

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 September 30, 2015

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 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 46,189,068 at October 16, 2015.

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 2,542 at October 16, 2015.

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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 September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Revenues				
Premiums earned	\$ 1,472	\$ 1,355	\$ 4,308	\$ 3,962
Net investment income	120	115	360	335
Net realized investment (losses) gains	(292)	(85)	(243)	104
Net impairment losses recognized in earnings	(4)	(1)	(8)	(1)
Equity in earnings of limited partnerships	43	34	143	111
Other income	7	8	23	24
Total revenues	1,346	1,426	4,583	4,535
Benefits and expenses				
Insurance losses and loss expenses	939	935	2,975	3,095
Policy acquisition and underwriting expenses	367	341	1,076	987
Total benefits and expenses	1,306	1,276	4,051	4,082
Income from operations before income taxes and noncontrolling interest	40	150	532	453
Provision for income taxes	7	42	166	133
Net income	\$ 33	\$ 108	\$ 366	\$ 320
Less: Net (loss) income attributable to noncontrolling interest in consolidated entity – Exchange	(17)	61	221	178
Net income attributable to Indemnity	\$ 50	\$ 47	\$ 145	\$ 142
Earnings Per Share				
Net income attributable to Indemnity per share				
Class A common stock – basic	\$ 1.06	\$ 1.01	\$ 3.10	\$ 3.05
Class A common stock – diluted	\$ 0.94	\$ 0.90	\$ 2.75	\$ 2.71
Class B common stock – basic	\$ 160	\$ 151	\$ 466	\$ 458
Class B common stock – diluted	\$ 159	\$ 151	\$ 465	\$ 457
Weighted average shares outstanding attributable to Indemnity – Basic				
Class A common stock	46,189,068	46,189,068	46,189,068	46,267,694
Class B common stock	2,542	2,542	2,542	2,542
Weighted average shares outstanding attributable to Indemnity – Diluted				
Class A common stock	52,602,083	52,387,164	52,599,783	52,465,790
Class B common stock	2,542	2,542	2,542	2,542
Dividends declared per share				
Class A common stock	\$ 0.6810	\$ 0.6350	\$ 2.0430	\$ 1.9050
Class B common stock	\$ 102.1500	\$ 95.2500	\$ 306.4500	\$ 285.7500

See accompanying notes to Consolidated Financial Statements. See Note 12. "Indemnity Accumulated Other Comprehensive Loss," for amounts reclassified out of accumulated other comprehensive income (loss) into the Consolidated Statements of Operations. See Note 15. "Indemnity Supplemental Information," for supplemental statements of operations information.

ERIE INDEMNITY COMPANY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Net income	\$ 33	\$ 108	\$ 366	\$ 320
Other comprehensive (loss) income				
Change in unrealized holding (losses) gains on available-for-sale securities, net of tax benefit (expense) of \$22, \$32, \$66 and \$(48), respectively	(40)	(59)	(123)	89
Reclassification adjustment for gross losses (gains) included in net income, net of tax (expense) benefit of \$0, \$1, \$4 and \$8, respectively	1	(4)	(6)	(15)
Other comprehensive (loss) income	(39)	(63)	(129)	74
Comprehensive (loss) income	\$ (6)	\$ 45	\$ 237	\$ 394
Less: Comprehensive (loss) income attributable to noncontrolling interest in consolidated entity – Exchange	(55)	(1)	95	249
Total comprehensive income – Indemnity	<u>\$ 49</u>	<u>\$ 46</u>	<u>\$ 142</u>	<u>\$ 145</u>

See accompanying notes to Consolidated Financial Statements. See Note 12. "Indemnity Accumulated Other Comprehensive Loss," for supplemental statements of comprehensive income (loss) information.

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

	September 30, 2015	December 31, 2014
	(Unaudited)	
Assets		
Investments – Indemnity		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of \$581 and \$555, respectively)	\$ 588	\$ 564
Equity securities (cost of \$20 and \$24, respectively)	20	25
Limited partnerships (cost of \$77 and \$89, respectively)	95	113
Other invested assets	1	1
Investments – Exchange		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of \$9,106 and \$8,540, respectively)	9,392	9,007
Equity securities (cost of \$681 and \$788, respectively)	720	850
Trading securities, at fair value (cost of \$2,483 and \$2,289, respectively)	2,981	3,223
Limited partnerships (cost of \$649 and \$694, respectively)	832	866
Other invested assets	21	20
Total investments	14,650	14,669
Cash and cash equivalents (Exchange portion of \$496 and \$422, respectively)	618	514
Premiums receivable from policyholders – Exchange	1,417	1,281
Reinsurance recoverable – Exchange	162	161
Deferred income taxes – Indemnity	51	37
Deferred acquisition costs – Exchange	656	595
Other assets (Exchange portion of \$451 and \$374, respectively)	561	501
Total assets	\$ 18,115	\$ 17,758
Liabilities and shareholders’ equity		
Liabilities		
Indemnity liabilities		
Other liabilities	\$ 644	\$ 611
Exchange liabilities		
Losses and loss expense reserves	3,923	3,853
Life policy and deposit contract reserves	1,848	1,812
Unearned premiums	3,109	2,834
Deferred income taxes	283	490
Other liabilities	183	175
Total liabilities	9,990	9,775
Indemnity shareholders’ equity		
Class A common stock, stated value \$0.0292 per share; 74,996,930 shares authorized; 68,299,200 shares issued; 46,189,068 shares outstanding	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; 3,070 shares authorized; 2,542 shares issued and outstanding	0	0
Additional paid-in-capital	16	16
Accumulated other comprehensive loss	(121)	(118)
Retained earnings	1,999	1,949
Total contributed capital and retained earnings	1,896	1,849
Treasury stock, at cost, 22,110,132 shares held	(1,146)	(1,146)
Total Indemnity shareholders’ equity	750	703
Noncontrolling interest in consolidated entity – Exchange	7,375	7,280
Total equity	8,125	7,983
Total liabilities, shareholders’ equity, and noncontrolling interest	\$ 18,115	\$ 17,758

See accompanying notes to Consolidated Financial Statements. See Note 15. “Indemnity Supplemental Information,” for supplemental consolidating statements of financial position information.

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

	Nine months ended September 30,	
	2015	2014
Cash flows from operating activities		
Premiums collected	\$ 4,446	\$ 4,106
Net investment income received	397	362
Limited partnership distributions	115	95
Service agreement fee received	23	23
Commissions and bonuses paid to agents	(633)	(576)
Losses paid	(2,428)	(2,438)
Loss expenses paid	(393)	(378)
Other underwriting and acquisition costs paid	(518)	(519)
Income taxes paid	(346)	(126)
Net cash provided by operating activities	663	549
Cash flows from investing activities		
Purchase of investments:		
Fixed maturities	(2,201)	(1,825)
Preferred stock	(170)	(382)
Common stock	(897)	(766)
Limited partnerships	(101)	(82)
Sales/maturities of investments:		
Fixed maturity sales	859	490
Fixed maturity calls/maturities	742	685
Preferred stock	250	331
Common stock	912	944
Sale of and returns on limited partnerships	176	100
Net purchase of property and equipment	(45)	(29)
Net collections on agent loans	1	2
Net distributions on life policy loans	(1)	(1)
Net cash used in investing activities	(475)	(533)
Cash flows from financing activities		
Annuity deposits and interest	58	66
Annuity surrenders and withdrawals	(64)	(62)
Universal life deposits and interest	27	25
Universal life surrenders	(10)	(9)
Purchase of treasury stock	0	(20)
Dividends paid to shareholders	(95)	(89)
Net cash used in financing activities	(84)	(89)
Net increase (decrease) in cash and cash equivalents	104	(73)
Cash and cash equivalents at beginning of period	514	452
Cash and cash equivalents at end of period	\$ 618	\$ 379

See accompanying notes to Consolidated Financial Statements. See Note 15. "Indemnity Supplemental Information," for supplemental cash flow information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Nature of Operations

Erie Indemnity Company (“Indemnity”) is a publicly held Pennsylvania business corporation that has since its incorporation in 1925 served as the attorney-in-fact for the subscribers (policyholders) at the Erie Insurance Exchange (“Exchange”). The Exchange, which also commenced business in 1925, is a Pennsylvania-domiciled reciprocal insurer that writes property and casualty insurance.

Indemnity’s primary function, as attorney-in-fact, 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 individually by each subscriber (policyholder), which appoints Indemnity as their common attorney-in-fact to transact certain 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 (defined below), which are assumed by the Exchange under an intercompany pooling arrangement.

Indemnity has the power to direct the activities of the Exchange that most significantly impact the Exchange’s economic performance by acting as the common attorney-in-fact and decision maker for the subscribers (policyholders) at the Exchange.

The Exchange, together with 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”), operate as a property and casualty insurer and are collectively referred to as the “Property and Casualty Group”. The Property and Casualty Group operates in 12 Midwestern, Mid-Atlantic and Southeastern states and the District of Columbia.

Erie Family Life Insurance Company (“EFL”), a wholly owned subsidiary of the Exchange, operates as a life insurer that underwrites and sells individual and group life insurance policies and fixed annuities.

All property and casualty and life insurance operations are owned by the Exchange and Indemnity functions solely as the management company.

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 the “Erie Insurance Group” (“we,” “us,” “our”).

“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 subscribers (policyholders).

Note 2. Significant Accounting Policies

Basis of presentation

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.

Use of estimates

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 nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ended December 31, 2015. 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, 2014 as filed with the Securities and Exchange Commission on February 26, 2015.

Principles of consolidation

We consolidate the Exchange as a variable interest entity for which Indemnity is the primary beneficiary under *Accounting Standards Codification* ("ASC 810"), *Consolidation* which was adopted January 1, 2010. 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 are held by parties other than Indemnity (i.e. the Exchange's subscribers (policyholders)). Noncontrolling interests also include the Exchange subscribers' ownership interest in EFL.

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. ASC 810 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, 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 as defined in ASC 810 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 interest 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 Financial Statements.

Recently issued accounting standards

In February 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-02, "*Consolidation*", which changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships are variable interest entities and the consolidation analysis of reporting entities that are involved in variable interest entities, particularly those that have fee arrangements and related party relationships. All legal entities are subject to reevaluation under this revised consolidation model. ASU 2015-02 is effective for interim and annual periods beginning after December 15, 2015. Early adoption is permitted.

This guidance changed the conditions to be met in determining if a reporting entity has a variable interest in a legal entity. In accordance with the new accounting guidance, Indemnity is not deemed to have a variable interest in the Exchange as the fees paid for services provided to the Exchange no longer represent a variable interest. The compensation received from Indemnity's attorney-in-fact fee arrangement with the subscribers is for services provided by Indemnity acting in its role as attorney-in-fact and is commensurate with the level of effort required to perform those services. Under the previously issued accounting guidance, Indemnity was deemed to have a variable interest and was the primary beneficiary of the Exchange and the Exchange's financial position and operating results were consolidated with Indemnity. Following adoption of the new accounting guidance, the Exchange's results are no longer required to be consolidated with Indemnity.

Indemnity will adopt the amended guidance on a retrospective basis effective with our Form 10-K for the annual period ending December 31, 2015. Given the materiality of the Exchange's operations, no longer consolidating the Exchange's financial statements with Indemnity's will materially change our reporting entity's assets, liabilities, revenues, expenses, related footnote disclosures and the overall presentation of management's discussion and analysis. As the Exchange's equity is currently shown as a noncontrolling interest, the net income and equity attributable to the shareholders will be unchanged by this presentation.

In May 2015, the FASB issued ASU 2015-07, "*Fair Value Measurement*", which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient and limits the disclosure requirements. ASU 2015-07 is effective for annual and interim periods beginning after December 15, 2015. Early adoption is permitted. We will implement these amended disclosure requirements at December 31, 2015.

In May 2014, the FASB issued ASU 2014-09, "*Revenue from Contracts with Customers*". ASU 2014-09 clarifies the principles for recognizing revenue and provides a common revenue standard for GAAP. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Insurance contracts are not within the scope of this guidance. In August 2015, ASU 2015-14, "*Revenue from Contracts with Customers*", deferred the effective date of ASU 2014-09 to annual and interim reporting periods beginning after December 15, 2017. Earlier application is permitted only as of annual and interim reporting periods beginning after December 15, 2016. We do not expect the adoption of ASU 2014-09 related to the management fee and service agreement revenue to have a material impact on our consolidated financial statements.

Note 3. Indemnity Earnings Per Share

Class A and Class B basic earnings per share and Class B diluted earnings per share are calculated under the two-class method. The two-class method allocates earnings to each class of stock based upon its dividend rights. Class B shares are convertible into Class A shares at a conversion ratio of 2,400 to 1. See Note 11. “Indemnity Capital Stock”.

Class A diluted earnings per share are calculated under the if-converted method, which reflects the conversion of Class B shares to Class A shares. Diluted earnings per share calculations include the dilutive effect of assumed issuance of stock-based awards under compensation plans using the treasury stock method.

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:

	Indemnity Shareholder Interest					
	Three months ended September 30,					
	2015			2014		
	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount
<i>(dollars in millions, except per share data)</i>						
Class A – Basic EPS:						
Income available to Class A stockholders	\$ 50	46,189,068	\$ 1.06	\$ 47	46,189,068	\$ 1.01
Dilutive effect of stock-based awards	0	312,215	—	0	97,296	—
Assumed conversion of Class B shares	0	6,100,800	—	0	6,100,800	—
Class A – Diluted EPS:						
Income available to Class A stockholders on Class A equivalent shares	\$ 50	52,602,083	\$ 0.94	\$ 47	52,387,164	\$ 0.90
Class B – Basic EPS:						
Income available to Class B stockholders	\$ 1	2,542	\$ 160	\$ 0	2,542	\$ 151
Class B – Diluted EPS:						
Income available to Class B stockholders	\$ 1	2,542	\$ 159	\$ 0	2,542	\$ 151
	Indemnity Shareholder Interest					
	Nine months ended September 30,					
	2015			2014		
	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount
<i>(dollars in millions, except per share data)</i>						
Class A – Basic EPS:						
Income available to Class A stockholders	\$ 144	46,189,068	\$ 3.10	\$ 141	46,267,694	\$ 3.05
Dilutive effect of stock-based awards	0	309,915	—	0	97,296	—
Assumed conversion of Class B shares	1	6,100,800	—	1	6,100,800	—
Class A – Diluted EPS:						
Income available to Class A stockholders on Class A equivalent shares	\$ 145	52,599,783	\$ 2.75	\$ 142	52,465,790	\$ 2.71
Class B – Basic EPS:						
Income available to Class B stockholders	\$ 1	2,542	\$ 466	\$ 1	2,542	\$ 458
Class B – Diluted EPS:						
Income available to Class B stockholders	\$ 1	2,542	\$ 465	\$ 1	2,542	\$ 457

Note 4. Variable Interest Entity

Erie Insurance 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. Therefore as defined in ASC 810, Indemnity is deemed to have a controlling financial interest in the Exchange and is considered to be its primary beneficiary.

Under ASC 810, 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. The Exchange's anticipated economic performance is the product of its underwriting results combined with its investment results. The fees paid to Indemnity under the subscriber's agreement impact the anticipated economic performance attributable to the Exchange's results. Indemnity earns a management fee from the Exchange for the services it provides as attorney-in-fact. Indemnity's management fee revenues are based upon 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 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.

The shareholders of Indemnity have no rights to the assets of the Exchange and no obligations arising from the liabilities of the Exchange. 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. If any of these events occurred, Indemnity's financial position, financial performance, and/or cash flows could be adversely impacted.

All property and casualty and life insurance operations are owned by the Exchange, and Indemnity functions solely as the management company.

Indemnity has not provided financial or other support to the Exchange for any of the reporting periods presented. At September 30, 2015, 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.

See discussion of recently issued accounting standards in Note 2, "Significant Accounting Policies" for the impact of the updated consolidation guidance (ASU 2015-02) on our reporting entity.

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, 2014 as filed with the Securities and Exchange Commission on February 26, 2015. 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.

Management operations

Our management operations segment consists of Indemnity 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 a management fee from the Exchange for providing certain sales, underwriting, and policy issuance services. Management fee revenue, which is eliminated upon 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 upon consolidation, the amount of the fee directly impacts the allocation of our consolidated net income between the 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 the Indemnity shareholder interest in net income.

Property and casualty insurance operations

Our property and casualty insurance operations segment includes personal and commercial lines. Personal lines consist primarily of private passenger 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 involuntary and ceded reinsurance business and run-off activity of the previously assumed voluntary reinsurance business. We evaluate profitability of the property and casualty insurance operations principally based upon net underwriting results represented by the combined ratio.

Life insurance operations

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 insurance operations. We evaluate profitability of the life insurance segment principally based upon segment net income, including 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. For the third quarters of 2015 and 2014, investment activities on life insurance related assets generated revenues of \$24 million and \$26 million, respectively, resulting in EFL reporting income before income taxes of \$11 million and \$10 million, respectively, before intercompany eliminations. For the nine months ended September 30, 2015 and 2014, investment activities on life insurance related assets generated revenues of \$74 million and \$79 million, respectively, resulting in EFL reporting income before income taxes of \$34 million and \$33 million, respectively, before intercompany eliminations.

Investment operations

The investment operations segment includes returns from our fixed maturity, equity security and limited partnership investment portfolios to support our underwriting business. The Indemnity and Exchange portfolios are managed with the objective of maximizing after-tax returns on a risk-adjusted basis, while the EFL portfolio is managed to be closely aligned to its liabilities and to maintain a sufficient yield to meet profitability targets. We actively evaluate the portfolios for impairments and record impairment writedowns on investments in instances where the fair value of the investment is substantially below cost, and it is concluded that the decline in fair value is other-than-temporary. 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 segment:

(in millions)	Erie Insurance Group					
	Three months ended September 30, 2015					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$ 1,447	\$ 25		\$ 0	\$ 1,472
Net investment income				\$ 123	(3)	120
Net realized investment losses				(292)		(292)
Net impairment losses recognized in earnings				(4)		(4)
Equity in earnings of limited partnerships				43		43
Management fee revenue	\$ 389				(389)	—
Service agreement and other revenue	7		0			7
Total revenues	396	1,447	25	(130)	(392)	1,346
Cost of management operations	328				(328)	—
Insurance losses and loss expenses		912	28		(1)	939
Policy acquisition and underwriting expenses		420	10		(63)	367
Total benefits and expenses	328	1,332	38	—	(392)	1,306
Income (loss) before income taxes	68	115	(13)	(130)	—	40
Provision for income taxes	24	40	(5)	(52)	—	7
Net income (loss)	\$ 44	\$ 75	\$ (8)	\$ (78)	\$ —	\$ 33

(in millions)	Erie Insurance Group					
	Three months ended September 30, 2014					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$ 1,333	\$ 22		\$ 0	\$ 1,355
Net investment income				\$ 118	(3)	115
Net realized investment losses				(85)		(85)
Net impairment losses recognized in earnings				(1)		(1)
Equity in earnings of limited partnerships				34		34
Management fee revenue	\$ 362				(362)	—
Service agreement and other revenue	8		0			8
Total revenues	370	1,333	22	66	(365)	1,426
Cost of management operations	308				(308)	—
Insurance losses and loss expenses		908	28		(1)	935
Policy acquisition and underwriting expenses		387	10		(56)	341
Total benefits and expenses	308	1,295	38	—	(365)	1,276
Income (loss) before income taxes	62	38	(16)	66	—	150
Provision for income taxes	22	13	(5)	12	—	42
Net income (loss)	\$ 40	\$ 25	\$ (11)	\$ 54	\$ —	\$ 108

(in millions)

Erie Insurance Group						
Nine months ended September 30, 2015						
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$ 4,239	\$ 69		\$ 0	\$ 4,308
Net investment income				\$ 369	(9)	360
Net realized investment losses				(243)		(243)
Net impairment losses recognized in earnings				(8)		(8)
Equity in earnings of limited partnerships				143		143
Management fee revenue	\$ 1,127				(1,127)	—
Service agreement and other revenue	22		1			23
Total revenues	1,149	4,239	70	261	(1,136)	4,583
Cost of management operations	958				(958)	—
Insurance losses and loss expenses		2,897	81		(3)	2,975
Policy acquisition and underwriting expenses		1,222	29		(175)	1,076
Total benefits and expenses	958	4,119	110	—	(1,136)	4,051
Income (loss) before income taxes	191	120	(40)	261	—	532
Provision for income taxes	67	42	(14)	71	—	166
Net income (loss)	\$ 124	\$ 78	\$ (26)	\$ 190	\$ —	\$ 366

(in millions)

Erie Insurance Group						
Nine months ended September 30, 2014						
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		\$ 3,899	\$ 64		\$ (1)	\$ 3,962
Net investment income				\$ 346	(11)	335
Net realized investment gains				104		104
Net impairment losses recognized in earnings				(1)		(1)
Equity in earnings of limited partnerships				111		111
Management fee revenue	\$ 1,047				(1,047)	—
Service agreement and other revenue	23		1			24
Total revenues	1,070	3,899	65	560	(1,059)	4,535
Cost of management operations	882				(882)	—
Insurance losses and loss expenses		3,016	83		(4)	3,095
Policy acquisition and underwriting expenses		1,132	28		(173)	987
Total benefits and expenses	882	4,148	111	—	(1,059)	4,082
Income (loss) before income taxes	188	(249)	(46)	560	—	453
Provision for income taxes	66	(87)	(16)	170	—	133
Net income (loss)	\$ 122	\$ (162)	\$ (30)	\$ 390	\$ —	\$ 320

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 upon 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 under current market conditions. Financial instruments are categorized based upon the following characteristics or inputs to the valuation techniques:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs for the asset or liability.

