hereunder” and

other words of similar import refer to this Agreement as a whole and not to any particular provision.

Section 1.2. Definitions.

Agreement means this Indemnification Agreement as executed by the parties hereto as of the date first written above or, if amended, as amended.

Board means the Board of Directors of the Company.

Derivative Proceeding means a Proceeding brought by or in the right of the Company or one of its subsidiaries to procure a judgment in its favor.

Entity means a corporation, business, general or limited partnership, limited liability partnership, limited liability company, reciprocal insurance exchange, joint venture, trust, employee benefit plan or trust, or other enterprise.

Fine means any fine, penalty or, with respect to an employee benefit plan, any excise tax or penalty assessed with respect thereto.

Litigation Costs means reasonable costs, charges and expenses, including attorneys’ fees, reasonably incurred in the investigation, defense or prosecution of or other involvement in any Proceeding and any appeal therefrom, and the reasonable costs of appeal, attachment and similar bonds.

Losses means the total amount which the Indemnified Person becomes legally obligated to pay in connection with any Proceeding, including judgments, Fines, amounts paid in settlement and Litigation Costs.

Proceeding means any threatened, pending or completed action, suit, proceeding or investigation, whether of a civil, criminal, administrative or investigative (whether external or internal to the Company) nature, and whether formal or informal, in which the Indemnified Person is or was a director, officer or employee of the Company, or is or was serving at the request of the Company as a director, officer, partner, member, employee, agent or trustee of another Entity.

ARTICLE TWO INDEMNIFICATION

Section 2.1. Proceedings by Third Parties.

The Company shall indemnify the Indemnified Person if he was or is a party or is threatened to be made a party to a Proceeding (other than a Derivative Proceeding) against Losses incurred in connection with such Proceeding to the fullest extent permitted by Pennsylvania law.

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Section 2.2. Derivative Proceedings.

(a) Except as provided in Section 2.2(b), the Company shall indemnify the Indemnified Person if he was or is a party to, or is threatened to be made a party to, or otherwise involved in, a Derivative Proceeding against amounts paid in settlement and Litigation Costs incurred in connection with the defense or settlement of such Derivative Proceeding to the fullest extent permitted by Pennsylvania law.

(b) No indemnification under Section 2.2(a) shall be made in respect of any claim, issue or matter in a Derivative Proceeding as to which the Indemnified Person shall have been adjudged to be liable to the Company unless and only to the extent that a court of competent jurisdiction or the court in which such Proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Indemnified Person is fairly and reasonably entitled to indemnity for the expenses that a court of competent jurisdiction or other court deems proper.

Section 2.3. No Presumptions Based on Manner Proceeding is Terminated.

The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnified Person is not entitled to indemnification or the advancement of Litigation Costs to the fullest extent permitted by Pennsylvania law.

Section 2.4. Indemnification for Expenses of Successful Party.

Notwithstanding any other provision hereof, to the extent that the Indemnified Person has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, he shall be indemnified against Litigation Costs actually and reasonably incurred by the Indemnified Person in connection therewith.

Section 2.5. Advances of Litigation Costs.

At the request of the Indemnified Person, Litigation Costs incurred by the Indemnified Person in any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding to the fullest extent permitted by Pennsylvania law with the undertaking of the Indemnified Person, which undertaking is hereby given, to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Company as authorized by Pennsylvania law.

Section 2.6. Determination of Right to Indemnification or Advancing of Expenses Upon Application; Procedure Upon Application.

(a) Indemnification under Sections 2.1 and 2.2 shall be made promptly, and in any event within 90 days of the Indemnified Person's written request therefore, unless a determination is made reasonably and within such 90-day period by the Company, in the manner provided in Section 2.6(b), that the Indemnified Person is not entitled to indemnification under Pennsylvania law.

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(b) The determination to be made by the Company under Section 2.6(a) shall be based on the facts known at the time and shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the Proceeding ("disinterested directors"); (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion;

or (iii) if such a quorum is obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (iv) by the shareholders of the Company.

(c) The right to indemnification hereunder shall be enforceable by the Indemnified Person in any court of competent jurisdiction if the Indemnified Person's claim therefore is denied, in whole or in part, in the manner provided herein, or if no disposition of such claim is made within the aforesaid 90-day period.

(d) It shall be a defense to an action under Section 2.6(c) that the Indemnified Person has not met the standards of conduct under Pennsylvania law which make it permissible hereunder for the Company to indemnify the Indemnified Person for the amount claimed, but the burden of proving such defense shall be on the Company. Neither the failure of the Company (including the Board, independent legal counsel, or its shareholders, as the case may be) to have made a determination prior to the commencement of such action that indemnification of the Indemnified Person is proper in the circumstances because the Indemnified Person has met the applicable standards of conduct under Pennsylvania law, nor an actual determination by the Company (including the Board, independent legal counsel, or its shareholders, as the case may be) that the Indemnified Person had not met such applicable standards of conduct, shall be a defense to the Indemnified Person's action or create a presumption that the Indemnified Person had not met the applicable standards of conduct.