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 upon proprietary models and are used when observable inputs are not available or 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 upon corroborating information and our knowledge and monitoring of market conditions such as a disparity in price of comparable securities and/or non-binding broker quotes. In other circumstances, certain securities are internally priced because prices are not provided by the pricing service.

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 that we determine the proper classification level 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 as well as other observable inputs, such as data, and transaction volumes and believe that their prices adequately consider market activity in determining fair value. Our review process continues to evolve based upon accounting guidance and requirements.

When a price from the pricing service is not available, values are determined by obtaining broker/dealer quotes and/or market comparables. When available, we obtain multiple quotes for the same security. The ultimate value for these securities is determined based upon 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 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.

The following table represents our consolidated fair value measurements on a recurring basis by asset class and level of input at September 30, 2015:

(in millions)	Erie Insurance Group			
	September 30, 2015			
	Fair value measurements using:			
	Total	Quoted prices in active markets for identical assets Level 1	Observable inputs Level 2	Unobservable inputs Level 3
Indemnity				
Available-for-sale securities:				
States & political subdivisions	\$ 237	\$ 0	\$ 237	\$ 0
Corporate debt securities	245	0	245	0
Residential mortgage-backed securities	11	0	11	0
Commercial mortgage-backed securities	44	0	44	0
Collateralized debt obligations	46	0	41	5
Other debt securities	5	0	5	0
Total fixed maturities	588	0	583	5
Nonredeemable preferred stock	8	1	7	0
Common stock	12	12	0	0
Total available-for-sale securities	608	13	590	5
Other investments ⁽¹⁾	5	0	0	5
Total – Indemnity	\$ 613	\$ 13	\$ 590	\$ 10
Exchange				
Available-for-sale securities:				
U.S. treasury	\$ 8	\$ 0	\$ 8	\$ 0
Government sponsored enterprises	4	0	4	0
States & political subdivisions	1,476	0	1,476	0
Foreign government securities	86	0	86	0
Corporate debt securities	7,657	0	7,544	113
Residential mortgage-backed securities	30	0	30	0
Commercial mortgage-backed securities	29	0	29	0
Collateralized debt obligations	11	0	11	0
Other debt securities	91	0	80	11
Total fixed maturities	9,392	0	9,268	124
Nonredeemable preferred stock	623	310	307	6
Common stock	97	97	0	0
Total available-for-sale securities	10,112	407	9,575	130
Trading securities:				
Common stock	2,981	2,968	0	13
Total trading securities	2,981	2,968	0	13
Other investments ⁽¹⁾	48	0	0	48
Total – Exchange	\$ 13,141	\$ 3,375	\$ 9,575	\$ 191
Total – Erie Insurance Group	\$ 13,754	\$ 3,388	\$ 10,165	\$ 201
% of total assets at fair value	100.0%	24.6%	73.9%	1.5%

(1) Other investments measured at fair value represent four real estate funds included on the balance sheet as limited partnership investments that are reported under the fair value option. These investments can never be redeemed with the funds. Instead, distributions are received when liquidation of the underlying assets of the funds occur. It is estimated that the underlying assets will generally be liquidated between 5 and 10 years from the inception of the funds. The fair value of these investments is based on the net asset value (NAV) information provided by the general partner. Fair value is based on our proportionate share of the NAV based on the most recent partners' capital statements received from the general partners, which is generally one quarter prior to our balance sheet date. These values are then analyzed to determine if the NAV represents fair value at our balance sheet date, with adjustment being made where appropriate. We consider observable market data and perform a review validating the appropriateness of the NAV at each balance sheet date. It is likely that all of the investments will be redeemed at a future date for an amount different than the NAV of our ownership interest in partners' capital as of September 30, 2015. During the nine months ended September 30, 2015, Indemnity made no contributions and received distributions totaling \$3.1 million, and the Exchange made no contributions and received distributions totaling \$28.4 million for these investments. As of September 30, 2015, the amount of unfunded commitments related to the investments was \$0.6 million for Indemnity and \$1.7 million for the Exchange.

The following table represents our consolidated fair value measurements on a recurring basis by asset class and level of input at December 31, 2014:

(in millions)	Erie Insurance Group			
	December 31, 2014			
	Fair value measurements using:			
	Total	Quoted prices in active markets for identical assets Level 1	Observable inputs Level 2	Unobservable inputs Level 3
Indemnity				
Available-for-sale securities:				
States & political subdivisions	\$ 231	\$ 0	\$ 231	\$ 0
Corporate debt securities	234	0	234	0
Residential mortgage-backed securities	8	0	8	0
Commercial mortgage-backed securities	51	0	51	0
Collateralized debt obligations	33	0	33	0
Other debt securities	7	0	7	0
Total fixed maturities	564	0	564	0
Nonredeemable preferred stock	12	2	10	0
Common stock	13	13	0	0
Total available-for-sale securities	589	15	574	0
Other investments ⁽¹⁾	8	0	0	8
Total – Indemnity	\$ 597	\$ 15	\$ 574	\$ 8
Exchange				
Available-for-sale securities:				
U.S. treasury	\$ 6	\$ 0	\$ 6	\$ 0
Government sponsored enterprises	4	0	4	0
States & political subdivisions	1,477	0	1,477	0
Foreign government securities	10	0	10	0
Corporate debt securities	7,289	0	7,202	87
Residential mortgage-backed securities	111	0	111	0
Commercial mortgage-backed securities	30	0	30	0
Collateralized debt obligations	11	0	11	0
Other debt securities	69	0	57	12
Total fixed maturities	9,007	0	8,908	99
Nonredeemable preferred stock	710	328	381	1
Common stock	140	140	0	0
Total available-for-sale securities	9,857	468	9,289	100
Trading securities:				
Common stock	3,223	3,208	0	15
Total trading securities	3,223	3,208	0	15
Other investments ⁽¹⁾	71	0	0	71
Total – Exchange	\$ 13,151	\$ 3,676	\$ 9,289	\$ 186
Total – Erie Insurance Group	\$ 13,748	\$ 3,691	\$ 9,863	\$ 194
% of total assets at fair value	100.0%	26.9%	71.7%	1.4%

(1) Other investments measured at fair value represent four real estate funds included on the balance sheet as limited partnership investments that are reported under the fair value option. These investments can never be redeemed with the funds. Instead, distributions are received when liquidation of the underlying assets of the funds occur. It is estimated that the underlying assets will generally be liquidated between 5 and 10 years from the inception of the funds. The fair value of these investments is based on the net asset value (NAV) information provided by the general partner. Fair value is based on our proportionate share of the NAV based on the most recent partners' capital statements received from the general partners, which is generally one quarter prior to our balance sheet date. These values are then analyzed to determine if the NAV represents fair value at our balance sheet date, with adjustment being made where appropriate. We consider observable market data and perform a review validating the appropriateness of the NAV at each balance sheet date. It is likely that all of the investments will be redeemed at a future date for an amount different than the NAV of our ownership interest in partners' capital as of December 31, 2014. During the year ended December 31, 2014, Indemnity made no contributions and received distributions totaling \$12.9 million, and the Exchange made no contributions and received distributions totaling \$41.5 million for these investments. As of December 31, 2014, the amount of unfunded commitments related to the investments was \$0.6 million for Indemnity and \$1.7 million for the Exchange.

Level 3 Assets – Quarterly Change:

	Erie Insurance Group							
(in millions)	Beginning balance at June 30, 2015	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3	Ending balance at September 30, 2015	
Indemnity								
Available-for-sale securities:								
Corporate debt securities	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
Collateralized debt obligations	1	0	0	4	0	0	5	
Total fixed maturities	1	0	0	4	0	0	5	
Total available-for-sale securities	1	0	0	4	0	0	5	
Other investments	6	1	0	0	(2)	0	5	
Total Level 3 assets – Indemnity	\$ 7	\$ 1	\$ 0	\$ 4	\$ (2)	\$ 0	\$ 10	
Exchange								
Available-for-sale securities:								
Corporate debt securities	\$ 74	\$ 0	\$ (2)	\$ 41	\$ (1)	\$ 1	\$ 113	
Other debt securities	11	0	0	0	0	0	11	
Total fixed maturities	85	0	(2)	41	(1)	1	124	
Nonredeemable preferred stock	1	0	0	0	0	5	6	
Total available-for-sale securities	86	0	(2)	41	(1)	6	130	
Trading securities:								
Common stock	13	0	0	0	0	0	13	
Total trading securities	13	0	0	0	0	0	13	
Other investments	53	2	0	0	(7)	0	48	
Total Level 3 assets – Exchange	\$ 152	\$ 2	\$ (2)	\$ 41	\$ (8)	\$ 6	\$ 191	
Total Level 3 assets – Erie Insurance Group	\$ 159	\$ 3	\$ (2)	\$ 45	\$ (10)	\$ 6	\$ 201	

(1) These amounts are reported in the Consolidated Statement of Operations. There is \$3 million included in equity in earnings of limited partnerships for the three months ended September 30, 2015 on Level 3 securities.

We review the fair value hierarchy classifications each reporting period. Transfers between hierarchy levels may occur due to changes in the available market observable inputs. Transfers in and out of level classifications are reported as having occurred at the beginning of the quarter in which the transfers occurred.

For Indemnity, there were no transfers between Level 1 and Level 2 or from Level 3 to Level 2 for the three months ended September 30, 2015. Level 2 to Level 3 transfers totaled \$0.1 million for one fixed maturity holding due to the use of unobservable inputs to determine the fair value at September 30, 2015.

For the Exchange, there were no transfers between Level 1 and Level 2 or from Level 3 to Level 2 for the three months ended September 30, 2015. Level 2 to Level 3 transfers totaled \$6 million for two fixed maturity holdings and one preferred stock holding due to the use of unobservable inputs to determine the fair value at September 30, 2015.

Level 3 Assets – Year-to-Date Change:

	Erie Insurance Group							
(in millions)	Beginning balance at December 31, 2014	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3	Ending balance at September 30, 2015	
Indemnity								
Available-for-sale securities:								
Corporate debt securities	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
Collateralized debt obligations	0	0	0	5	0	0	5	
Total fixed maturities	0	0	0	5	0	0	5	
Total available-for-sale securities	0	0	0	5	0	0	5	
Other investments	8	0	0	0	(3)	0	5	
Total Level 3 assets – Indemnity	\$ 8	\$ 0	\$ 0	\$ 5	\$ (3)	\$ 0	\$ 10	
Exchange								
Available-for-sale securities:								
Corporate debt securities	\$ 87	\$ 0	\$ (7)	\$ 68	\$ (3)	\$ (32)	\$ 113	
Other debt securities	12	0	0	0	0	(1)	11	
Total fixed maturities	99	0	(7)	68	(3)	(33)	124	
Nonredeemable preferred stock	1	0	0	0	0	5	6	
Total available-for-sale securities	100	0	(7)	68	(3)	(28)	130	
Trading securities:								
Common stock	15	(2)	0	0	0	0	13	
Total trading securities	15	(2)	0	0	0	0	13	
Other investments	71	5	0	0	(28)	0	48	
Total Level 3 assets – Exchange	\$ 186	\$ 3	\$ (7)	\$ 68	\$ (31)	\$ (28)	\$ 191	
Total Level 3 assets – Erie Insurance Group	\$ 194	\$ 3	\$ (7)	\$ 73	\$ (34)	\$ (28)	\$ 201	

(1) These amounts are reported in the Consolidated Statement of Operations. There is \$2 million of losses included in net realized investment (losses) gains and \$5 million included in equity in earnings of limited partnerships for the nine months ended September 30, 2015 on Level 3 securities.

For Indemnity, there were no transfers between Level 1 and Level 2 for the nine months ended September 30, 2015. Level 2 to Level 3 transfers totaled \$0.1 million for one fixed maturity holding due to the use of unobservable inputs to determine the fair value. Level 3 to Level 2 transfers totaled \$0.1 million for one fixed maturity holding as a result of using observable market data to determine the fair value at September 30, 2015.

For the Exchange, there were no Level 1 to Level 2 transfers, and Level 2 to Level 1 transfers totaled \$22 million due to trading activity levels for two preferred stock holdings for the nine months ended September 30, 2015. Level 2 to Level 3 transfers totaled \$8 million for five fixed maturity holdings and one preferred stock holding due to the use of unobservable inputs to determine the fair value. Level 3 to Level 2 transfers totaled \$36 million for seven fixed maturity holdings due to the use of observable market data to determine the fair value at September 30, 2015.

Level 3 Assets – Quarterly Change:

	Erie Insurance Group							
(in millions)	Beginning balance at June 30, 2014	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3	Ending balance at September 30, 2014	
Indemnity								
Available-for-sale securities:								
Corporate debt securities	\$ 1	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 1	
Commercial mortgage-backed securities	0	0	0	3	0	0	3	
Collateralized debt obligations	0	0	0	0	0	0	0	
Total fixed maturities	1	0	0	3	0	0	4	
Total available-for-sale securities	1	0	0	3	0	0	4	
Other investments	18	1	0	0	0	0	19	
Total Level 3 assets – Indemnity	\$ 19	\$ 1	\$ 0	\$ 3	\$ 0	\$ 0	\$ 23	
Exchange								
Available-for-sale securities:								
Corporate debt securities	\$ 25	\$ 0	\$ (1)	\$ 25	\$ (1)	\$ 23	\$ 71	
Collateralized debt obligations	0	0	0	0	0	0	0	
Other debt securities	0	0	0	0	0	2	2	
Total fixed maturities	25	0	(1)	25	(1)	25	73	
Nonredeemable preferred stock	1	0	0	0	0	7	8	
Total available-for-sale securities	26	0	(1)	25	(1)	32	81	
Trading securities:								
Common stock	15	0	0	0	0	0	15	
Total trading securities	15	0	0	0	0	0	15	
Other investments	102	4	0	0	(3)	0	103	
Total Level 3 assets – Exchange	\$ 143	\$ 4	\$ (1)	\$ 25	\$ (4)	\$ 32	\$ 199	
Total Level 3 assets – Erie Insurance Group	\$ 162	\$ 5	\$ (1)	\$ 28	\$ (4)	\$ 32	\$ 222	

(1) These amounts are reported in the Consolidated Statement of Operations. There is \$5 million included in equity in earnings of limited partnerships for the three months ended September 30, 2014 on Level 3 securities.

For Indemnity, there were no transfers between Level 1 and Level 2 or between Level 2 and Level 3 for the three months ended September 30, 2014.

For the Exchange, there were no Level 1 to Level 2 transfers, and Level 2 to Level 1 transfers totaled \$25 million due to trading activity levels for three preferred stock holdings for the three months ended September 30, 2014. Level 2 to Level 3 transfers totaled \$43 million for seven fixed maturity holdings and one preferred stock holding due to the use of unobservable inputs to determine the fair value. Level 3 to Level 2 transfers totaled \$11 million for one fixed maturity holding due to the use of observable market data to determine the fair value at September 30, 2014.

Level 3 Assets – Year-to-Date Change:

	Erie Insurance Group							
(in millions)	Beginning balance at December 31, 2013	Included in earnings ⁽¹⁾	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3	Ending balance at September 30, 2014	
Indemnity								
Available-for-sale securities:								
Corporate debt securities	\$ 1	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 1	
Commercial mortgage-backed securities	0	0	0	3	0	0	3	
Collateralized debt obligations	1	0	0	0	(1)	0	0	
Total fixed maturities	2	0	0	3	(1)	0	4	
Total available-for-sale securities	2	0	0	3	(1)	0	4	
Other investments	18	3	0	0	(2)	0	19	
Total Level 3 assets – Indemnity	\$ 20	\$ 3	\$ 0	\$ 3	\$ (3)	\$ 0	\$ 23	
Exchange								
Available-for-sale securities:								
Corporate debt securities	\$ 26	\$ 0	\$ (1)	\$ 25	\$ (2)	\$ 23	\$ 71	
Collateralized debt obligations	5	1	(1)	0	(3)	(2)	0	
Other debt securities	0	0	0	0	0	2	2	
Total fixed maturities	31	1	(2)	25	(5)	23	73	
Nonredeemable preferred stock	0	0	0	1	0	7	8	
Total available-for-sale securities	31	1	(2)	26	(5)	30	81	
Trading securities:								
Common stock	15	0	0	0	0	0	15	
Total trading securities	15	0	0	0	0	0	15	
Other investments	98	15	0	0	(10)	0	103	
Total Level 3 assets – Exchange	\$ 144	\$ 16	\$ (2)	\$ 26	\$ (15)	\$ 30	\$ 199	
Total Level 3 assets – Erie Insurance Group	\$ 164	\$ 19	\$ (2)	\$ 29	\$ (18)	\$ 30	\$ 222	

(1) These amounts are reported in the Consolidated Statement of Operations. There is \$1 million included in net realized investment gains (losses) and \$18 million included in equity in earnings of limited partnerships for the nine months ended September 30, 2014 on Level 3 securities.

For Indemnity, there were no transfers between Level 1 and Level 2 or between Level 2 and Level 3 for the nine months ended September 30, 2014.

For the Exchange, Level 1 to Level 2 transfers totaled \$14 million due to trading activity levels for two preferred stock holdings, and Level 2 to Level 1 transfers totaled \$25 million due to trading activity levels for three preferred stock holdings for the nine months ended September 30, 2014. Level 2 to Level 3 transfers totaled \$43 million for seven fixed maturity holdings and one preferred stock holding due to the use of unobservable inputs to determine the fair value. Level 3 to Level 2 transfers totaled \$13 million for two fixed maturity holdings due to the use of observable market data to determine the fair value at September 30, 2014.

When a non-binding broker quote was the only input available, it was classified within Level 3. The unobservable inputs are not reasonably available to us and therefore have not been included in the tables below. These investments totaled \$5 million for Indemnity and \$122 million for the Exchange at September 30, 2015, and \$92 million for the Exchange at December 31, 2014.

Other investments represent certain limited partnerships that are recorded at fair value based upon net asset value (NAV) provided by the general partner. Due to the nature of these investments, the NAV was classified within Level 3. The unobservable inputs are not reasonably available to us and therefore have not been included in the tables below. These investments totaled \$5 million for Indemnity and \$48 million for the Exchange at September 30, 2015, and \$8 million for Indemnity and \$71 million for the Exchange at December 31, 2014.

Quantitative and Qualitative Disclosures about Unobservable Inputs

Erie Insurance Group					
September 30, 2015					
(dollars in millions)	Fair value	Valuation techniques	Unobservable input	Range	Weighted average
Exchange					
Corporate debt securities ⁽¹⁾	\$ 7	Market approach	Comparable transaction EBITDA multiples	8.0x	8.0x
Nonredeemable preferred stock ⁽²⁾	1	Market approach	Held at cost		
Common stock ⁽¹⁾	13	Market approach	Comparable transaction EBITDA multiples	8.0x	8.0x
			Discount for lack of marketability	10%	10%
December 31, 2014					
(dollars in millions)	Fair value	Valuation techniques	Unobservable input	Range	Weighted average
Exchange					
Corporate debt securities ⁽¹⁾	\$ 7	Market approach	Comparable transaction EBITDA multiples	8.0x	8.0x
			Comparable security yield	6%	6%
Nonredeemable preferred stock ⁽²⁾	1	Market approach	Held at cost		
Common stock ⁽¹⁾	15	Market approach	Comparable transaction EBITDA multiples	8.0x	8.0x
			Discount for lack of marketability	10%	10%

(1) Common stock investments and Corporate debt securities – The unobservable inputs used in the fair value measurement of direct private equity common stock investments and certain corporate debt securities are comparable private transaction earnings before interest, taxes, depreciation, and amortization (“EBITDA”) multiples, the average EBITDA multiple for comparable publicly traded companies and the amount of discount applied to the price due to the illiquidity of the securities being valued. Significant changes in any of those inputs in isolation could result in a significantly higher or lower fair value measurement.

(2) Nonredeemable preferred stock - Represents a private security where cost was determined to be the best estimate of fair value.

The following table presents our consolidated fair value measurements on a recurring basis by pricing source at September 30, 2015:

(in millions)	Erie Insurance Group			
	September 30, 2015			
	Total	Level 1	Level 2	Level 3
Indemnity				
Fixed maturities:				
Priced via pricing services	\$ 580	\$ 0	\$ 580	\$ 0
Priced via market comparables/broker quotes ⁽¹⁾	8	0	3	5
Total fixed maturities	588	0	583	5
Nonredeemable preferred stock:				
Priced via pricing services	8	1	7	0
Total nonredeemable preferred stock	8	1	7	0
Common stock:				
Priced via pricing services	12	12	0	0
Total common stock	12	12	0	0
Other investments:				
Priced via unobservable inputs ⁽²⁾	5	0	0	5
Total other investments	5	0	0	5
Total – Indemnity	\$ 613	\$ 13	\$ 590	\$ 10
Exchange				
Fixed maturities:				
Priced via pricing services ⁽¹⁾	\$ 9,237	\$ 0	\$ 9,226	\$ 11
Priced via market comparables/broker quotes ⁽¹⁾	148	0	42	106
Priced via internal modeling	7	0	0	7
Total fixed maturities	9,392	0	9,268	124
Nonredeemable preferred stock:				
Priced via pricing services	617	310	307	0
Priced via market comparables/broker quotes ⁽¹⁾	5	0	0	5
Priced via internal modeling	1	0	0	1
Total nonredeemable preferred stock	623	310	307	6
Common stock:				
Priced via pricing services	3,065	3,065	0	0
Priced via internal modeling	13	0	0	13
Total common stock	3,078	3,065	0	13
Other investments:				
Priced via unobservable inputs ⁽²⁾	48	0	0	48
Total other investments	48	0	0	48
Total – Exchange	\$ 13,141	\$ 3,375	\$ 9,575	\$ 191
Total – Erie Insurance Group	\$ 13,754	\$ 3,388	\$ 10,165	\$ 201

(1) When a non-binding broker quote was the only price available, the security was classified as Level 3.

(2) Other investments measured at fair value represent real estate funds included on the balance sheet as limited partnership investments that are reported under the fair value option. The fair value of these investments is based on the net asset value (NAV) information provided by the general partner.

There were no assets measured at fair value on a nonrecurring basis during the nine months ended September 30, 2015.

Note 7. Investments

Available-for-sale securities

The following table summarizes the cost and fair value of our available-for-sale securities at September 30, 2015:

(in millions)	Erie Insurance Group			
	September 30, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Available-for-sale securities:				
States & political subdivisions	\$ 226	\$ 11	\$ 0	\$ 237
Corporate debt securities	248	1	4	245
Residential mortgage-backed securities	11	0	0	11
Commercial mortgage-backed securities	45	0	1	44
Collateralized debt obligations	46	0	0	46
Other debt securities	5	0	0	5
Total fixed maturities	581	12	5	588
Nonredeemable preferred stock	7	1	0	8
Common stock	13	0	1	12
Total available-for-sale securities – Indemnity	\$ 601	\$ 13	\$ 6	\$ 608
Exchange				
Available-for-sale securities:				
U.S. treasury	\$ 8	\$ 0	\$ 0	\$ 8
Government sponsored enterprises	3	1	0	4
States & political subdivisions	1,402	75	1	1,476
Foreign government securities	91	0	5	86
Corporate debt securities	7,450	314	107	7,657
Residential mortgage-backed securities	30	0	0	30
Commercial mortgage-backed securities	28	1	0	29
Collateralized debt obligations	6	5	0	11
Other debt securities	88	3	0	91
Total fixed maturities	9,106	399	113	9,392
Nonredeemable preferred stock	585	43	5	623
Common stock	96	2	1	97
Total available-for-sale securities – Exchange	\$ 9,787	\$ 444	\$ 119	\$ 10,112
Total available-for-sale securities – Erie Insurance Group	\$ 10,388	\$ 457	\$ 125	\$ 10,720

The following table summarizes the cost and fair value of our available-for-sale securities at December 31, 2014:

(in millions)	Erie Insurance Group			
	December 31, 2014			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Available-for-sale securities:				
States & political subdivisions	\$ 219	\$ 12	\$ 0	\$ 231
Corporate debt securities	236	1	3	234
Residential mortgage-backed securities	8	0	0	8
Commercial mortgage-backed securities	52	0	1	51
Collateralized debt obligations	33	0	0	33
Other debt securities	7	0	0	7
Total fixed maturities	555	13	4	564
Nonredeemable preferred stock	11	1	0	12
Common stock	13	0	0	13
Total available-for-sale securities – Indemnity	\$ 579	\$ 14	\$ 4	\$ 589
Exchange				
Available-for-sale securities:				
U.S. treasury	\$ 6	\$ 0	\$ 0	\$ 6
Government sponsored enterprises	3	1	0	4
States & political subdivisions	1,394	84	1	1,477
Foreign government securities	10	0	0	10
Corporate debt securities	6,918	405	34	7,289
Residential mortgage-backed securities	109	3	1	111
Commercial mortgage-backed securities	28	2	0	30
Collateralized debt obligations	6	5	0	11
Other debt securities	66	3	0	69
Total fixed maturities	8,540	503	36	9,007
Nonredeemable preferred stock	650	64	4	710
Common stock	138	3	1	140
Total available-for-sale securities – Exchange	\$ 9,328	\$ 570	\$ 41	\$ 9,857
Total available-for-sale securities – Erie Insurance Group	\$ 9,907	\$ 584	\$ 45	\$ 10,446

The amortized cost and estimated fair value of fixed maturities at September 30, 2015 are shown below by remaining contractual term to maturity. Mortgage-backed securities are allocated based upon 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	
	September 30, 2015	
	Amortized cost	Estimated fair value
Indemnity		
Due in one year or less	\$ 68	\$ 68
Due after one year through five years	261	261
Due after five years through ten years	161	165
Due after ten years	91	94
Total fixed maturities – Indemnity	\$ 581	\$ 588
Exchange		
Due in one year or less	\$ 432	\$ 438
Due after one year through five years	3,364	3,524
Due after five years through ten years	3,849	3,909
Due after ten years	1,461	1,521
Total fixed maturities – Exchange	\$ 9,106	\$ 9,392
Total fixed maturities – Erie Insurance Group	\$ 9,687	\$ 9,980

Available-for-sale securities in a gross unrealized loss position at September 30, 2015 are as follows. Data is provided by length of time for securities in a gross unrealized loss position.

(dollars in millions)	Erie Insurance Group						
	September 30, 2015						
	Less than 12 months		12 months or longer		Total		
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses	No. of holdings
Indemnity							
Available-for-sale securities:							
States & political subdivisions	\$ 4	\$ 0	\$ 0	\$ 0	\$ 4	\$ 0	2
Corporate debt securities	134	1	17	3	151	4	292
Residential mortgage-backed securities	2	0	1	0	3	0	4
Commercial mortgage-backed securities	16	0	23	1	39	1	26
Collateralized debt obligations	22	0	7	0	29	0	15
Other debt securities	5	0	0	0	5	0	3
Total fixed maturities	183	1	48	4	231	5	342
Nonredeemable preferred stock	3	0	0	0	3	0	2
Common stock	13	1	0	0	13	1	1
Total available-for-sale securities – Indemnity	\$ 199	\$ 2	\$ 48	\$ 4	\$ 247	\$ 6	345
Quality breakdown of fixed maturities:							
Investment grade	\$ 131	\$ 0	\$ 35	\$ 1	\$ 166	\$ 1	80
Non-investment grade	52	1	13	3	65	4	262
Total fixed maturities – Indemnity	\$ 183	\$ 1	\$ 48	\$ 4	\$ 231	\$ 5	342
Exchange							
Available-for-sale securities:							
U.S. treasury	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	1
States & political subdivisions	75	1	5	0	80	1	20
Foreign government securities	77	5	0	0	77	5	51
Corporate debt securities	1,951	84	151	23	2,102	107	987
Residential mortgage-backed securities	0	0	13	0	13	0	3
Other debt securities	6	0	7	0	13	0	4
Total fixed maturities	2,109	90	176	23	2,285	113	1,066
Nonredeemable preferred stock	146	4	24	1	170	5	29
Common stock	31	1	0	0	31	1	1
Total available-for-sale securities – Exchange	\$ 2,286	\$ 95	\$ 200	\$ 24	\$ 2,486	\$ 119	1,096
Quality breakdown of fixed maturities:							
Investment grade	\$ 1,521	\$ 62	\$ 109	\$ 9	\$ 1,630	\$ 71	434
Non-investment grade	588	28	67	14	655	42	632
Total fixed maturities – Exchange	\$ 2,109	\$ 90	\$ 176	\$ 23	\$ 2,285	\$ 113	1,066

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 include a general review of market conditions and financial performance of the issuer along with the extent and duration at which fair value is less than cost. Any 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.

Available-for-sale securities in a gross unrealized loss position at December 31, 2014 are as follows. Data is provided by length of time for securities in a gross unrealized loss position.

	Erie Insurance Group						
	December 31, 2014						
	Less than 12 months		12 months or longer		Total		
(dollars in millions)	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses	No. of holdings
Indemnity							
Available-for-sale securities:							
States & political subdivisions	\$ 6	\$ 0	\$ 2	\$ 0	\$ 8	\$ 0	4
Corporate debt securities	121	3	0	0	121	3	250
Residential mortgage-backed securities	6	0	0	0	6	0	4
Commercial mortgage-backed securities	41	1	0	0	41	1	24
Collateralized debt obligations	21	0	0	0	21	0	9
Other debt securities	7	0	0	0	7	0	3
Total fixed maturities	202	4	2	0	204	4	294
Common stock	0	0	13	0	13	0	1
Total available-for-sale securities – Indemnity	\$ 202	\$ 4	\$ 15	\$ 0	\$ 217	\$ 4	295
Quality breakdown of fixed maturities:							
Investment grade	\$ 146	\$ 1	\$ 2	\$ 0	\$ 148	\$ 1	58
Non-investment grade	56	3	0	0	56	3	236
Total fixed maturities – Indemnity	\$ 202	\$ 4	\$ 2	\$ 0	\$ 204	\$ 4	294
Exchange							
Available-for-sale securities:							
U.S. treasury	\$ 1	\$ 0	\$ 0	\$ 0	\$ 1	\$ 0	2
States & political subdivisions	47	0	47	1	94	1	24
Corporate debt securities	980	29	181	5	1,161	34	656
Residential mortgage-backed securities	6	0	27	1	33	1	8
Commercial mortgage-backed securities	1	0	0	0	1	0	1
Other debt securities	13	0	7	0	20	0	4
Total fixed maturities	1,048	29	262	7	1,310	36	695
Nonredeemable preferred stock	86	3	25	1	111	4	16
Common stock	0	0	73	1	73	1	2
Total available-for-sale securities – Exchange	\$ 1,134	\$ 32	\$ 360	\$ 9	\$ 1,494	\$ 41	713
Quality breakdown of fixed maturities:							
Investment grade	\$ 606	\$ 10	\$ 253	\$ 5	\$ 859	\$ 15	172
Non-investment grade	442	19	9	2	451	21	523
Total fixed maturities – Exchange	\$ 1,048	\$ 29	\$ 262	\$ 7	\$ 1,310	\$ 36	695

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 include a general review of market conditions and financial performance of the issuer along with the extent and duration at which fair value is less than cost. Any 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.

Net investment income

Interest and dividend income are recognized as earned and recorded to net investment income. Investment income, net of expenses, was generated from the following portfolios:

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Indemnity				
Fixed maturities	\$ 4	\$ 4	\$ 12	\$ 10
Equity securities	1	0	1	1
Cash equivalents and other	0	0	1	1
Total investment income	5	4	14	12
Less: investment expenses	1	0	1	0
Investment income, net of expenses – Indemnity	<u>\$ 4</u>	<u>\$ 4</u>	<u>\$ 13</u>	<u>\$ 12</u>
Exchange				
Fixed maturities	\$ 97	\$ 90	\$ 287	\$ 261
Equity securities	29	30	91	89
Cash equivalents and other	1	0	2	1
Total investment income	127	120	380	351
Less: investment expenses	11	9	33	28
Investment income, net of expenses – Exchange	<u>\$ 116</u>	<u>\$ 111</u>	<u>\$ 347</u>	<u>\$ 323</u>
Investment income, net of expenses – Erie Insurance Group	<u>\$ 120</u>	<u>\$ 115</u>	<u>\$ 360</u>	<u>\$ 335</u>

Realized investment gains (losses)

Realized gains and losses on sales of securities are recognized in income based upon the specific identification method. Realized gains (losses) on investments were as follows:

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Indemnity				
Available-for-sale securities:				
Fixed maturities:				
Gross realized gains	\$ 0	\$ 0	\$ 0	\$ 0
Gross realized losses	(1)	0	(1)	0
Net realized (losses) gains	(1)	0	(1)	0
Equity securities:				
Gross realized gains	1	0	1	1
Gross realized losses	0	0	0	0
Net realized gains	1	0	1	1
Net realized investment gains – Indemnity	\$ 0	\$ 0	\$ 0	\$ 1
Exchange				
Available-for-sale securities:				
Fixed maturities:				
Gross realized gains	\$ 4	\$ 8	\$ 17	\$ 18
Gross realized losses	(9)	(2)	(17)	(3)
Net realized (losses) gains	(5)	6	0	15
Equity securities:				
Gross realized gains	7	0	18	10
Gross realized losses	0	0	(1)	(2)
Net realized gains	7	0	17	8
Trading securities:				
Common stock:				
Gross realized gains	52	89	218	211
Gross realized losses	(19)	(5)	(42)	(15)
(Decreases) increases in fair value ⁽¹⁾	(327)	(175)	(436)	(116)
Net realized (losses) gains	(294)	(91)	(260)	80
Net realized investment (losses) gains – Exchange	\$ (292)	\$ (85)	\$ (243)	\$ 103
Net realized investment (losses) gains – Erie Insurance Group	\$ (292)	\$ (85)	\$ (243)	\$ 104

(1) The fair value on our common stock portfolio is based upon exchange traded prices provided by a nationally recognized pricing service.

Net impairment losses

Net impairment losses recorded in earnings for Indemnity were \$0.5 million for the third quarter, and \$0.6 million for the nine months ended September 30, 2015, compared to less than \$0.1 million for the third quarter and \$0.1 million for the nine months ended September 30, 2014. Net impairment losses recorded in earnings for the Exchange were \$3 million for the third quarter, and \$7 million for the nine months ended September 30, 2015, compared to \$1 million for both the third quarter and the nine months ended September 30, 2014.

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.

Limited partnerships

Limited partnership investments, excluding certain real estate limited partnerships recorded at fair value, are generally reported on a one-quarter lag, therefore our year-to-date limited partnership results through September 30, 2015 are comprised of partnership financial results for the fourth quarter of 2014 and the first two quarters of 2015. Given the lag in reporting, our limited partnership results do not reflect the market conditions of the third quarter of 2015. Cash contributions made to and distributions received from the partnerships are recorded in the period in which the transaction occurs.

Amounts included in equity in earnings of limited partnerships by method of accounting are included below:

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Indemnity				
Equity in earnings of limited partnerships accounted for under the equity method	\$ 3	\$ 3	\$ 17	\$ 10
Change in fair value of limited partnerships accounted for under the fair value option	1	1	0	3
Equity in earnings of limited partnerships – Indemnity	<u>\$ 4</u>	<u>\$ 4</u>	<u>\$ 17</u>	<u>\$ 13</u>
Exchange				
Equity in earnings of limited partnerships accounted for under the equity method	\$ 37	\$ 26	\$ 121	\$ 83
Change in fair value of limited partnerships accounted for under the fair value option	2	4	5	15
Equity in earnings of limited partnerships – Exchange	<u>\$ 39</u>	<u>\$ 30</u>	<u>\$ 126</u>	<u>\$ 98</u>
Equity in earnings of limited partnerships – Erie Insurance Group	<u>\$ 43</u>	<u>\$ 34</u>	<u>\$ 143</u>	<u>\$ 111</u>

We have provided summarized financial information in the following tables for the nine months ended September 30, 2015 and for the year ended December 31, 2014. Amounts provided in the tables are presented using the latest available financial statements received from the partnerships for the respective periods. Limited partnership financial information has been presented based upon the investment percentage in the partnerships for the Erie Insurance Group consistent with how we evaluate these investments.

As these investments are generally reported on a one-quarter lag, our limited partnership results through September 30, 2015 include partnership financial results for the fourth quarter of 2014 and the first two quarters of 2015.

(dollars in millions)	Erie Insurance Group			
	As of and for the nine months ended September 30, 2015			
Investment percentage in limited partnerships	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (loss) recorded
Indemnity				
Private equity:				
Less than 10%	24	\$ 23	\$ (2)	\$ 2
Greater than or equal to 10% but less than 50%	3	28	11	2
Total private equity	27	51	9	4
Mezzanine debt:				
Less than 10%	10	8	0	1
Greater than or equal to 10% but less than 50%	3	5	0	1
Greater than 50%	1	0	0	0
Total mezzanine debt	14	13	0	2
Real estate:				
Less than 10%	11	21	(11)	11
Greater than or equal to 10% but less than 50%	2	4	(6)	6
Greater than 50%	2	6	2	0
Total real estate	15	31	(15)	17
Total limited partnerships – Indemnity	56	\$ 95	\$ (6)	\$ 23
Exchange				
Private equity:				
Less than 10%	43	\$ 306	\$ 5	\$ 32
Greater than or equal to 10% but less than 50%	3	112	45	8
Total private equity	46	418	50	40
Mezzanine debt:				
Less than 10%	21	115	(4)	13
Greater than or equal to 10% but less than 50%	4	24	1	2
Greater than 50%	3	27	1	2
Total mezzanine debt	28	166	(2)	17
Real estate:				
Less than 10%	27	178	(25)	34
Greater than or equal to 10% but less than 50%	4	45	(16)	19
Greater than 50%	2	25	8	1
Total real estate	33	248	(33)	54
Total limited partnerships – Exchange	107	\$ 832	\$ 15	\$ 111
Total limited partnerships – Erie Insurance Group		\$ 927	\$ 9	\$ 134

Per the limited partnership financial statements, total partnership assets were \$41 billion and total partnership liabilities were \$4 billion at September 30, 2015 (as recorded in the June 30, 2015 limited partnership financial statements). For the nine month period comparable to that presented in the preceding table (fourth quarter of 2014 and first two quarters of 2015), total partnership valuation adjustment gains were \$0.5 billion and total partnership net income was \$5 billion.

As these investments are generally reported on a one-quarter lag, our limited partnership results through December 31, 2014 include partnership financial results for the fourth quarter of 2013 and the first three quarters of 2014.