(e) The Indemnified Person's Litigation Costs incurred in connection with successfully establishing his right to indemnification or advances, in whole or in part, shall also be indemnified by the Company.

(f) With respect to any Proceeding (other than a Derivative Proceeding) for which indemnification is requested, the Company will be entitled to participate therein at its own expense and, except as otherwise provided below, the Company may assume the defense thereof, with counsel satisfactory to the Indemnified Person. After notice from the Company to the Indemnified Person of its election to assume the defense of a Proceeding, the Company will not be liable to the Indemnified Person under this Agreement for any Litigation Costs subsequently incurred by the Indemnified Person in connection with the defense thereof, other than as provided below. The Company shall not settle any Proceeding in any manner which would impose any penalty or limitation on the Indemnified Person without his written consent. The Indemnified Person shall have the right to employ counsel in any Proceeding but the fees and expenses of such counsel incurred after notice from the Company of its assumption of the defense of the Proceeding shall be at the expense of the Indemnified Person, unless (i) the employment of counsel by the Indemnified Person has been authorized by the Company; (ii) the Indemnified Person shall have reasonably concluded that there may be a conflict of interest between the Company and the Indemnified Person in the conduct of the defense of a Proceeding; or (iii) the Company shall not in fact have employed counsel to assume the defense of a

Proceeding, in each of which cases the fees and expenses of the Indemnified Person's counsel shall be advanced by the Company.

Section 2.7. Exclusions.

(a) The Company shall not be liable to make any payment hereunder (whether in the nature of indemnification or contribution) to the extent payment is actually made to the Indemnified Person under a valid, enforceable and collectible insurance policy (the "Insurance Policy"). If the Indemnified Person is required to pay any amount that the Company is obligated to pay hereunder except for the exclusion in this subsection, before payment is reasonably expected to be made under the Insurance Policy, the Company shall promptly advance the amount the Indemnified Person is required to pay for which the Company is liable hereunder. Any advance by the Company shall be made with the undertaking of the Indemnified Person, which hereby is given, that the Indemnified Person shall immediately pay over to the Company, from the funds the Indemnified Person later receives under the Insurance Policy, an amount equal to the amount which the Company advanced pursuant to this subsection.

(b) The Company shall not be liable hereunder for amounts paid in settlement of a Proceeding effected without its written consent, which consent may not be unreasonably withheld. Without intending to limit the circumstances in which it would be unreasonable for the Company to withhold its consent to a settlement, the parties agree that it would be unreasonable for the Company to withhold its consent (i) to a settlement in an amount that did not exceed, in the judgment of the Board, the estimated amount of Litigation Costs of the Indemnified Person to litigate the Proceeding to conclusion or (ii) with respect to a Proceeding other than a Derivative Proceeding, to any settlement proposed by the Indemnified Person unless a determination is made reasonably and within 90 days of being proposed by the Company, in the manner provided in Section 2.6(b), that the Indemnified Person is not entitled to indemnification under Pennsylvania law.

(c) The Company shall not be liable hereunder for any Fine imposed by law which the Company is prohibited by applicable law from paying as indemnity or otherwise.

(d) Indemnification pursuant to this Agreement shall not be made by the Company in any case where the Indemnified Person's act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2.8. Contribution.

In order to provide for just and equitable contribution in circumstances in which the indemnification provided for herein is held by a court of competent jurisdiction to be unavailable to the Indemnified Person in whole or part, the parties agree that, in such event, the Company shall contribute to the payment of the Indemnified Person's Losses in an amount that is just and equitable in the circumstances, taking into account, among other things, contributions by other directors and officers of the Company pursuant to indemnification agreements to which they are parties with the Company or otherwise. The Company and the Indemnified Person agree that, in the absence of personal enrichment of the Indemnified Person, or acts of intentional

fraud or dishonesty or criminal conduct on the part of the Indemnified Person, it would not be just and equitable for the Indemnified Person to contribute to the payment of Losses arising out of a Proceeding (including a Derivative Proceeding) in an amount greater than: (i) in a case where the Indemnified Person is a director of the Company or any of its subsidiaries but not an officer of either, the amount of all annual Board and committee retainers and meeting fees paid to the Indemnified Person for serving as a director during the 12 months preceding the commencement of such Proceeding; or (ii) in a case where the Indemnified Person is a director of the Company or any of its subsidiaries and is an officer of either, the amount set forth in clause (i) plus 5% of the annual base salary paid to the Indemnified Person for serving as such officer(s) during the 12 months preceding the commencement of such Proceeding; or (iii) in a case where the Indemnified Person is only an officer of the Company or any of its subsidiaries, 5% of the annual base salary paid to the Indemnified Person for serving as such officer(s) during the 12 months preceding the commencement of such Proceeding. The Company shall contribute to the payment of Losses covered hereby to the extent not payable by the Indemnified Person pursuant to the contribution provisions set forth in the preceding sentence.

Section 2.9. Notice to the Company; Cooperation.

(a) The Indemnified Person shall give the Company notice, as soon as practicable, of any claim made against the Indemnified Person for which indemnification will be or could be sought hereunder.

(b) The Indemnified Person shall give the Company such cooperation and information as it may reasonably require in connection with any claim by the Indemnified Person hereunder.

Section 2.10. Other Rights and Remedies.

The rights provided hereby shall not be deemed exclusive of any other right to which the Indemnified Person may be entitled under any statute, applicable charter or bylaw provision, agreement, vote of shareholders or of disinterested directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in another capacity while holding such office, and shall continue after the Indemnified Person ceases to serve the Company in the position identified in the Introduction hereof.

Section 2.11. Serving at the Company's Request.

References in Article Two to "serving at the request of the Company" include service with respect to any employee benefit plan or trust, its participants or beneficiaries.

Section 2.12. Proceedings Initiated by the Indemnified Person.

No payment pursuant to this Agreement shall be made by the Company to indemnify or advance funds to the Indemnified Person for Litigation Costs with respect to Proceedings initiated, brought, participated in or joined in voluntarily by the Indemnified Person and not by way of affirmative defense or counterclaim, except with respect to Proceedings brought to establish or enforce a right to indemnification or advancement of Litigation Costs under this Agreement or as otherwise required by Pennsylvania law, but such indemnification or

advancement of Litigation Costs may be provided by the Company in specific cases if, by majority vote, the Board of Directors finds it to be appropriate.

ARTICLE THREE MISCELLANEOUS

Section 3.1. Binding Effect.

This Agreement shall be binding upon all successors and assigns of the Company (including any transferee of all or substantially all of its assets and any successor by merger or operation of law) and shall inure to the benefit of the heirs, personal representatives and estate of the Indemnified Person.

Section 3.2. Savings Clause.

If all or any portion of any section hereof is held invalid or unenforceable on any ground by any court of competent jurisdiction, the Company nevertheless shall indemnify the Indemnified Person for his Losses to the full extent permitted by any applicable portion hereof that has not been held invalid or unenforceable or by any other applicable law.

Section 3.3. Governing Law.

The validity, construction, enforcement and interpretation of this Agreement shall be governed by the internal law (and not the law of conflicts) of Pennsylvania. This Agreement, in accordance with the Company's bylaws, is intended to indemnify and advance Litigation Costs to an Indemnified Person to the fullest extent permitted by Pennsylvania law. As used herein, "to the fullest extent permitted by Pennsylvania law" means to the fullest extent permitted by Pennsylvania law as the same exists or hereafter may be amended, but in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than such law permitted the Company to provide prior to such amendment.

Section 3.4. Effect of Headings.

The Introduction and Article and Section headings herein are for convenience only and shall not affect the construction hereof.

Section 3.5. Notices.

(a) Any notice, request or other communication hereunder to or on the Company or the Indemnified Person shall be in writing and delivered or sent by postage prepaid first-class mail, as follows: (i) if to the Company, addressed to Erie Indemnity Company, 100 Erie Insurance Place, Erie, Pennsylvania 16530, "Attention: Corporate Secretary;" and (ii) if to the Indemnified Person, addressed to the Indemnified Person at the address shown on the signature page hereof.

(b) Either address referred to in the preceding subsection may be changed from time to time and shall be the most recent such address furnished in writing by the party

whose address has changed to the other party in the manner specified in the preceding subsection.

Section 3.6. Counterparts.

This Agreement may be executed in any number of counterparts. Each counterpart of an agreement so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument. In making proof of this Agreement, it shall not be necessary to produce or account for more than one counterpart.

Section 3.7. Subrogation.

In the event of payment under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnified Person, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of those documents necessary to enable the Company effectively to bring suit to enforce such rights.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first written above.

ERIE INDEMNITY COMPANY

By: /s/ Terrence W. Cavanaugh
Name: Terrence W. Cavanaugh
Title: President and CEO

INDEMNIFIED PERSON

/s/ John F. Kearns
Name: John F. Kearns
Address: 5804 Wind Chime Lane
Fairview, PA 16415

EXHIBIT 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Terrence W. Cavanaugh, Chief Executive Officer of Erie Indemnity Company, certify that:

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

Date: May 5, 2011

/s/ Terrence W. Cavanaugh

Terrence W. Cavanaugh, President & CEO

EXHIBIT 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Marcia A. Dall, Chief Financial Officer of Erie Indemnity Company, certify that:

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

Date: May 5, 2011

/s/ Marcia A. Dall

Marcia A. Dall, Executive Vice President & CFO

EXHIBIT 32

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

We, Terrence W. Cavanaugh, Chief Executive Officer of the Company, and Marcia A. Dall, Chief Financial Officer of the Company, certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. § 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarterly period March 31, 2011 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Terrence W. Cavanaugh

Terrence W. Cavanaugh
President & CEO

/s/ Marcia A. Dall

Marcia A. Dall
Executive Vice President & CFO

May 5, 2011

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Erie Indemnity Company and will be retained by Erie Indemnity Company and furnished to the Securities and Exchange Commission or its staff upon request.