Erie Insurance Group				
As of and for the year ended December 31, 2014				
(dollars in millions)	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (loss) recorded
Investment percentage in limited partnerships				
Indemnity				
Private equity:				
Less than 10%	24	\$ 34	\$ (7)	\$ 7
Greater than or equal to 10% but less than 50%	3	18	3	1
Total private equity	27	52	(4)	8
Mezzanine debt:				
Less than 10%	11	10	0	2
Greater than or equal to 10% but less than 50%	3	4	0	0
Greater than 50%	1	0	0	0
Total mezzanine debt	15	14	0	2
Real estate:				
Less than 10%	11	36	5	(2)
Greater than or equal to 10% but less than 50%	3	4	1	0
Greater than 50%	2	7	0	1
Total real estate	16	47	6	(1)
Total limited partnerships – Indemnity	58	\$ 113	\$ 2	\$ 9
Exchange				
Private equity:				
Less than 10%	42	\$ 344	\$ (12)	\$ 43
Greater than or equal to 10% but less than 50%	3	74	13	3
Total private equity	45	418	1	46
Mezzanine debt:				
Less than 10%	21	120	0	16
Greater than or equal to 10% but less than 50%	4	23	(3)	3
Greater than 50%	3	27	0	3
Total mezzanine debt	28	170	(3)	22
Real estate:				
Less than 10%	22	207	18	7
Greater than or equal to 10% but less than 50%	5	44	6	2
Greater than 50%	2	27	(17)	20
Total real estate	29	278	7	29
Total limited partnerships – Exchange	102	\$ 866	\$ 5	\$ 97
Total limited partnerships – Erie Insurance Group		\$ 979	\$ 7	\$ 106

Per the limited partnership financial statements, total partnership assets were \$45 billion and total partnership liabilities were \$4 billion at December 31, 2014 (as recorded in the September 30, 2014 limited partnership financial statements). For the twelve month period comparable to that presented in the preceding table (fourth quarter of 2013 and first three quarters of 2014), total partnership valuation adjustment losses were \$1 billion and total partnership net income was \$7 billion.

See also Note 14. “Commitments and Contingencies,” for investment commitments related to limited partnerships.

Note 8. Bank Line of Credit

As of September 30, 2015, Indemnity has access to a \$100 million bank revolving line of credit with a \$25 million letter of credit sublimit that expires on November 3, 2018. As of September 30, 2015, a total of \$98 million remains available under the facility due to \$2 million outstanding letters of credit, which reduce the availability for letters of credit to \$23 million. Indemnity had no borrowings outstanding on its line of credit as of September 30, 2015. Bonds with a fair value of \$111 million were pledged as collateral on the line at September 30, 2015. On October 28, 2015, Indemnity extended the maturity date of the revolving credit facility to November 3, 2020.

As of September 30, 2015, the Exchange has access to a \$300 million bank revolving line of credit with a \$25 million letter of credit sublimit that expires on October 25, 2018. As of September 30, 2015, a total of \$299 million remains available under the facility due to \$1 million outstanding letters of credit, which reduce the availability for letters of credit to \$24 million. The Exchange had no borrowings outstanding on its line of credit as of September 30, 2015. Bonds with a fair value of \$326 million were pledged as collateral on the line at September 30, 2015. On October 28, 2015, the Exchange amended the bank revolving line of credit to \$400 million and extended the maturity date to October 28, 2020. The increase in the line of credit to \$400 million was driven by both favorable credit market conditions and increased need based on Exchange's growth in business.

Both lines have securities pledged as collateral that have no trading restrictions and are reported as available-for-sale fixed maturities in the Consolidated Statements of Financial Position as of September 30, 2015. The banks require compliance with certain covenants, which include leverage ratios for Indemnity's line of credit and statutory surplus and risk based capital ratios for the Exchange's line of credit. We are in compliance with all covenants at September 30, 2015.

Note 9. Income Taxes

At September 30, 2015, we recorded a net deferred tax liability of \$232 million on our Consolidated Statements of Financial Position. Of this amount, \$51 million is a net deferred tax asset attributable to Indemnity and \$283 million is a net deferred tax liability attributable to the Exchange. There was no deferred tax valuation allowance recorded at September 30, 2015. Our effective tax rate is calculated after consideration of permanent differences related to our investment revenues. Given that these amounts represent over 98% of the total permanent differences, the effective tax rate is approximately 35% for both Indemnity and the Exchange when the investment related permanent differences are excluded.

Note 10. Postretirement Benefits

Pension plans

Our pension plans consist of a noncontributory defined benefit pension plan covering substantially all employees and an unfunded supplemental employee retirement plan for certain members of executive and senior management of the Erie Insurance Group. The gross liability for postretirement benefits is presented in the Consolidated Statements of Financial Position as part of other liabilities. A portion of annual expenses related to our postretirement benefit plans is allocated to related entities within the Erie Insurance Group. Although Indemnity is the sponsor of these postretirement plans and records the funded status of these plans, the Exchange and EFL reimburse Indemnity for approximately 57% of the annual benefit expense of these plans, which represents pension benefits for Indemnity employees performing claims and EFL functions.

A \$17 million contribution was made to the defined benefit pension plan in the first quarter of 2015.

Prior to 2003, the employee pension plan purchased annuities from EFL for certain plan participants that were receiving benefit payments under the pension plan. These are nonparticipating annuity contracts under which EFL has unconditionally contracted to provide specified benefits to beneficiaries; however, the pension plan remains the primary obligor to the beneficiaries. A contingent liability, \$23 million at September 30, 2015, exists in the event EFL does not honor the annuity contracts.

The cost of our pension plans are as follows:

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Service cost for benefits earned	\$ 8	\$ 6	\$ 23	\$ 17
Interest cost on benefits obligation	8	7	23	21
Expected return on plan assets	(9)	(8)	(27)	(24)
Prior service cost amortization	0	0	1	1
Net actuarial loss amortization	3	2	10	5
Pension plan cost ⁽¹⁾	<u>\$ 10</u>	<u>\$ 7</u>	<u>\$ 30</u>	<u>\$ 20</u>

(1) Pension plan costs represent the total cost for the Erie Insurance Group before reimbursements to Indemnity from the Exchange and EFL.

Note 11. Indemnity Capital Stock

Class A and B common stock

Holders of Class B shares may, at their option, convert their shares into Class A shares at the rate of 2,400 Class A shares per Class B share. There were no shares of Class B common stock converted into Class A common stock during the nine months ended September 30, 2015 and the year ended December 31, 2014. There is no provision for conversion of Class A shares to Class B shares, and, Class B shares surrendered for conversion cannot be reissued.

Stock repurchase program

In October 2011, our Board of Directors approved a continuation of the current stock repurchase program for a total of \$150 million, with no time limitation. We had approximately \$18 million of repurchase authority remaining under this program at September 30, 2015.

Note 12. Indemnity Accumulated Other Comprehensive Loss

Changes in Indemnity's accumulated other comprehensive loss by component attributable to the Indemnity shareholder interest is presented as follows for the year ended December 31, 2014 and for the nine months ended September 30, 2015:

(in millions)

Balance at December 31, 2013

Other comprehensive income (loss) before reclassifications, net of tax	
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	
Net current period other comprehensive income (loss), net of tax	

Balance at December 31, 2014

Other comprehensive income (loss) before reclassifications, net of tax	
Amounts reclassified from accumulated other comprehensive income (loss), net of tax ⁽¹⁾	
Net current period other comprehensive income (loss), net of tax	

Balance at September 30, 2015

(1) See the following table for details about these reclassifications.

(2) There are no amounts reclassified out of accumulated other comprehensive loss related to postretirement plan items during interim periods.

Indemnity Shareholder Interest				
Unrealized holding gains (losses) on available-for-sale securities		Postretirement plans ⁽²⁾		Total
\$	6	\$	(65)	\$ (59)
	2		(65)	(63)
	(1)		5	4
	1		(60)	(59)
\$	7	\$	(125)	\$ (118)
	(3)		0	(3)
	0		0	0
	(3)		0	(3)
\$	4	\$	(125)	\$ (121)

Amounts reclassified out of accumulated other comprehensive income (loss) and the related affected line item in the Consolidated Statements of Operations where net income is presented are as follows:

(in millions)

Unrealized holding gains (losses) on available-for-sale securities:

Net realized investment gains

Net impairment losses recognized in earnings

(Loss) income from operations before income taxes and noncontrolling interest	
Provision for income taxes	
Net (loss) income	
Less: Net (loss) income attributable to noncontrolling interest in consolidated entity – Exchange	
Net income attributable to Indemnity	

(1) Positive amounts indicate net income, while negative amounts indicate net loss.

Erie Insurance Group							
Amounts reclassified from accumulated other comprehensive income (loss) ⁽¹⁾							
Three months ended September 30,				Nine months ended September 30,			
2015		2014		2015		2014	
\$	2	\$	6	\$	17	\$	24
	(4)		(1)		(8)		(1)
	(2)		5		9		23
	(1)		1		3		8
	(1)		4		6		15
	(1)		4		6		14
\$	0	\$	0	\$	0	\$	1

Note 13. Indemnity Shareholders' Equity and Noncontrolling Interest

A reconciliation of the beginning and ending balances of Indemnity's shareholders' equity and the noncontrolling interest is presented as follows for the year ended December 31, 2014 and for the nine months ended September 30, 2015:

(in millions, except per share data)

Balance at December 31, 2013

Net income	
Change in accumulated other comprehensive income (loss), net of tax	
Net purchase of treasury stock	
Dividends declared:	
Class A \$2.586 per share	
Class B \$387.90 per share	

Balance at December 31, 2014

Net income	
Change in accumulated other comprehensive income (loss), net of tax	
Dividends declared:	
Class A \$2.043 per share	
Class B \$306.45 per share	

Balance at September 30, 2015

Erie Insurance Group			
Indemnity shareholder interest	Exchange noncontrolling interest	Erie Insurance Group	
\$	734	\$	6,816
\$	750	\$	7,375
	168		405
	(59)		59
	(19)		—
	(120)		—
	(1)		—
	145		221
	(3)		(126)
	(94)		—
	(1)		—
	366		366
	(129)		(129)
	(94)		(94)
	(1)		(1)
	750		8,125

Note 14. Commitments and Contingencies

Indemnity has contractual commitments to invest up to \$20 million related to its limited partnership investments at September 30, 2015. These commitments are split among private equity securities of \$8 million, mezzanine debt securities of \$8 million, and real estate activities of \$4 million. These commitments will be funded as required by the limited partnership agreements.

The Exchange, including EFL, has contractual commitments to invest up to \$527 million related to its limited partnership investments at September 30, 2015. These commitments are split among private equity securities of \$124 million, mezzanine debt securities of \$208 million, and real estate activities of \$195 million. These commitments will be funded as required by the limited partnership agreements.

We are involved in litigation arising in the ordinary course of conducting business. In accordance with current accounting standards for loss contingencies and based upon information currently known to us, we establish reserves for litigation when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss or range of loss can be reasonably estimated. When no amount within the range of loss is a better estimate than any other amount, we accrue the minimum amount of the estimable loss. To the extent that such litigation against us may have an exposure to a loss in excess of the amount we have accrued, we believe that such excess would not be material to our consolidated financial condition, results of operations, or cash flows. Legal fees are expensed as incurred. We believe that our accruals for legal proceedings are appropriate and, individually and in the aggregate, are not expected to be material to our consolidated financial condition, operations, or cash flows.

We review all litigation on an ongoing basis when making accrual and disclosure decisions. For certain legal proceedings, we cannot reasonably estimate losses or a range of loss, if any, particularly for proceedings that are in their early stages of development or where the plaintiffs seek indeterminate damages. Various factors, including, but not limited to, the outcome of potentially lengthy discovery and the resolution of important factual questions, may need to be determined before probability can be established or before a loss or range of loss can be reasonably estimated. If the loss contingency in question is not both probable and reasonably estimable, we do not establish an accrual and the matter will continue to be monitored for any developments that would make the loss contingency both probable and reasonably estimable. In the event that a legal proceeding results in a substantial judgment against, or settlement by, us, there can be no assurance that any resulting liability or financial commitment would not have a material adverse effect on the financial condition, results of operations, or cash flows of the Indemnity shareholder interest or the consolidated financial statements of Erie Indemnity Company.

We are subject to escheatment laws and regulations requiring the identification, reporting and payment to the state of unclaimed or abandoned funds of our policyholders, annuitants, claimants and shareholders. We are also subject to audit and examination for compliance with these requirements.

In August 2012, we were notified that we would be subject to an audit of our compliance with the unclaimed property laws of a number of jurisdictions both within and outside our operating territory. The audit commenced in April 2013 and is ongoing. We continue to cooperate with the auditors, responding to several requests for information and supplying data runs, as requested.

It is probable that ongoing inquiries, audits, and other regulatory activity will result in the payment of additional death claims and escheatment of funds, as well as possible fines. EFL will incur expenses to identify death claims, confirm that benefits are due and notify the beneficiaries. At this time, we are not able to reasonably estimate the possible loss or range of loss related to this issue due to the early stage of development.

Note 15. Indemnity Supplemental Information

Consolidating Statement of Financial Position

(in millions)

Assets

Investments

Available-for-sale securities, at fair value:

	Erie Insurance Group			
	At September 30, 2015			
	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Fixed maturities	\$ 588	\$ 9,392	\$ —	\$ 9,980
Equity securities	20	720	—	740
Trading securities, at fair value	—	2,981	—	2,981
Limited partnerships	95	832	—	927
Other invested assets	1	21	—	22
Total investments	704	13,946	—	14,650
Cash and cash equivalents	122	496	—	618
Premiums receivable from policyholders	—	1,417	—	1,417
Reinsurance recoverable	—	162	—	162
Deferred income tax asset	51	—	—	51
Deferred acquisition costs	—	656	—	656
Other assets	110	451	—	561
Receivables from the Exchange and other affiliates	385	—	(385)	—
Note receivable from EFL	25	—	(25)	—
Total assets	\$ 1,397	\$ 17,128	\$ (410)	\$ 18,115

Liabilities

Losses and loss expense reserves	\$ —	\$ 3,923	\$ —	\$ 3,923
Life policy and deposit contract reserves	—	1,848	—	1,848
Unearned premiums	—	3,109	—	3,109
Deferred income tax liability	—	283	—	283
Other liabilities	647	590	(410)	827
Total liabilities	647	9,753	(410)	9,990

Shareholders' equity and noncontrolling interest

Total Indemnity shareholders' equity	750	—	—	750
Noncontrolling interest in consolidated entity – Exchange	—	7,375	—	7,375
Total equity	750	7,375	—	8,125
Total liabilities, shareholders' equity, and noncontrolling interest	\$ 1,397	\$ 17,128	\$ (410)	\$ 18,115

Consolidating Statement of Financial Position

(in millions)

Assets

Investments

Available-for-sale securities, at fair value:

	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Fixed maturities	\$ 564	\$ 9,007	\$ —	\$ 9,571
Equity securities	25	850	—	875
Trading securities, at fair value	—	3,223	—	3,223
Limited partnerships	113	866	—	979
Other invested assets	1	20	—	21
Total investments	703	13,966	—	14,669
Cash and cash equivalents	92	422	—	514
Premiums receivable from policyholders	—	1,281	—	1,281
Reinsurance recoverable	—	161	—	161
Deferred income tax asset	37	—	—	37
Deferred acquisition costs	—	595	—	595
Other assets	127	374	—	501
Receivables from the Exchange and other affiliates	335	—	(335)	—
Note receivable from EFL	25	—	(25)	—
Total assets	\$ 1,319	\$ 16,799	\$ (360)	\$ 17,758

Liabilities

Losses and loss expense reserves	\$ —	\$ 3,853	\$ —	\$ 3,853
Life policy and deposit contract reserves	—	1,812	—	1,812
Unearned premiums	—	2,834	—	2,834
Deferred income tax liability	—	490	—	490
Other liabilities	616	530	(360)	786
Total liabilities	616	9,519	(360)	9,775

Shareholders' equity and noncontrolling interest

Total Indemnity shareholders' equity	703	—	—	703
Noncontrolling interest in consolidated entity – Exchange	—	7,280	—	7,280
Total equity	703	7,280	—	7,983
Total liabilities, shareholders' equity, and noncontrolling interest	\$ 1,319	\$ 16,799	\$ (360)	\$ 17,758

Transactions with the Exchange and EFL and concentrations of credit risk – Financial instruments could potentially expose Indemnity to concentrations of credit risk, including unsecured receivables from the Exchange. A majority of Indemnity's revenue and receivables are from the Exchange and affiliates. See also Note 4, "Variable Interest Entity."

Management fees and expense allocation amounts payable from the Exchange to Indemnity were \$381 million and \$331 million at September 30, 2015 and December 31, 2014, respectively. The payable from EFL to Indemnity for expense allocations and interest on the surplus note totaled \$4 million at September 30, 2015 and December 31, 2014.

Note 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, subject to prior approval by the Pennsylvania Insurance Commissioner. For each of the nine months ended September 30, 2015 and 2014, Indemnity recognized interest income on the note of \$1.3 million.

Income attributable to Indemnity shareholder interest

(in millions)

Management operations:

	Indemnity Shareholder Interest			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Management fee revenue, net	\$ 389	\$ 362	\$ 1,127	\$ 1,047
Service agreement revenue	7	8	22	23
Total revenue from management operations	396	370	1,149	1,070
Cost of management operations	328	308	958	882
Income from management operations before taxes	68	62	191	188
Investment operations:				
Net investment income	4	4	13	12
Net realized investment gains	0	0	0	1
Net impairment losses recognized in earnings	(1)	0	(1)	0
Equity in earnings of limited partnerships	4	4	17	13
Income from investment operations before taxes	7	8	29	26
Income from operations before income taxes	75	70	220	214
Provision for income taxes	25	23	75	72
Net income attributable to Indemnity	\$ 50	\$ 47	\$ 145	\$ 142

Indemnity's components of direct cash flows as included in the Consolidated Statements of Cash Flows

(in millions)

	Indemnity Shareholder Interest	
	Nine months ended September 30,	
	2015	2014
Management fee received	\$ 1,094	\$ 1,011
Service agreement fee received	23	23
Net investment income received	19	16
Limited partnership distributions	12	12
Decrease in reimbursements collected from affiliates	(17)	(7)
Commissions and bonuses paid to agents	(633)	(576)
Salaries and wages paid	(115)	(116)
Pension contribution and employee benefits paid	(34)	(42)
General operating expenses paid	(144)	(140)
Income taxes paid	(74)	(70)
Net cash provided by operating activities	131	111
Net cash used in investing activities	(6)	(6)
Net cash used in financing activities	(95)	(109)
Net increase (decrease) in cash and cash equivalents	30	(4)
Cash and cash equivalents at beginning of period	92	49
Cash and cash equivalents at end of period	\$ 122	\$ 45

Note 16. Subsequent Events

Other than Indemnity and the Exchange amending their respective bank revolving lines of credit on October 28, 2015, as discussed in Note 8. "Bank Line of Credit," no items were identified in this period subsequent to the financial statement date that required adjustment or additional 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 statements 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, 2014, as contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2015.

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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 Erie Indemnity Company (“Indemnity”) shareholder interest:

- dependence upon 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 uninterrupted business operations;
- factors affecting the quality and liquidity of Indemnity’s investment portfolio;
- credit risk from the Exchange;
- Indemnity’s ability to meet liquidity needs and access capital; and
- outcome of pending and potential litigation.

Risk factors related to the non-controlling interest owned by the Erie Insurance Exchange (“Exchange”), which includes the Property and Casualty Group and Erie Family Life Insurance Company:

- general business and economic conditions;
- dependence upon the independent agency system;
- ability to maintain our reputation for customer service;
- factors affecting insurance industry competition;
- changes in government regulation of the insurance industry;
- 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 and pandemic events;
- the Exchange’s ability to acquire reinsurance coverage and collectability from reinsurers;
- factors affecting the quality and liquidity of the Exchange’s investment portfolio;
- the Exchange’s ability to meet liquidity needs and access capital;
- the Exchange’s ability to maintain acceptable financial strength ratings;
- outcome of pending and potential litigation; and
- dependence upon the service provided by Indemnity.

A forward-looking statement speaks only as of the date on which it is made and reflects our analysis only as of that date. We undertake 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 STANDARDS

See Item 1. “Financial Statements - Note 2. Significant Accounting Policies,” contained within this report for a discussion of recently issued accounting standards and the impact on our consolidated financial statements if known.

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 organized under Article X of Pennsylvania's Insurance Company Law of 1921 under which individuals, partnerships, and corporations are authorized to exchange reciprocal or inter-insurance contracts with each other, or with individuals, partnerships, and corporations of other states and countries, providing indemnity among themselves from any loss which may be insured against under any provision of the insurance laws except life insurance. 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 certain 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.

The Indemnity shareholder interest includes 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 interest 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 interest of the subscribers (policyholders).

The Indemnity shareholder interest in income 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 providing certain sales, underwriting, and policy issuance services;
- Service fees collected from policyholders for providing extended payment terms and late payment and policy reinstatement fees, less the costs associated with providing these services;
- net investment income and results on investments that belong to Indemnity; and
- other income and expenses, including income taxes, that are the responsibility of Indemnity.

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

- a 100% interest in the net underwriting results of the property and casualty insurance operations;
- a 100% interest in the net earnings of EFL's life insurance operations;
- net investment income and results on investments that belong to the Exchange and its subsidiaries; and
- other income and expenses, including income taxes, that are the responsibility of the Exchange and its subsidiaries.

Results of the Erie Insurance Group's Operations by Interest (Unaudited)

The following tables represent a breakdown of the composition of the income attributable to the Indemnity shareholder interest and the income attributable to the noncontrolling interest (Exchange). For purposes of this discussion, EFL's investments are included in the life insurance operations.

	Indemnity shareholder interest		Noncontrolling interest (Exchange)		Eliminations of related party transactions		Erie Insurance Group	
	Three months ended September 30,		Three months ended September 30,		Three months ended September 30,		Three months ended September 30,	
(in millions)	2015	2014	2015	2014	2015	2014	2015	2014
Management operations:								
Management fee revenue, net	\$ 389	\$ 362	\$ —	\$ —	\$ (389)	\$ (362)	\$ —	\$ —
Service agreement revenue	7	8	—	—	—	—	7	8
Total revenue from management operations	396	370	—	—	(389)	(362)	7	8
Cost of management operations	328	308	—	—	(328)	(308)	—	—
Income from management operations before taxes	68	62	—	—	(61)	(54)	7	8
Property and casualty insurance operations:								
Net premiums earned	—	—	1,447	1,333	—	—	1,447	1,333
Losses and loss expenses	—	—	912	908	(1)	(1)	911	907
Policy acquisition and underwriting expenses	—	—	420	387	(63)	(56)	357	331
Income from property and casualty insurance operations before taxes	—	—	115	38	64	57	179	95
Life insurance operations:⁽¹⁾								
Total revenue	—	—	49	48	0	0	49	48
Total benefits and expenses	—	—	38	38	0	0	38	38
Income from life insurance operations before taxes	—	—	11	10	0	0	11	10
Investment operations:⁽¹⁾								
Net investment income	4	4	95	90	(3)	(3)	96	91
Net realized investment losses	0	0	(292)	(88)	—	—	(292)	(88)
Net impairment losses recognized in earnings	(1)	0	(3)	0	—	—	(4)	0
Equity in earnings of limited partnerships	4	4	39	30	—	—	43	34
Income (loss) from investment operations before taxes	7	8	(161)	32	(3)	(3)	(157)	37
Income (loss) from operations before income taxes and noncontrolling interest	75	70	(35)	80	—	—	40	150
Provision for income taxes	25	23	(18)	19	—	—	7	42
Net income (loss)	\$ 50	\$ 47	\$ (17)	\$ 61	\$ —	\$ —	\$ 33	\$ 108

(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.

Net income decreased in the third quarter of 2015 compared to the third quarter of 2014 due to losses experienced from our investment operations, which was somewhat offset by higher underwriting gains from our property and casualty insurance operations. Our investment operations generated higher net realized losses on investments in the third quarter of 2015 compared to 2014. Contributing to the property and casualty insurance operations underwriting results was an 8.5% increase in earned premium in the third quarter of 2015, driven by increases in policies in force and average premium per policy. Lower current accident year non-catastrophe losses also contributed to the improved underwriting results compared to 2014.

(in millions)	Indemnity shareholder interest		Noncontrolling interest (Exchange)		Eliminations of related party transactions		Erie Insurance Group	
	Nine months ended September 30,		Nine months ended September 30,		Nine months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Management operations:								
Management fee revenue, net	\$ 1,127	\$ 1,047	\$ —	\$ —	\$ (1,127)	\$ (1,047)	\$ —	\$ —
Service agreement revenue	22	23	—	—	—	—	22	23
Total revenue from management operations	1,149	1,070	—	—	(1,127)	(1,047)	22	23
Cost of management operations	958	882	—	—	(958)	(882)	—	—
Income from management operations before taxes	191	188	—	—	(169)	(165)	22	23
Property and casualty insurance operations:								
Net premiums earned	—	—	4,239	3,899	—	—	4,239	3,899
Losses and loss expenses	—	—	2,897	3,016	(3)	(4)	2,894	3,012
Policy acquisition and underwriting expenses	—	—	1,222	1,132	(175)	(173)	1,047	959
Income (loss) from property and casualty insurance operations before taxes	—	—	120	(249)	178	177	298	(72)
Life insurance operations:⁽¹⁾								
Total revenue	—	—	144	144	0	(1)	144	143
Total benefits and expenses	—	—	110	111	0	0	110	111
Income from life insurance operations before taxes	—	—	34	33	0	(1)	34	32
Investment operations:⁽¹⁾								
Net investment income	13	12	284	263	(9)	(11)	288	264
Net realized investment gains (losses)	0	1	(244)	95	—	—	(244)	96
Net impairment losses recognized in earnings	(1)	0	(7)	0	—	—	(8)	0
Equity in earnings of limited partnerships	17	13	125	97	—	—	142	110
Income from investment operations before taxes	29	26	158	455	(9)	(11)	178	470
Income from operations before income taxes and noncontrolling interest	220	214	312	239	—	—	532	453
Provision for income taxes	75	72	91	61	—	—	166	133
Net income	\$ 145	\$ 142	\$ 221	\$ 178	\$ —	\$ —	\$ 366	\$ 320

(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.

Net income increased in the first nine months of 2015 compared to the first nine months of 2014 due to an underwriting gain experienced in the property and casualty insurance operations, which was somewhat offset by lower earnings from our investment operations. Contributing to the property and casualty insurance operations underwriting results was an 8.7% increase in earned premium in the first nine months of 2015, driven by increases in policies in force and average premium per policy. Lower current accident year catastrophe losses combined with favorable development on prior accident year loss reserves also contributed to the improved underwriting results compared to 2014. Our investment operations generated net realized losses on investments in the first nine months of 2015 compared to gains in 2014, offset somewhat by increases in earnings from limited partnerships and net investment income.

Reconciliation of Operating Income to Net Income (Unaudited)

We disclose operating income, a non-GAAP financial measure, to enhance our investors’ understanding of our performance related to the Indemnity shareholder interest. 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 net income excluding 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 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. generally accepted accounting principles (“GAAP”) and does not reflect Indemnity’s overall profitability.

The following table reconciles operating income and net income for the Indemnity shareholder interest:

	Indemnity Shareholder Interest			
	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
	(Unaudited)		(Unaudited)	
Operating income attributable to Indemnity	\$ 51	\$ 47	\$ 146	\$ 141
Net realized investment (losses) gains and impairments	(1)	0	(1)	1
Income tax benefit (expense)	0	0	0	0
Realized (losses) gains and impairments, net of income taxes	(1)	0	(1)	1
Net income attributable to Indemnity	\$ 50	\$ 47	\$ 145	\$ 142
Per Indemnity Class A common share-diluted:				
Operating income attributable to Indemnity	\$ 0.95	\$ 0.90	\$ 2.76	\$ 2.70
Net realized investment (losses) gains and impairments	(0.01)	0.00	(0.01)	0.02
Income tax benefit (expense)	0.00	0.00	0.00	(0.01)
Realized (losses) gains and impairments, net of income taxes	(0.01)	0.00	(0.01)	0.01
Net income attributable to Indemnity	\$ 0.94	\$ 0.90	\$ 2.75	\$ 2.71

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 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 2015 and 2014. Management fee revenue is eliminated upon consolidation.

Property and casualty insurance operations

The property and casualty insurance business is driven by premium growth, the combined ratio, and investment returns. The property and casualty insurance industry is 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 premium of the Property and Casualty Group.

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 nearly 2,200 independent agencies, with over 11,400 licensed property and casualty 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 preferred and standard risks while maintaining a disciplined underwriting approach. Based upon direct written premium in 2014, 43% of our premiums were derived from private passenger auto, 27% from homeowners and 29% from commercial lines. Pennsylvania, Maryland, Virginia, North Carolina and Ohio made up 74% of the property and casualty lines insurance business direct written premium in 2014.

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.

The key measure of underwriting profitability traditionally used in the property and casualty insurance industry is the combined ratio, which is expressed as a percentage. 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 losses 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 the sale 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, the life insurance operations segment discussion includes the life insurance related investment results. However, also for presentation purposes, the segment footnote and the investment operations segment discussion include the life insurance investment results as part of the Exchange's investment results.

Investment operations

We generate revenues from our fixed maturity, equity security, and limited partnership investment portfolios to support our underwriting business. The Indemnity and Exchange portfolios are managed with the objective of maximizing after-tax returns on a risk-adjusted basis, while the EFL portfolio is managed to be closely aligned to its liabilities and to maintain a sufficient yield to meet profitability targets. We actively evaluate the portfolios for impairments, and record impairment writedowns on investments in instances where the fair value of the investment is substantially below cost, and it is concluded that the decline in fair value is other-than-temporary, which includes consideration for intent to sell.

General Conditions and Trends Affecting Our Business

Economic conditions

Unfavorable changes in economic conditions, including declining consumer confidence, inflation, high unemployment, and the threat of 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 bad debt write-offs could increase. Further, unanticipated increased inflation costs including medical cost inflation, construction and auto repair cost inflation, and tort issues may impact the estimated loss reserves and future premium rates. Our key challenge is to generate profitable revenue growth in a highly competitive market that continues to experience the effects of uncertain economic conditions.

Financial 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. Over time, net investment income could also be impacted by volatility and by the general level of interest rates, which impact reinvested cash flow from the portfolio and business operations. Depending upon market conditions, which are unpredictable and remain uncertain, considerable fluctuation could exist in the fair value of our investment portfolio and 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

Indemnity earns management fee revenue from providing services relating to the sales, underwriting, and issuance of policies on behalf of the Exchange as a result of its attorney-in-fact relationship, which is eliminated upon consolidation. A summary of the results of our management operations is as follows:

(dollars in millions)	Indemnity Shareholder Interest					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014	% Change	2015	2014	% Change
	(Unaudited)			(Unaudited)		
Management fee revenue, net	\$ 389	\$ 362	7.5 %	\$ 1,127	\$ 1,047	7.6 %
Service agreement revenue	7	8	(3.2)	22	23	(2.4)
Total revenue from management operations	396	370	7.3	1,149	1,070	7.4
Cost of management operations	328	308	6.4	958	882	8.6
Income from management operations – Indemnity ⁽¹⁾	\$ 68	\$ 62	11.8 %	\$ 191	\$ 188	1.7 %
Gross margin	17.2%	16.5%	0.7 pts.	16.6%	17.5%	(0.9) pts.

(1) The Indemnity shareholder interest retains 100% of the income from the 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:

(dollars in millions)	Indemnity Shareholder Interest					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014	% Change	2015	2014	% Change
	(Unaudited)			(Unaudited)		
Property and Casualty Group direct written premium	\$ 1,557	\$ 1,449	7.5 %	\$ 4,520	\$ 4,202	7.6 %
Management fee rate	25%	25%		25%	25%	
Management fee revenue, gross	389	363	7.5	1,130	1,051	7.6
Change in allowance for management fee returned on cancelled policies ⁽¹⁾	0	(1)	NM	(3)	(4)	NM
Management fee revenue, net of allowance	\$ 389	\$ 362	7.5 %	\$ 1,127	\$ 1,047	7.6 %

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.

Management fee revenue increased \$27 million, or 7.5%, in the third quarter of 2015, and \$80 million, or 7.6%, in the first nine months of 2015, compared to the same respective periods in 2014. Direct written premium of the Property and Casualty Group increased 7.5% in the third quarter of 2015 and 7.6% in the first nine months of 2015, compared to the same periods in 2014, due to a 3.8% increase in policies in force and a 3.9% increase in the year-over-year average premium per policy for all lines of business. See the “Property and Casualty Insurance Operations” segment that follows for a complete discussion of property and casualty direct written premium, which has a direct bearing on Indemnity’s management fee.

The management fee rate was set at 25%, the maximum rate, for both 2015 and 2014. Changes in the management fee rate can affect the Indemnity shareholder interest’s revenue and net income from this segment 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 \$7 million and \$8 million in the third quarters of 2015 and 2014, respectively, and \$22 million and \$23 million in the nine months ended September 30, 2015 and 2014, respectively. The consistency in the service fee revenue compared to the growth in policies in force reflects the continued shift in policies to the monthly direct debit payment plan, which does not incur service charges, and the no-fee single payment plan, which offers a premium discount. The shift to these plans is driven by the consumers' desire to avoid paying service charges and to take advantage of the discount in pricing offered for paid-in-full policies.

Cost of management operations

(in millions)	Indemnity Shareholder Interest					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014	% Change	2015	2014	% Change
	(Unaudited)			(Unaudited)		
<i>Commissions:</i>						
Total commissions	\$ 223	\$ 208	7.5 %	\$ 641	\$ 587	9.1%
<i>Non-commission expense:</i>						
Sales and advertising	\$ 15	\$ 15	NM	\$ 47	\$ 45	5.3
Underwriting and policy processing	34	31	8.9	101	95	6.7
Information technology	28	32	(12.2)	94	91	3.3
Customer service	8	7	9.8	22	20	9.7
Administrative and other	20	15	26.3	53	44	19.6
Total non-commission expense	105	100	4.2	317	295	7.6
Total cost of management operations	\$ 328	\$ 308	6.4 %	\$ 958	\$ 882	8.6%

NM = not meaningful

Commissions – Commissions increased \$15 million in the third quarter of 2015 and \$54 million for the nine months ended September 30, 2015 compared to the same respective periods in 2014. The majority of the increases were driven by the 7.5% and 7.6% increases in direct written premiums of the Property and Casualty Group for the third quarter and nine months ended September 30, 2015, respectively, while about one-third of the increase for the nine months ended September 30, 2015 was due to higher agent incentive costs related to profitable growth. The estimated agent incentive payout, at the end of each quarter, is based on actual underwriting results for the two prior years and the current year-to-date period. Therefore, fluctuations in the current quarter underwriting results can impact the estimated incentive payout on a quarter-to-quarter basis.

Non-commission expense – Non-commission expense increased \$5 million in the third quarter of 2015 compared to the third quarter of 2014. Underwriting and policy processing costs increased \$3 million due to increased personnel costs. Information technology costs decreased \$4 million, which included \$5 million in decreased professional fees offset by \$1 million in increased hardware and software costs. Administrative and other expenses increased \$5 million, which included \$4 million in personnel costs and \$1 million in professional fees. Personnel costs in all expense categories include increases of \$1 million in pension costs, \$2 million in medical costs and \$4 million in the estimate for incentive plan compensation related to the underwriting performance in the third quarter of 2015 compared to the same period in 2014.

Non-commission expense increased \$22 million in the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014. Sales and advertising costs increased \$2 million due to increased personnel costs. Underwriting and policy processing costs increased \$6 million due to increased personnel costs. Information technology costs increased \$3 million, which included \$2 million in hardware and software costs and \$1 million in personnel costs. Administrative and other expenses increased \$9 million, which included \$6 million in personnel costs and \$3 million in professional fees. Personnel costs in all expense categories include increases of \$4 million in pension costs, \$3 million in medical costs and \$5 million in the estimate for incentive plan compensation related to the underwriting performance in the first nine months of 2015 compared to the same period in 2014.

Gross margin

The gross margin in the third quarter of 2015 was 17.2% compared to 16.5% in the third quarter of 2014, and was 16.6% for the nine months ended September 30, 2015 compared to 17.5% for the nine months ended September 30, 2014. The 0.9 point decrease in gross margin for the nine months ended September 30, 2015 was driven primarily by the increased estimated agent incentive payout discussed above.

Property and Casualty Insurance Operations

The Property and Casualty Group operates in 12 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. A summary of the results of our property and casualty insurance operations is as follows:

	Property and Casualty Group					
	Three months ended September 30,			Nine months ended September 30,		
(dollars in millions)	2015	2014	% Change	2015	2014	% Change
	(Unaudited)			(Unaudited)		
Premiums:						
Direct written premium	\$ 1,557	\$ 1,449	7.5 %	\$ 4,520	\$ 4,202	7.6 %
Reinsurance premium – assumed and ceded	(5)	(5)	NM	(17)	(21)	16.0
Net written premium	1,552	1,444	7.5	4,503	4,181	7.7
Change in unearned premium	(105)	(111)	4.6	(264)	(282)	6.2
Net premiums earned	1,447	1,333	8.5	4,239	3,899	8.7
Losses and loss expenses:						
Current accident year, excluding catastrophe losses	872	888	(1.8)	2,783	2,681	3.8
Current accident year catastrophe losses	77	51	49.8	214	388	(45.0)
Prior accident years, including prior year catastrophe losses	(37)	(31)	(19.4)	(100)	(53)	(87.8)
Losses and loss expenses	912	908	0.4	2,897	3,016	(3.9)
Policy acquisition and other underwriting expenses	420	387	8.4	1,222	1,132	7.9
Total losses and expenses	1,332	1,295	2.8	4,119	4,148	(0.7)
Underwriting income (loss) – Exchange ⁽¹⁾	\$ 115	\$ 38	NM %	\$ 120	\$ (249)	NM %
Loss and loss expense ratios:						
Current accident year loss ratio, excluding catastrophe losses	60.3 %	66.6 %	(6.3) pts.	65.6 %	68.7 %	(3.1) pts.
Current accident year catastrophe loss ratio	5.3	3.8	1.5	5.1	10.0	(4.9)
Prior accident year loss ratio, including prior year catastrophe losses	(2.5)	(2.3)	(0.2)	(2.4)	(1.4)	(1.0)
Total loss and loss expense ratio	63.1	68.1	(5.0)	68.3	77.3	(9.0)
Policy acquisition and other underwriting expense ratio	29.0	29.0	0.0	28.8	29.0	(0.2)
Combined ratio	92.1 %	97.1 %	(5.0) pts.	97.1 %	106.3 %	(9.2) pts.

NM = not meaningful

(1) The Exchange retains 100% of the income (loss) from the property and casualty insurance operations.

We measure profit or loss from our property and casualty insurance segment based upon its underwriting results, which are represented by net premiums earned less losses and loss expenses and policy acquisition and other underwriting expenses on a pre-tax basis. The loss and loss expense ratio and combined ratio are key performance indicators that we use to assess business trends and to make comparisons to industry results. New business policies written and policyholder retention rates are also key performance indicators we use to measure our success. New business policy growth and policyholder retention rates are impacted when a policyholder cancels an existing policy and enters into a new policy due to various factors, including buying a new home or changing the policy type. When this occurs, the cancelled policy reduces the reported retention rate while the rewritten policy increases the new business policy growth rate.

The investment results related to our property and casualty insurance operations are included in our investment operations segment discussion.

Premiums

Direct written premium – Direct written premium of the Property and Casualty Group increased 7.5% to \$1.6 billion in the third quarter of 2015, from \$1.4 billion in the third quarter of 2014, driven by an increase in policies in force and increases in average premium per policy. Year-over-year policies in force for all lines of business increased by 3.8% in the third quarter of

2015 as the result of continuing strong policyholder retention, compared to an increase of 4.5% in the third quarter of 2014. The year-over-year average premium per policy for all lines of business increased 3.9% at September 30, 2015, compared to 4.1% at September 30, 2014.

Premiums generated from new business decreased 1.0% to \$187 million in the third quarter of 2015, compared to an increase of 8.8% in the third quarter of 2014. Underlying the trend in new business premiums was a 0.2% decrease in new business policies written in the third quarter of 2015, compared to an increase of 5.6% in the third quarter of 2014, while the year-over-year average premium per policy on new business increased 2.8% at September 30, 2015, compared to 1.9% at September 30, 2014.

Premiums generated from renewal business increased 8.8% to \$1.4 billion in the third quarter of 2015, compared to an increase of 8.8% to \$1.3 billion in the third quarter of 2014. Underlying the trend in renewal business premiums were increases in average premium per policy and steady policy retention ratios. The renewal business year-over-year average premium per policy increased 4.1% at September 30, 2015, compared to 4.4% at September 30, 2014. The Property and Casualty Group's year-over-year policy retention ratio was 90.0% at September 30, 2015, 90.3% at December 31, 2014, and 90.5% at September 30, 2014.

Personal lines – Total personal lines premiums written increased 6.5% to \$1.1 billion in the third quarter of 2015, compared to an increase of 8.2% in the third quarter of 2014, driven by an increase of 3.9% in the total personal lines policies in force and an increase of 2.8% in the total personal lines year-over-year average premium per policy.

New business premiums written on personal lines increased 3.0% in the third quarter of 2015, compared to 7.1% in the third quarter of 2014, driven by increases in new business policies written in the private passenger auto and homeowners lines of business and average premium per policy. Personal lines new business policies written increased 0.9% in the third quarter of 2015, compared to 5.3% in the third quarter of 2014, while the year-over-year average premium per policy on personal lines new business increased 2.9% at September 30, 2015, compared to 3.2% at September 30, 2014.

- Private passenger auto new business premiums written increased 3.4% in the third quarter of 2015, compared to 8.7% in the third quarter of 2014. New business policies written for private passenger auto increased 0.1% in the third quarter of 2015, compared to 6.2% in the third quarter of 2014, while the new business year-over-year average premium per policy for private passenger auto increased 3.4% at September 30, 2015, compared to 3.5% at September 30, 2014.
- Homeowners new business premiums written increased 3.0% in the third quarter of 2015, compared to 3.2% in the third quarter of 2014. New business policies written for homeowners increased 3.6% in the third quarter of 2015, compared to 0.9% in the third quarter of 2014. The new business year-over-year average premium per policy for homeowners increased 1.9% at September 30, 2015, compared to 3.7% at September 30, 2014.

Renewal premiums written on personal lines increased 7.0% in the third quarter of 2015, compared to 8.3% in the third quarter of 2014, driven by increases in average premium per policy and steady policy retention ratios. The year-over-year average premium per policy on personal lines renewal business increased 2.8% at September 30, 2015, compared to 3.7% at September 30, 2014. The personal lines year-over-year policy retention ratio was 90.6% at September 30, 2015, 90.9% at December 31, 2014, and 91.0% at September 30, 2014.

- Private passenger auto renewal premiums written increased 7.0% in the third quarter of 2015, compared to 6.6% in the third quarter of 2014. The year-over-year average premium per policy on private passenger auto renewal business increased 2.2% at September 30, 2015, compared to 1.8% at September 30, 2014. The private passenger auto year-over-year policy retention ratio was 91.5% at September 30, 2015, 91.7% at December 31, 2014, and 91.8% at September 30, 2014.
- Homeowners renewal premiums written increased 6.7% in the third quarter of 2015, compared to 10.9% in the third quarter of 2014. The year-over-year average premium per policy on homeowners renewal business increased 4.3% at September 30, 2015, compared to 7.3% at September 30, 2014. The homeowners year-over-year policyholder retention ratio was 89.4% at September 30, 2015, 89.8% at December 31, 2014, and 89.9% at September 30, 2014.

Commercial lines – Total commercial lines premiums written increased 10.3% to \$424 million in the third quarter of 2015, from \$385 million in the third quarter of 2014, driven by a 3.4% increase in the total commercial lines policies in force and a 7.0% increase in the total commercial lines year-over-year average premium per policy.

New business premiums written on commercial lines decreased 10.1% in the third quarter of 2015, compared to an increase of 12.4% in the third quarter of 2014, driven by decreases in new business policies written seen across all commercial lines of business. Commercial lines new business policies written decreased 6.8% in the third quarter of 2015, compared to an increase of 7.7% in the third quarter of 2014, while the year-over-year average premium per policy on commercial lines new business increased 3.8% at September 30, 2015, compared to 0.9% at September 30, 2014.

Renewal premiums for commercial lines increased 14.1% in the third quarter of 2015, compared to 10.2% in the third quarter of 2014, driven by increases in average premium per policy and steady policy retention ratios. The combined impact of these increases was seen primarily in the commercial multi-peril, commercial auto and workers compensation lines of business. The year-over-year average premium per policy on commercial lines renewal business increased 7.4% at September 30, 2015, compared to 5.9% at September 30, 2014. The year-over-year policy retention ratio for commercial lines was 86.1% at September 30, 2015, 86.5% at December 31, 2014, and 86.7% at September 30, 2014.

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. 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 books of business with the Property and Casualty Group. At September 30, 2015, we had nearly 2,200 agencies with over 11,400 licensed property and casualty representatives.

Changes in premium levels attributable to the growth in policies in force and rate changes directly affect the profitability of the Property and Casualty Group and have a direct bearing on Indemnity's management fee. Our continued focus on underwriting discipline and the maturing of our pricing sophistication models has contributed to the Property and Casualty Group's growth in new policies in force, steady policy retention ratios, and increased average premium per policy.

Losses and loss expenses

Current accident year, excluding catastrophe losses – The current accident year loss and loss expense ratio for all lines of business, excluding catastrophe losses, was 60.3% in the third quarter of 2015, compared to 66.6% in the third quarter of 2014, and was 65.6% for the nine months ended September 30, 2015, compared to 68.7% for the nine months ended September 30, 2014. The improvement in the first nine months of 2015 was driven primarily by a lower volume of non-catastrophe weather related claims than in the first nine months of 2014. The higher volume of non-catastrophe claims in the first nine months of 2014 resulted from more severe winter weather.

Current accident year catastrophe losses – Catastrophic events, destructive weather patterns, or changes in climate conditions are an inherent risk of the property and casualty insurance business and can have a material impact on our property and casualty 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 property catastrophe reinsurance coverage from unaffiliated reinsurers to mitigate future potential catastrophe loss exposures and no longer participates in the voluntary assumed reinsurance business, which lowers the variability of the Property and Casualty Group's underwriting results.

Catastrophe losses for the current accident year, as defined by the Property and Casualty Group, totaled \$77 million in the third quarter of 2015, compared to \$51 million in the third quarter of 2014, and contributed 5.3 points and 3.8 points, respectively, to the loss ratios. For the nine months ended September 30, 2015, catastrophe losses for the current accident year totaled \$214 million, compared to \$388 million for the nine months ended September 30, 2014, and contributed 5.1 points and 10.0 points, respectively, to the loss ratios. Catastrophe losses in the first nine months of 2014 primarily resulted from many smaller events across our footprint and a large hail storm that occurred in the state of Pennsylvania.

Prior accident years, including prior accident year catastrophe losses – The following table provides a breakout of our property and casualty insurance operation's prior year loss reserve development, including prior accident year catastrophe loss reserves, by type of business:

(in millions)	Property and Casualty Group					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014		2015	2014	
	(Unaudited)			(Unaudited)		
Direct business, including reserves for catastrophe losses and salvage and subrogation	\$ (38)	\$ (35)		\$ (108)	\$ (62)	
Assumed reinsurance business	2	2		12	12	
Ceded reinsurance business	(1)	2		(4)	(3)	
Total prior year loss development	\$ (37)	\$ (31)		\$ (100)	\$ (53)	

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

Direct business, including reserves for catastrophe losses and salvage and subrogation – In the third quarter of 2015, the Property and Casualty Group experienced favorable development on direct prior accident year loss reserves of \$38 million that improved the combined ratio by 2.6 points, compared to favorable development of \$35 million in the third quarter of 2014 that improved the combined ratio by 2.6 points. For the nine months ended September 30, 2015, favorable development of direct prior accident year loss reserves totaled \$108 million and improved the combined ratio by 2.5 points, compared to favorable development of \$62 million that improved the combined ratio by 1.6 points for the nine months ended September 30, 2014.

The favorable development in the first nine months of 2015 was seen across all major lines of business. In the first nine months of 2014, the favorable development was primarily due to the workers compensation, commercial multi-peril and personal auto lines of business, offset somewhat by adverse development in the commercial auto line of business.

Assumed reinsurance – The Property and Casualty Group experienced adverse development on prior accident year loss reserves for its assumed reinsurance business totaling \$2 million in both the third quarters of 2015 and 2014. In the first nine months of 2015 and 2014, adverse development on prior accident year loss reserves for the assumed reinsurance business totaled \$12 million for both periods. The adverse development in both the first nine months of 2015 and 2014 was primarily from the involuntary private passenger auto and workers compensation lines of business.

Ceded reinsurance – The Property and Casualty Group's ceded reinsurance reserve recoveries increased by \$1 million in the third quarter of 2015 and decreased by \$2 million in the third quarter of 2014, and increased by \$4 million and \$3 million in the first nine months of 2015 and 2014, respectively. An increase in ceded recoveries is reflected as favorable loss development as it represents an increase in recoveries resulting from adverse development on our direct loss reserves, while a decrease in ceded recoveries is reflected as adverse loss development as it represents a decrease in recoveries resulting from favorable development on our direct loss reserves. In the first nine months of 2015, the increase in ceded recoveries was primarily due to adverse development related to the commercial multi-peril and workers compensation lines of business, whereas the increase in the first nine months of 2014 was primarily due to adverse development related to the commercial multi-peril line of business.

Policy acquisition and other underwriting expenses – Our policy acquisition and other underwriting expense ratio was 29.0% in both the third quarters of 2015 and 2014, and decreased 0.2 points to 28.8% for the nine months ended September 30, 2015, from 29.0% for the nine months ended September 30, 2014. The management fee rate was 25% for the periods ended September 30, 2015 and 2014.

Life Insurance Operations

EFL is a Pennsylvania-domiciled life insurance company which underwrites and sells individual and group life insurance policies and fixed annuities and operates in 11 states and the District of Columbia. A summary of the results of our life insurance operations is as follows:

(in millions)	Erie Family Life Insurance Company					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014	% Change	2015	2014	% Change
	(Unaudited)			(Unaudited)		
Individual and group life premiums, gross	\$ 32	\$ 31	3.1 %	\$ 97	\$ 93	3.8 %
Reinsurance premiums – ceded	(7)	(9)	8.0	(28)	(29)	2.6
Individual and group life premiums, net	25	22	7.4	69	64	6.7
Other revenue	0	0	NM	1	1	NM
Total net policy revenue	25	22	7.5	70	65	6.7
Net investment income	24	24	NM	72	71	0.9
Net realized gains on investments	0	3	NM	1	8	NM
Impairment losses recognized in earnings	0	(1)	NM	0	(1)	NM
Equity in earnings of limited partnerships	0	0	NM	1	1	NM
Total revenues	49	48	NM	144	144	NM
Benefits and other changes in policy reserves	28	28	NM	81	83	(2.0)
Amortization of deferred policy acquisition costs	3	4	NM	10	10	NM
Other operating expenses	7	6	0.6	19	18	3.3
Total benefits and expenses	38	38	NM	110	111	(1.2)
Income before taxes – Exchange ⁽¹⁾	\$ 11	\$ 10	NM %	\$ 34	\$ 33	1.4 %

NM = not meaningful

(1) The Exchange retains 100% of the income from the life insurance operations.

Policy revenue

Gross policy revenues increased 3.1% to \$32 million in the third quarter 2015, from \$31 million in the third quarter of 2014. EFL uses, and has used, a variety of reinsurance programs to reduce claims volatility and for other financial benefits. While the amount of risk that EFL retains can vary based upon the type of policy issued and the year it was issued, EFL generally does not retain more than \$1 million of risk on any individual life. Ceded reinsurance premiums totaled \$7 million in the third quarter of 2015 and \$9 million in the third quarter of 2014. For the nine months ended September 30, 2015, compared to 2014, gross policy revenues totaled \$97 million and \$93 million, respectively, while ceded reinsurance premiums totaled \$28 million and \$29 million for the nine months ended September 30, 2015 and 2014, respectively.

Annuity and universal life premiums that are recorded as deposits totaled \$14 million and \$18 million in the third quarters of 2015 and 2014, respectively, and \$45 million and \$50 million for the nine months ended September 30, 2015 and 2014, respectively, and therefore are not reflected in individual and group life premiums in the table above.

Investment revenue

EFL's investment revenue decreased in the third quarter and the first nine months of 2015 due to lower net realized gains on investments, compared to the same respective periods in 2014. See the "Investment Operations" segment discussion that follows for further information.

Benefits and expenses

In the third quarter and first nine months of 2015, total benefits and expenses remained relatively flat compared to the third quarter and first nine months of 2014.

Investment Operations

The investment results related to our life insurance operations are included in the investment operations segment discussion as part of the Exchange's investment results. A summary of the results of our investment operations is as follows:

(in millions)	Erie Insurance Group					
	Three months ended September 30,			Nine months ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Indemnity	(Unaudited)			(Unaudited)		
Net investment income	\$ 4	\$ 4	NM %	\$ 13	\$ 12	9.0 %
Net realized investment gains	0	0	NM	0	1	NM
Net impairment losses recognized in earnings	(1)	0	NM	(1)	0	NM
Equity in earnings of limited partnerships	4	4	NM	17	13	33.5
Net revenue from investment operations – Indemnity	<u>\$ 7</u>	<u>\$ 8</u>	(5.0) %	<u>\$ 29</u>	<u>\$ 26</u>	13.0 %
Exchange						
Net investment income	\$ 119	\$ 114	4.5 %	\$ 356	\$ 334	6.7 %
Net realized investments (losses) gains	(292)	(85)	NM	(243)	103	NM
Net impairment losses recognized in earnings	(3)	(1)	NM	(7)	(1)	NM
Equity in earnings of limited partnerships	39	30	28.2	126	98	28.4
Net revenue from investment operations – Exchange ⁽¹⁾	<u>\$ (137)</u>	<u>\$ 58</u>	NM %	<u>\$ 232</u>	<u>\$ 534</u>	(56.6) %

NM = not meaningful

(1) The Exchange's investment results for the third quarters of 2015 and 2014 include net investment revenues from EFL's operations of \$24 million and \$26 million, respectively. The Exchange's investment results for the first nine months of 2015 and 2014 include net investment revenues from EFL's operations of \$74 million and \$79 million, respectively.

Net investment income

Net investment income primarily includes interest and dividends on our fixed maturity and equity security portfolios net of investment expenses. Indemnity's net investment income was unchanged in the third quarter of 2015, compared to the third quarter of 2014, while the Exchange's net investment income increased by \$5 million. Indemnity's net investment income increased by \$1 million for the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014, while the Exchange's net investment income increased by \$22 million. The increases in net investment income for both Indemnity and the Exchange during these periods were primarily due to higher invested balances in fixed maturities.

Net impairment losses recognized in earnings

Net impairment losses recorded in earnings for Indemnity were \$0.5 million for the third quarter, and \$0.6 million for the nine months ended September 30, 2015, compared to less than \$0.1 million for the third quarter, and \$0.1 million for the nine months ended September 30, 2014. Net impairment losses recorded in earnings for the Exchange were \$3 million for the third quarter, and \$7 million for the nine months ended September 30, 2015, compared to \$1 million for both the third quarter and the nine months ended September 30, 2014. The impairment activity for both Indemnity and the Exchange during these periods was primarily due to securities in an unrealized loss position that we intended to sell prior to an expected recovery of fair value to cost.

Net realized investment gains (losses)

A breakdown of our net realized investment gains (losses) is as follows:

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	(Unaudited)		(Unaudited)	
Indemnity				
Securities sold:				
Fixed maturities	\$ (1)	\$ 0	\$ (1)	\$ 0
Equity securities	1	0	1	1
Total net realized investment gains – Indemnity ⁽¹⁾	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 1</u>
Exchange				
Securities sold:				
Fixed maturities	\$ (5)	\$ 6	\$ 0	\$ 15
Equity securities	7	0	17	8
Common stock equity securities	33	84	176	196
Common stock (decreases) increases in fair value ⁽²⁾	(327)	(175)	(436)	(116)
Total net realized investment (losses) gains – Exchange ^{(1) (3)}	<u>\$ (292)</u>	<u>\$ (85)</u>	<u>\$ (243)</u>	<u>\$ 103</u>

(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 fair value on our common stock portfolio is based upon exchange traded prices provided by a nationally recognized pricing service.

(3) The Exchange’s results for the third quarter of 2015 and 2014 include net realized gains from EFL’s operations of \$0.4 million and \$3 million. The Exchange’s results for the first nine months of 2015 and 2014 include net realized gains from EFL’s operations of \$1 million and \$8 million, respectively.

Net realized gains and losses on investments include the changes in fair value of common stocks designated as trading securities, and gains and losses resulting from the actual sales of all security categories. Indemnity generated net realized losses of \$0.5 million in the third quarter of 2015, compared to gains of \$0.1 million in the third quarter of 2014, while the Exchange generated net realized losses of \$292 million and \$85 million in the same respective periods. Indemnity generated net realized losses of \$0.1 million for the nine months ended September 30, 2015, compared to gains of \$1 million for the nine months ended September 30, 2014, while the Exchange generated net realized losses of \$243 million, compared to gains of \$103 million, in the same respective periods.

Net realized gains and losses for Indemnity during these periods represented modest realized gains and losses from sales of fixed maturity and equity securities. Net realized losses for the Exchange in the third quarter of 2014 and 2015, and the nine months ended September 30, 2015, were due to decreases in fair value of common stocks, which more than offset realized gains from sales of securities. Net realized gains for the Exchange for the nine months ended September 30, 2014 reflected realized gains from the sales of securities, which more than offset decreases in fair value of common stock.

Equity in earnings of limited partnerships

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

(in millions)	Erie Insurance Group			
	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Indemnity	(Unaudited)		(Unaudited)	
Private equity	\$ 3	\$ 0	\$ 13	\$ 4
Mezzanine debt	1	1	2	2
Real estate	0	3	2	7
Total equity in earnings of limited partnerships – Indemnity	\$ 4	\$ 4	\$ 17	\$ 13
Exchange				
Private equity	\$ 28	\$ 14	\$ 90	\$ 47
Mezzanine debt	5	5	15	16
Real estate	6	11	21	35
Total equity in earnings of limited partnerships – Exchange ⁽¹⁾	\$ 39	\$ 30	\$ 126	\$ 98

(1) The Exchange's results for the third quarter of 2015 and 2014 include equity in earnings of limited partnerships from EFL's operations of less than \$0.1 million of losses and \$0.5 million of earnings, respectively. The Exchange's results for both the first nine months of 2015 and 2014 include equity in earnings of limited partnerships from EFL's operations of \$1 million.

Indemnity's equity in earnings of limited partnerships was unchanged in the third quarter of 2015, compared to the third quarter of 2014, while the Exchange's equity in earnings of limited partnerships increased \$9 million. Indemnity's equity in earnings of limited partnerships increased \$4 million for the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014, while the Exchange's equity in earnings of limited partnerships increased \$28 million. The increases in earnings for both Indemnity and the Exchange during these periods were primarily due to higher earnings from private equity investments partially offset by lower earnings from real estate investments.

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

Limited partnership earnings tend to be cyclical based upon 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 September 30, 2015 reflect investment valuation changes resulting from the financial markets and the economy in the fourth quarter of 2014 and the first two quarters of 2015.

FINANCIAL CONDITION

Investments

We generate revenues from our fixed maturity, equity security, and limited partnership investment portfolios to support our underwriting business. The Indemnity and Exchange portfolios are managed with the objective of maximizing after-tax returns on a risk-adjusted basis, while the EFL portfolio is managed to be closely aligned to its liabilities and to maintain a sufficient yield to meet profitability targets.

Distribution of investments

	Erie Insurance Group			
	Carrying value at September 30, 2015	% to total	Carrying value at December 31, 2014	% to total
<i>(in millions)</i>				
Indemnity	(Unaudited)			
Fixed maturities	\$ 588	84%	\$ 564	80%
Equity securities:				
Preferred stock	8	1	12	2
Common stock	12	2	13	2
Limited partnerships:				
Private equity	51	7	52	7
Mezzanine debt	13	2	14	2
Real estate	31	4	47	7
Real estate mortgage loans	1	0	1	0
Total investments – Indemnity	<u>\$ 704</u>	<u>100%</u>	<u>\$ 703</u>	<u>100%</u>
Exchange				
Fixed maturities	\$ 9,392	67%	\$ 9,007	65%
Equity securities:				
Preferred stock	623	5	710	5
Common stock	3,078	22	3,363	24
Limited partnerships:				
Private equity	418	3	418	3
Mezzanine debt	166	1	170	1
Real estate	248	2	278	2
Life policy loans	19	0	18	0
Real estate mortgage loans	2	0	2	0
Total investments – Exchange	<u>\$ 13,946</u>	<u>100%</u>	<u>\$ 13,966</u>	<u>100%</u>
Total investments – Erie Insurance Group	<u>\$ 14,650</u>		<u>\$ 14,669</u>	

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 is included in earnings and no 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. (See the “Investment Operations” section contained within this report for further information.) 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 maturity portfolio that is of high quality and well diversified within each market sector. This investment strategy also achieves a balanced maturity schedule. Our fixed maturity portfolio is managed with the goal of achieving reasonable returns while limiting exposure to risk. Our municipal bond portfolio accounts for \$237 million, or 40%, of the total fixed maturity portfolio for Indemnity and \$1.5 billion, or 16%, of the fixed maturity portfolio for the Exchange at September 30, 2015. The overall credit rating of the municipal portfolio without consideration of the underlying insurance is AA.

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 \$4 million at September 30, 2015, compared to \$6 million at December 31, 2014. At September 30, 2015, the Exchange had net unrealized gains on fixed maturities of \$187 million, compared to \$303 million at December 31, 2014.

The following table presents a breakdown of the fair value of our fixed maturity portfolio by sector and rating for Indemnity and the Exchange, respectively:

	Erie Insurance Group ⁽¹⁾						
	At September 30, 2015						
(in millions)	(Unaudited)						
Industry Sector	AAA	AA	A	BBB	Non-investment grade	Fair value	
Indemnity							
Basic materials	\$ 0	\$ 0	\$ 2	\$ 3	\$ 2	\$ 7	
Communications	0	0	2	20	10	32	
Consumer	0	0	7	23	27	57	
Diversified	0	0	0	0	0	0	
Energy	0	0	2	6	8	16	
Financial	0	2	43	38	12	95	
Government-municipal	110	106	20	1	0	237	
Industrial	0	0	1	5	9	15	
Structured securities ⁽²⁾	35	33	22	15	1	106	
Technology	0	0	2	4	4	10	
Utilities	0	0	9	3	1	13	
Total – Indemnity	\$ 145	\$ 141	\$ 110	\$ 118	\$ 74	\$ 588	
Exchange							
Basic materials	\$ 0	\$ 0	\$ 61	\$ 179	\$ 51	\$ 291	
Communications	0	0	161	421	141	723	
Consumer	0	42	380	777	261	1,460	
Diversified	0	0	12	1	7	20	
Energy	7	95	143	530	83	858	
Financial	0	138	1,213	1,449	173	2,973	
Foreign government	0	5	4	55	22	86	
Government-municipal	455	863	131	27	0	1,476	
Government sponsored enterprises	0	4	0	0	0	4	
Industrial	5	0	158	259	76	498	
Structured securities ⁽²⁾	51	30	32	43	0	156	
Technology	0	58	103	128	31	320	
U.S. Treasury	0	8	0	0	0	8	
Utilities	0	3	170	315	31	519	
Total – Exchange	\$ 518	\$ 1,246	\$ 2,568	\$ 4,184	\$ 876	\$ 9,392	

(1) Ratings are supplied by S&P, Moody's, and Fitch. The table is based upon the lowest rating for each security.

(2) Structured securities include residential mortgage-backed securities, commercial mortgage-backed securities, collateralized debt obligations, and asset-backed securities.

Equity securities

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

The following table presents an analysis of the fair value of our preferred and common stock securities by sector for Indemnity and Exchange, respectively:

(in millions)	Erie Insurance Group			
	Fair value at:			
	September 30, 2015		December 31, 2014	
	(Unaudited)			
Industry sector	Preferred stock	Common stock	Preferred stock	Common stock
Indemnity				
Communications	\$ 0	\$ 0	\$ 1	\$ 0
Financial	6	0	7	0
Funds ⁽¹⁾	0	12	0	13
Utilities	2	0	4	0
Total – Indemnity	<u>\$ 8</u>	<u>\$ 12</u>	<u>\$ 12</u>	<u>\$ 13</u>
Exchange				
Basic materials	\$ 0	\$ 70	\$ 0	\$ 88
Communications	0	236	6	278
Consumer	24	930	16	980
Diversified	0	12	0	19
Energy	0	133	0	187
Financial	498	580	587	590
Funds ⁽¹⁾	0	432	0	435
Government sponsored enterprises	14	0	0	0
Industrial	0	376	0	456
Technology	1	257	1	268
Utilities	86	52	100	62
Total – Exchange	<u>\$ 623</u>	<u>\$ 3,078</u>	<u>\$ 710</u>	<u>\$ 3,363</u>

(1) Includes certain exchange traded funds with underlying holdings of fixed maturity securities totaling \$12 million for Indemnity and \$97 million for the Exchange at September 30, 2015, and \$13 million for Indemnity and \$140 million for the Exchange at December 31, 2014. These securities meet the criteria of a common stock under U.S. GAAP, and are included on the balance sheet as available-for-sale equity securities. Remaining common stock investments are classified as trading securities.

Equity securities classified as available-for-sale include preferred and certain common stock securities, and are carried at fair value on the Consolidated Statements of Financial Position with all changes in unrealized gains and losses reflected in other comprehensive income. The net unrealized loss on equity securities classified as available-for-sale, net of deferred taxes, for Indemnity was less than \$0.1 million at September 30, 2015, compared to a net unrealized gain of \$0.6 million at December 31, 2014. The net unrealized gain on equity securities classified as available-for-sale, net of deferred taxes, for the Exchange was \$25 million at September 30, 2015, compared to a net unrealized gain of \$40 million at December 31, 2014.

Our common stocks classified as trading securities are measured at fair value with all changes in fair value reflected in the Consolidated Statements of Operations.

Limited partnerships

In the third quarter of 2015, investments in limited partnerships decreased for both Indemnity and the Exchange from the investment levels at December 31, 2014. Changes in partnership values are a function of contributions and distributions, adjusted for market value changes in the underlying investments. The decrease in limited partnership investments was due to net distributions received from the partnerships, which were partially offset by partnership earnings. Indemnity has made no new limited partnership commitments since 2006, and the balance of its limited partnership investments is expected to decline over time as additional distributions are received. The results from our limited partnerships are based upon financial statements received from our general partners, which are generally received on a quarter lag. As a result, the market values and earnings recorded during the third quarter of 2015 reflect the partnership activity experienced in the second quarter of 2015.

The components of limited partnership investments are as follows:

(in millions)

Indemnity

Private equity

Mezzanine debt

Real estate

Total limited partnerships – Indemnity

Exchange

Private equity

Mezzanine debt

Real estate

Total limited partnerships – Exchange

Erie Insurance Group			
At September 30, 2015		At December 31, 2014	
(Unaudited)			
\$	51	\$	52
	13		14
	31		47
\$	95	\$	113
\$	418	\$	418
	166		170
	248		278
\$	832	\$	866

Liabilities

Property and casualty losses and loss expense reserves

Loss reserves are established to account for the estimated ultimate costs of losses 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 include 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, inflation, and claims patterns on current business that differ significantly from historical claims patterns.

Losses and loss expense reserves are presented on the Consolidated Statements of Financial Position on a gross basis. The following table represents the direct and assumed losses 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 Property and Casualty Group.

(in millions)	Property and Casualty Group	
	At September 30, 2015	At December 31, 2014
	(Unaudited)	
Gross reserve liability ⁽¹⁾ :		
Private passenger auto	\$ 1,283	\$ 1,245
Automobile massive injury	315	330
Homeowners	284	279
Workers compensation	662	636
Workers compensation massive injury	60	82
Commercial auto	407	388
Commercial multi-peril	639	630
All other lines of business	188	179
Assumed reinsurance	85	84
Gross reserves	3,923	3,853
Less: reinsurance recoverable	141	142
Net reserve liability — Exchange	\$ 3,782	\$ 3,711

(1) Loss reserves are set at estimated ultimate costs, except for workers compensation loss reserves which have been discounted using an interest rate of 2.5%. This discounting reduced unpaid losses and loss expenses by \$88 million at September 30, 2015 and \$89 million at December 31, 2014.

The reserves that have the greatest potential for variation are the massive injury lifetime medical claim reserves. The Property and Casualty Group is currently reserving for 238 claimants requiring lifetime medical care, of which 93 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 \$238 million at September 30, 2015, which is net of \$137 million of anticipated reinsurance recoverables, compared to \$274 million at December 31, 2014, which is net of \$138 million of anticipated reinsurance recoverables.

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 upon 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 primarily based upon 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. Inflation assumptions take the form of explicit numerical values in the survival ratio, individual claim, and massive injury lifetime medical reserving methods. Inflation assumptions are implicitly derived through the selection of applicable loss development patterns for all other reserving methods. Occasionally, unusual aberrations in loss development patterns are caused by external and internal factors such as changes in claim reporting, settlement patterns, unusually large losses, process changes, legal or regulatory changes, and other influences. In these instances, analyses of alternate development factor selections are performed to evaluate the effect of these factors and actuarial judgment is applied to make appropriate assumptions needed to develop a best estimate of ultimate losses.

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. Our 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 insurance 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 operation's portfolios 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 our management 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 2015.

Cash flow activities — Erie Insurance Group

The following table provides condensed consolidated cash flow information for the nine months ended September 30:

(in millions)

	Erie Insurance Group	
	2015	2014
	(Unaudited)	(Unaudited)
Net cash provided by operating activities	\$ 663	\$ 549
Net cash used in investing activities	(475)	(533)
Net cash used in financing activities	(84)	(89)
Net increase (decrease) in cash and cash equivalents	\$ 104	\$ (73)

Net cash provided by operating activities totaled \$663 million and \$549 million for the first nine months of 2015 and 2014, respectively. Increased cash from operating activities for the first nine months of 2015 was driven primarily by an increase in premiums collected by the Exchange due to the increase in premiums written. This cash inflow was somewhat offset by higher income taxes paid and commissions and bonuses paid to agents compared to the first nine months of 2014.

At September 30, 2015, we recorded a net deferred tax asset of \$51 million attributable to Indemnity and a net deferred tax liability of \$283 million attributable to the Exchange. There was no deferred tax valuation allowance recorded at September 30, 2015. Our capital gain and loss strategies take into consideration our 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.

Net cash used in investing activities totaled \$475 million and \$533 million for the first nine months of 2015 and 2014, respectively. Investing activities in the first nine months of 2015 primarily included increased cash generated from fixed maturity sales and maturities combined with decreased preferred stock purchases, offset somewhat by increased fixed maturity and common stock purchases compared to the first nine months of 2014. At September 30, 2015, we had contractual commitments to invest up to \$547 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 \$132 million, mezzanine debt securities was \$216 million, and real estate activities was \$199 million.

For a discussion of net cash used in financing activities, see the following section "Cash flow activities — Indemnity," for the primary drivers of the financing cash flows related to the Indemnity shareholder interest.

Cash flow activities — Indemnity

The following table is a summary of cash flows for Indemnity for the nine months ended September 30:

(in millions)

	Indemnity Shareholder Interest	
	2015	2014
	(Unaudited)	(Unaudited)
Net cash provided by operating activities	\$ 131	\$ 111
Net cash used in investing activities	(6)	(6)
Net cash used in financing activities	(95)	(109)
Net increase (decrease) in cash and cash equivalents	\$ 30	\$ (4)

See Item 1. "Financial Statements - Note 15. Indemnity Supplemental Information," contained within this report for more detail on Indemnity's cash flows.

Net cash provided by Indemnity's operating activities totaled \$131 million and \$111 million for the first nine months of 2015 and 2014, respectively. The increase in cash provided by operating activities for the first nine months of 2015 was primarily due to an increase in management fee revenue received, offset somewhat by increases in commissions and bonuses paid to agents compared to the first nine months of 2014. 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 \$633 million in the first nine months of 2015 compared to \$576 million for the first nine months of 2014, as a result of an increase in cash paid for scheduled commissions and bonus awards. Indemnity made a \$17 million contribution to its pension plan in the first nine months of 2015 compared to \$23 million in the first nine months of 2014. Our funding policy is generally to contribute an amount equal to the greater of the target normal cost for the plan year or the amount necessary to fund the plan to 100% plus interest to the date the contribution is made. Indemnity is reimbursed approximately 57% of the net periodic benefit cost of the pension plan from its affiliates, which represents pension benefits for Indemnity employees performing claims and EFL functions.

At September 30, 2015, Indemnity recorded a net deferred tax asset of \$51 million. There was no deferred tax valuation allowance recorded at September 30, 2015.

Net cash used in Indemnity's investing activities totaled \$6 million for both the first nine months of 2015 and 2014. Indemnity's investing activities in the first nine months of 2015 primarily included decreased cash generated from fixed maturity and common and preferred stock sales and maturities, offset by decreased fixed maturity and preferred stock purchases and increased cash generated from limited partnership sales compared to the first nine months of 2014. Also impacting Indemnity's future investing activities are limited partnership commitments, which totaled \$20 million at September 30, 2015, 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 \$8 million, mezzanine debt securities was \$8 million, and real estate activities was \$4 million.

Net cash used in Indemnity's financing activities totaled \$95 million and \$109 million for the first nine months of 2015 and 2014, respectively. The decrease in cash used in financing activities for the first nine months of 2015 was driven by a decrease in the cash outlay for share repurchases, offset somewhat by a slight increase in dividends paid to shareholders.

Indemnity did not repurchase any shares of its Class A nonvoting common stock in conjunction with its stock repurchase program in the first nine months of 2015. In the first nine months of 2014, shares repurchased under this program totaled 276,390 at a total cost of \$19.5 million, based upon settlement date. In October 2011, our Board of Directors approved a continuation of the current stock repurchase program for a total of \$150 million with no time limitation. This repurchase authority includes, and is not in addition to, any unspent amounts remaining under the prior authorization. Indemnity had approximately \$18 million of repurchase authority remaining under this program at September 30, 2015, based upon trade date.

Additionally, in August 2015, we repurchased 2,800 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$241,469, or \$86.24 per share, for the vesting of stock-based awards for executive management. These shares were delivered to executive management in August 2015.

In June 2015, we repurchased 1,567 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$128,355, or \$81.91 per share, for the vesting of stock-based awards in conjunction with our long-term incentive plan. These shares were delivered to plan participants in June 2015.

In January 2014, we repurchased 2,800 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$201,411, or \$71.93 per share, for the vesting of stock-based awards for executive management. These shares were delivered to executive management in January 2014.

In May 2014, we repurchased 7,227 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$552,503, or \$76.45 per share, for the vesting of stock-based awards for a former outside director. These shares were delivered in May 2014.

In May and June 2014, we repurchased 54,371 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$4,143,544, or \$76.21 per share, for the vesting of stock-based awards in conjunction with our long-term incentive plan. These shares were delivered to plan participants in June 2014.

Dividends paid to shareholders totaled \$95 million for the first nine months of 2015 compared to \$89 million dividends paid for the first nine months of 2014. Additionally, Indemnity increased both its Class A and Class B shareholder quarterly dividends by 7.2% for 2015, compared to 2014. 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 \$122 million at September 30, 2015, 2) a \$100 million bank revolving 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 \$423 million at September 30, 2015. 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.

As of September 30, 2015, Indemnity has access to a \$100 million bank revolving line of credit with a \$25 million letter of credit sublimit that expires on November 3, 2018. As of September 30, 2015, a total of \$98 million remains available under the facility due to \$2 million outstanding letters of credit, which reduce the availability for letters of credit to \$23 million. Indemnity had no borrowings outstanding on its line of credit as of September 30, 2015. Bonds with a fair value of \$111 million were pledged as collateral on the line at September 30, 2015. These securities have no trading restrictions and are reported as available-for-sale fixed maturities in the Consolidated Statements of Financial Position. The bank requires compliance with certain covenants, which include leverage ratios. Indemnity was in compliance with its bank covenants at September 30, 2015. On October 28, 2015, Indemnity extended the maturity date of the revolving credit facility to November 3, 2020.

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 \$496 million at September 30, 2015, 2) a \$300 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 \$11.9 billion at September 30, 2015. 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.

As of September 30, 2015, the Exchange has access to a \$300 million bank revolving line of credit with a \$25 million letter of credit sublimit that expires on October 25, 2018. As of September 30, 2015, a total of \$299 million remains available under the facility due to \$1 million outstanding letters of credit, which reduce the availability for letters of credit to \$24 million. The Exchange had no borrowings outstanding on its line of credit as of September 30, 2015. Bonds with a fair value of \$326 million were pledged as collateral on the line at September 30, 2015. These securities have no trading restrictions and are reported as available-for-sale fixed maturities in the Consolidated Statements of Financial Position. 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 September 30, 2015. On October 28, 2015, the Exchange amended the bank revolving line of credit to \$400 million and extended the maturity date to October 28, 2020. The increase in the line of credit to \$400 million was driven by both favorable credit market conditions and increased need based on Exchange's growth in business.

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 our cash flow requirements in 2015.

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 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; however, no principal or interest payments may be made without prior approval of the Pennsylvania Insurance Commissioner. Interest payments are scheduled to be paid semi-annually. For the nine months ended September 30, 2015 and 2014, Indemnity recognized interest income on the note of \$1.3 million.

The Exchange holds a surplus note for \$20 million from EFL that is payable on demand on or after December 31, 2025; however, no principal or interest payments may be made without prior approval of the Pennsylvania Insurance Commissioner. Interest payments are scheduled to be paid semi-annually. For the nine months ended September 30, 2015 and 2014, the Exchange recognized interest income on the note of \$0.9 million.

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 property and casualty insurance losses and loss expense reserves, life insurance and annuity policy reserves, investment valuation, deferred acquisition costs related to life insurance and investment-type contracts, deferred taxes, and retirement benefit plans for employees. 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, 2014 of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 26, 2015. See Item 1. "Financial Statements - Note 6. Fair Value," contained within this report for additional information on our valuation of investments.

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, interest rates, and other risk exposures for the year ended December 31, 2014 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 26, 2015.

There have been no material changes that impact our portfolio or reshape our periodic investment reviews of asset allocations during the nine months ended September 30, 2015. 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,” contained within this report.

ITEM 4. CONTROLS AND PROCEDURES

We carried out an evaluation, with the participation of management, including the Chief Executive Officer and Interim 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 Interim Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Our management evaluated, with the participation of the Chief Executive Officer and Interim 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 nine months ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

State Court Lawsuit Against Erie Indemnity Company

Erie Indemnity Company (“Indemnity”) was named as a defendant in a complaint filed on August 1, 2012 by alleged subscribers of the Erie Insurance Exchange (the “Exchange”) in the Court of Common Pleas Civil Division of Fayette County, Pennsylvania captioned Erie Insurance Exchange, an unincorporated association, by Joseph S. Sullivan and Anita Sullivan, Patricia R. Beltz, and Jenna L. DeBord, trustees ad litem v. Erie Indemnity Co. (the “Sullivan” lawsuit).

As subsequently amended, the complaint alleges that, beginning on September 1, 1997, Indemnity retained “Service Charges” (installment fees) and “Added Service Charges” (late fees and policy reinstatement charges) on policies written by the Exchange and its insurance subsidiaries, which allegedly should have been paid to the Exchange, in the amount of approximately \$308 million. In addition to their claim for monetary relief on behalf of the Exchange, the plaintiffs seek an accounting of all so-called intercompany transactions between Indemnity and the Exchange from 1996 to date. Plaintiffs allege that Indemnity breached its contractual, fiduciary, and equitable duties by retaining Service Charges and Added Service Charges that should have been retained by the Exchange. Plaintiffs bring these same claims under three separate derivative-type theories. First, plaintiffs purport to bring suit as members of the Exchange on behalf of the Exchange. Second, plaintiffs purport to bring suit as trustees ad litem on behalf of the Exchange. Third, plaintiffs purport to bring suit on behalf of the Exchange pursuant to Rule 1506 of the Pennsylvania Rules of Civil Procedure, which allows shareholders to bring suit derivatively on behalf of a corporation or similar entity.

Indemnity filed a motion in the state court in November 2012 seeking dismissal of the lawsuit. On December 19, 2013, the court granted Indemnity’s motion in part, holding that the Pennsylvania Insurance Holding Company Act “provides the [Pennsylvania Insurance] Department with special competence to address the subject matter of plaintiff’s claims” and referring “all issues” in the Sullivan lawsuit to the Pennsylvania Insurance Department (the “Department”) for “its views and any determination.” The court stayed all further proceedings and reserved decision on all other grounds for dismissal raised by Indemnity. Plaintiffs sought reconsideration of the court’s order, and on January 13, 2014, the court entered a revised order affirming its prior order and clarifying that the Department “shall decide any and all issues within its jurisdiction.” On January 30, 2014, Plaintiffs asked the court to certify its order to permit an immediate appeal to the Superior Court of Pennsylvania and to stay any proceedings in the Department pending completion of any appeal. On February 18, 2014, the court issued an order denying Plaintiffs’ motion. On March 20, 2014, Plaintiffs filed a petition for review with the Superior Court, which was denied by the Superior Court on May 5, 2014.

The Sullivan matter was assigned to an Administrative Judge within the Department for determination. The parties agreed that an evidentiary hearing was not required and they entered into a stipulated record and submitted briefing to the Department. Oral argument was held before the Administrative Judge on January 6, 2015. On April 29, 2015, the Department issued a declaratory opinion and order (1) finding that the transactions between Exchange and Indemnity in which Indemnity retained or received revenue from installment and other service charges from Exchange subscribers complied with applicable insurance laws and regulations and that Indemnity properly retained charges paid by Exchange policyholders for certain installment premium payment plans, dishonored payments, policy cancellations and policy reinstatements and (2) returning jurisdiction for the matter to the Fayette County Court of Common Pleas.

On May 26, 2015, Plaintiffs appealed the Department’s decision to the Pennsylvania Commonwealth Court. Briefing for this appeal is currently scheduled to be completed by November 4, 2015.

Indemnity believes that it has meritorious legal and factual defenses and intends to vigorously defend against all allegations and requests for relief.

Federal Court Lawsuit Against Directors

On February 6, 2013, a lawsuit was filed in the United States District Court for the Western District of Pennsylvania, captioned Erie Insurance Exchange, an unincorporated association, by members Patricia R. Beltz, Joseph S. Sullivan and Anita Sullivan, and Patricia R. Beltz, on behalf of herself and others similarly situate v. Richard L. Stover; J. Ralph Borneman, Jr; Terrence W. Cavanaugh; Jonathan Hirt Hagen; Susan Hirt Hagen; Thomas B. Hagen; C. Scott Hartz; Claude C. Lilly, III; Lucian L. Morrison; Thomas W. Palmer; Martin P. Sheffield; Elizabeth H. Vorsheck; and Robert C. Wilburn (the “Beltz” lawsuit), by alleged policyholders of the Exchange who are also the plaintiffs in the Sullivan lawsuit. The individuals named as defendants in the Beltz lawsuit were the then-current Directors of Indemnity.

As subsequently amended, the Beltz lawsuit asserts many of the same allegations and claims for monetary relief as in the Sullivan lawsuit. Plaintiffs purport to sue on behalf of all policyholders of the Exchange, or, alternatively, on behalf of the Exchange itself. Indemnity filed a motion to intervene as a Party Defendant in the Beltz lawsuit in July 2013, and the Directors filed a motion to dismiss the lawsuit in August 2013. On February 10, 2014, the court entered an order granting Indemnity’s motion to intervene and permitting Indemnity to join the Directors’ motion to dismiss; granting in part the Directors’ motion to dismiss; referring the matter to the Department to decide any and all issues within its jurisdiction; denying all other relief sought in the Directors’ motion as moot; and dismissing the case without prejudice. To avoid duplicative proceedings and expedite the Department’s review, the Parties have stipulated that only the Sullivan action will proceed before the Department and any final and non-appealable determinations made by the Department in the Sullivan action will be applied to the Beltz action.

On March 7, 2014, Plaintiffs filed a notice of appeal to the United States Court of Appeals for the Third Circuit. Indemnity filed a motion to dismiss the appeal on March 26, 2014. On November 17, 2014, the Third Circuit deferred ruling on Indemnity’s motion to dismiss the appeal and instructed the parties to address that motion, as well as the merits of Plaintiffs’ appeal, in the parties’ briefing. Briefing was completed on April 2, 2015. In light of the Department’s April 29, 2015 decision in Sullivan, the Parties then jointly requested that the Beltz appeal be voluntarily dismissed as moot on June 5, 2015. The Third Circuit did not rule on the Parties’ request for dismissal and instead held oral argument as scheduled on June 8, 2015. On July 16, 2015, the Third Circuit issued an opinion and judgment dismissing the appeal. The Third Circuit found that it lacked appellate jurisdiction over the appeal, because the District Court’s February 10, 2014 order referring the matter to the Department was not a final, appealable order.

Indemnity believes that it has meritorious legal and factual defenses and intends to vigorously defend against all allegations and requests for relief in the Beltz lawsuit. The Directors have also advised Indemnity that they intend to vigorously defend against the claims in the Beltz lawsuit and have sought indemnification and advancement of expenses from the Company in connection with the Beltz lawsuit.

West Virginia Lawsuit Against EFL

EFL has been named in a lawsuit filed by the State Treasurer of West Virginia. The Complaint alleges that EFL has failed to comply with the West Virginia Uniform Unclaimed Property Act. EFL filed a motion to dismiss and a favorable decision was rendered in December 2013 with the Court dismissing the Complaint with prejudice. The State Treasurer appealed the dismissal of the lawsuit in January 2014. Briefing was completed in the fall of 2014. The West Virginia Supreme Court heard oral argument in the case on April 8, 2015 and rendered a decision on June 16, 2015, holding that West Virginia’s Unclaimed Property Act creates an implied duty for insurers to investigate and discover whether their insureds remain alive. The Court also held that the “dormancy period” for escheatment of unclaimed funds begins with the insured’s death, rather than upon receipt by the insurer of “due proof of death,” as provided in the West Virginia Insurance Code and policies issued in the State. A Petition for Rehearing was filed with the Court on July 16, 2015. The West Virginia Supreme Court denied rehearing and issued its Mandate on September 23, 2015 returning the matter to the trial court. A scheduling/status conference has been set by the trial court for November 18, 2015.

For additional information on contingencies, see Part I, Item 1. “Financial Statements - Note 14. Commitments and Contingencies.”

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, 2014 as filed with the Securities and Exchange Commission on February 26, 2015.

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

Issuer Purchases of Equity Securities

In October 2011, 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. This repurchase authority included, and was not in addition to, any unspent amounts remaining under the prior authorization. There were no repurchases of Indemnity's Class A common stock during the quarter ending September 30, 2015 under the repurchase program. We had approximately \$18 million of repurchase authority remaining under this program at September 30, 2015. During the quarter ending September 30, 2015, we repurchased 2,800 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of \$241,469, or \$86.24 per share, for the vesting of stock-based awards for executive management. These shares were delivered to executive management in August 2015.

ITEM 5. OTHER INFORMATION

On October 28, 2015, Indemnity extended the maturity date of the revolving credit facility to November 3, 2020, and the Exchange amended the bank revolving line of credit to \$400 million and extended the maturity date to October 28, 2020. The increase in the line of credit to \$400 million was driven by both favorable credit market conditions and increased need based on Exchange's growth in business.

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	First Amendment to Amended and Restated Credit Agreement among JPMorgan Chase Bank, National Association, as Administrative Agent; the Lenders named therein; and Erie Indemnity Company, dated October 28, 2015.
10.2	First Amendment to Second Amended and Restated Credit Agreement among PNC Bank, National Association, as Administrative Agent; the Lenders named therein; and Erie Insurance Exchange, dated October 28, 2015.
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.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation 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: October 29, 2015

By: /s/ Terrence W. Cavanaugh

Terrence W. Cavanaugh, President & CEO

By: /s/ Gregory J. Gutting

Gregory J. Gutting, Interim Executive Vice President & CFO

**FIRST AMENDMENT TO AMENDED
AND RESTATED CREDIT AGREEMENT**

This First Amendment to Amended and Restated Credit Agreement (this “First Amendment”) is dated this 28th day of October, 2015, by and among ERIE INDEMNITY COMPANY, a Pennsylvania corporation (the “Borrower”), the LENDERS party hereto, and JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, as administrative agent (hereinafter referred to in such capacity as the “Administrative Agent”).

W I T N E S S E T H:

WHEREAS, the Borrower, the Lenders, and the Administrative Agent entered into that certain Amended and Restated Credit Agreement, dated as of October 25, 2013, by and among the Borrower, the Lenders party thereto and the Administrative Agent (as may be amended, modified, supplemented, extended, renewed or restated from time to time, the “Credit Agreement”); and

WHEREAS, the Borrower desires to amend certain provisions of the Credit Agreement, and the Lenders and the Administrative Agent agree to permit such amendments pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. All capitalized terms used herein which are defined in the Credit Agreement shall have the same meanings herein as in the Credit Agreement unless the context herein clearly indicates otherwise.

2. Section 1.1 of the Credit Agreement is hereby amended by deleting the following definitions in their entirety and replacing them with the following:

“Federal Funds Effective Rate” means, for any day, the weighted average (rounded upwards, if necessary, to the next 1/100 of 1%) of the rates on overnight Federal funds transactions with members of the Federal Reserve System arranged by Federal funds brokers, as published on the next succeeding Business Day by the Federal Reserve Bank of New York, or, if such rate is not so published for any day that is a Business Day, the average (rounded upwards, if necessary, to the next 1/100 of 1%) of the quotations for such day for such transactions received by the Administrative Agent from three Federal funds brokers of recognized standing selected by it; provided, that, if the Federal Funds Effective Rate shall be less than zero, such rate shall be deemed to be zero for purposes of this Agreement.

“Indebtedness” means, as to any Person at any time, any and all indebtedness, obligations or liabilities (whether matured or unmatured, liquidated or unliquidated, direct or indirect, absolute or contingent, or joint or several) of such Person for or in respect of: (i) borrowed money, (ii) amounts raised under or liabilities in respect of any note purchase or acceptance credit facility, (iii) reimbursement obligations (contingent or otherwise) under any letter of credit, (iv) obligations under any currency swap agreement, equity hedge agreement, interest rate swap, cap, collar or floor agreement or other interest rate management device, in each case to the extent such agreements or devices are required to be reflected as a liability on the balance sheet of the Borrower, (v) any other transaction (including forward sale or purchase agreements, capitalized leases and conditional sales agreements) having the commercial effect of a borrowing of money entered into by such Person to finance its operations or capital requirements (but not including trade payables and accrued expenses incurred in the ordinary course of business which are not represented by a promissory note or other evidence of indebtedness and which are not more than forty-five (45) days past due), or (vi) any Guarantee of Indebtedness for borrowed money.

“Interest Rate Hedge” means foreign exchange agreements, currency swap agreements, interest rate exchange, equity hedge agreements, collar, cap, swap (including, but not limited to, a Swap), adjustable strike cap, adjustable strike corridor agreements or similar hedging agreements entered into by the Borrower or its Subsidiaries in the ordinary course of business and not for speculative purposes.

“Issuing Bank” means PNC Bank, National Association in its capacity as the issuer of Letters of Credit hereunder, and its respective successors in such capacity as provided in Section 2.04(i). Each Issuing Bank may, in its discretion, arrange for one or more Letters of Credit to be issued by Affiliates of such Issuing Bank, in which case the term “Issuing Bank” shall include any such Affiliate with respect to Letters of Credit issued by such Affiliate.

“LIBO Rate” means, with respect to any Eurodollar Borrowing for any Interest Period, the London interbank offered rate as administered by ICE Benchmark Administration (or any other Person that takes over the administration of such rate for Dollars) for a period equal in length to such Interest Period as displayed on pages LIBOR01 or LIBOR02 of the Reuters screen that displays such rate or, in the event such rate does not appear on a Reuters page or screen, on any successor or substitute page on such screen that displays such rate, or on the appropriate page of such other information service that publishes such rate from time to time as shall be selected by the

Administrative Agent in its reasonable discretion (in each case, the “LIBO Screen Rate”) at approximately 11:00 a.m., London time, two (2) Business Days prior to the commencement of such Interest Period. If the LIBO Screen Rate shall be less than zero, such rate shall be deemed to be zero for the purposes of this Agreement. In the event that such rate is not available at such time for any reason, then the “LIBO Rate” with respect to such Eurodollar Borrowing for such Interest Period shall be the rate at which dollar deposits of \$5,000,000 and for a maturity comparable to such Interest Period are offered by the principal London office of the Administrative Agent in immediately available funds in the London interbank market at approximately 11:00 a.m., London time, two Business Days prior to the commencement of such Interest Period.

“**Maturity Date**” means November 3, 2020.

3. The definition of “Collateral Account” contained in Section 1.1 of the Credit Agreement is hereby amended by deleting the reference therein to “EIRF 2221052” and replacing such reference with “791841”.

4. Section 6.01 of the Credit Agreement is hereby amended in its entirety to read as follows:

6.01 Indebtedness. The Borrower shall not, and shall not permit any of its Subsidiaries to, at any time create, incur, assume or suffer to exist any Indebtedness, except:

(a) Indebtedness under the Loan Documents;

(b) Existing Indebtedness as set forth on Schedule 6.01 (including any extensions or renewals thereof; provided there is no increase in the amount thereof or other significant change in the terms thereof unless otherwise specified on Schedule 6.01);

(c) Any Lender Provided Interest Rate Hedge; provided, however, the Borrower and its Subsidiaries shall enter into a Lender Provided Interest Rate Hedge only for hedging (rather than speculative) purposes;

(d) Interest Rate Hedges, other than a Lender Provided Interest Rate Hedge; provided, however, the Borrower and its Subsidiaries shall enter into such an Interest Rate Hedge only for hedging (rather than speculative) purposes;

(e) Indebtedness incurred in connection with the acquisition of real property and/or construction of improvements thereon in an amount not to exceed Two Hundred Fifty Million and 00/100 Dollars (\$250,000,000.00); (it being understood that such amount shall be inclusive of amounts owing by Erie Insurance Exchange in respect of such transaction);

(f) Indebtedness secured by Liens permitted by Section 6.02(i), and extensions, renewals and refinancings thereof; and

(g) Any other Indebtedness not exceeding an aggregate principal amount of Fifty Million and 00/100 Dollars (\$50,000,000.00).

5. Section 6.02 of the Credit Agreement is hereby amended by deleting clauses (i) and (j) and in their stead inserting the following:

(i) Liens on any property securing Indebtedness incurred for the purpose of financing all or any part of property and attaching only to such property, including in connection with Indebtedness permitted by clause (e) of Section 6.01;

(j) Liens on assets (other than the Collateral or any Subsidiary Equity Interests) securing Indebtedness permitted by clause (d) of Section 6.01;

(k) Liens on assets (other than the Collateral or any Subsidiary Equity Interests) not included in clause (j) of this Section 6.02 provided the amount of outstanding Indebtedness and other obligations secured thereby does not exceed Thirty-Five Million and 00/100 Dollars (\$35,000,000.00) at any time.

6. Section 6.03 of the Credit Agreement is hereby amended in its entirety to read as follows:

6.03 Guarantees. The Borrower shall not, and shall not permit any of its Subsidiaries to, at any time, directly or indirectly, become or be liable in respect of any Guarantee, or assume, guarantee, become surety for, endorse or otherwise agree, become or remain directly or contingently liable upon or with respect to any obligation or liability of any other Person in an aggregate amount in excess of Fifty Million and 00/100 Dollars (\$50,000,000.00), except for a Guarantee (x) of Indebtedness of the Borrower permitted hereunder and (y) of payments pursuant to capital leases and operating leases for real property not prohibited by the terms hereof.

7. Section 6.04(b) of the Credit Agreement is hereby amended in its entirety to read as follows:

(b) Investments maintained in the Borrower's investment portfolio in the ordinary course of business (including Interest Rate Hedges and Investments in Subsidiaries and Joint Ventures, either directly or by way of purchase of another Person's interest in such Subsidiary or Joint Venture, which shall be deemed to be in the ordinary course of business), and in each case in compliance with applicable Law;

8. The provisions of Sections 2 through 7 of this First Amendment shall not become effective until the Administrative Agent shall have received (such date, the "First Amendment Closing Date"):

(a) this First Amendment, duly executed by the Borrower, the Lenders and the Administrative Agent;

(b) a certificate of the Borrower signed by an Authorized Officer, dated the First Amendment Closing Date, stating that (i) all representations and warranties of the Borrower made in the Loan Documents are true in all respects (in the case of any representation or warranty containing a materiality modification) or in all material respects (in the case of any representation or warranty not containing a materiality modification), on and as of the First Amendment Closing Date or, in the case of a representation or warranty stated to be made as of an earlier date, such earlier date, (ii) no Event of Default or Default exists and (iii) no Material Adverse Change has occurred since the date of the last audited financial statements of the Borrower delivered to the Administrative Agent pursuant to Section 5.13(b) of the Credit Agreement;

(c) a certificate dated the First Amendment Closing Date and signed by an Authorized Officer, certifying as to: (i) all action taken by the Borrower in connection with this First Amendment and the transactions contemplated herein; (ii) either (x) the names of the Authorized Officers authorized to sign this First Amendment and their true signatures or (y) the same Authorized Officers authorized to sign the Loan Documents on the Closing Date are authorized to execute this First Amendment; and (iii) no changes have occurred to the organizational documents of the Borrower delivered to the Administrative Agreement in connection with the execution and delivery of the Credit Agreement on the Closing Date;

(d) a good standing certificate for the Borrower, dated not more than sixty (60) days prior to the First Amendment Closing Date, issued by the Secretary of State or other appropriate official of the Borrower's jurisdiction of formation;

(e) a Valuation Statement as to the value of the Collateral, calculated as of the last Business Day immediately preceding the First Amendment Closing Date;

(f) a Compliance Certificate in respect of the fiscal quarter ended June 30, 2015 prepared in accordance with Section 5.13(c) of the Credit Agreement;

- (g) all material consents, if any, required to effectuate the transactions contemplated hereby;
- (h) the Borrower shall have paid all fees and expenses required to be paid in connection with this First Amendment; and
- (i) such other documents in connection with the transactions contemplated hereby as the Administrative Agent or said counsel may reasonably request.

9. The Borrower represents and warrants to the Administrative Agent and the Lenders that:

- (a) all representations and warranties made by it under the Loan Documents are true, correct and complete in all respects (in the case of any representation or warranty containing a materiality modification) or in all material respects (in the case of any representation or warranty not containing a materiality modification), on and as of the First Amendment Closing Date or, in the case of a representation or warranty stated to be made as of an earlier date, such earlier date;
- (b) the Credit Agreement, as amended hereby, and the other Loan Documents to which the Borrower is a party are, and shall continue to be, in full force and effect; and
- (c) on and as of the date hereof, no Event of Default exists immediately prior to or after giving effect to the amendments contemplated hereby.

10. On the First Amendment Closing Date, the Borrower hereby reaffirms (x) its grant of a security interest and lien on all of the Collateral in favor of the Administrative Agent, subject to no other Liens (other than Permitted Liens) and (y) its Obligations under the Credit Agreement, as amended by this First Amendment, and the other Loan Documents to which it is a party.

11. The Borrower represents and warrants to the Administrative Agent and each of the Lenders as follows: (a) the Borrower has the full power to enter into, execute, deliver and carry out this First Amendment and all such actions have been duly authorized by all necessary proceedings on its part, (b) neither the execution and delivery of this First Amendment by the Borrower nor the consummation of the transactions herein contemplated or compliance with the terms and provisions hereof by it will conflict with, constitute a default under or result in any breach of (x) the terms and conditions of its certificate or articles of incorporation, bylaws, certificate of limited partnership, partnership agreement, certificate of formation, limited liability company agreement or other organizational documents or (y) any material Law or any material agreement or instrument or order, writ, judgment, injunction or decree to which it is a party or by which it is bound or to which it is subject, or result in the creation or enforcement of any Lien, charge or encumbrance whatsoever upon any property (now or hereafter acquired) of the Borrower, and (c) this First Amendment has been duly and validly executed and delivered by the Borrower and constitutes the legal, valid and binding obligation of the Borrower, enforceable against the Borrower in accordance with its terms, except to the extent that enforceability of this First Amendment may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar Laws affecting the enforceability of

creditors' rights generally or limiting the right of specific performance and general concepts of equity.

12. From and after the date hereof, each reference to the Credit Agreement that is made in the Credit Agreement or any other Loan Document shall hereafter be construed as a reference to the Credit Agreement as amended hereby.

13. The agreements contained in this First Amendment are limited to the specific agreements made herein. Except as amended hereby, all of the terms and conditions of the Credit Agreement and the other Loan Documents shall remain in full force and effect. This First Amendment amends the Credit Agreement and is not a novation thereof.

14. This First Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts each of which, when so executed, shall be deemed to be an original, but all such counterparts shall constitute but one and the same instrument.

15. This First Amendment shall be governed by, and shall be construed and enforced in accordance with, the Laws of the Commonwealth of Pennsylvania without regard to the principles of the conflicts of law thereof. Each of the parties hereto irrevocably and unconditionally submits, for itself and its property, to the exclusive jurisdiction and venue of the courts of the Commonwealth of Pennsylvania sitting in Allegheny County, Pennsylvania and the United States District Court for the Western District of Pennsylvania with respect to any suit arising out of or relating to this First Amendment.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

ERIE INDEMNITY COMPANY

By: /s/ Robert W. McNutt
Name: Robert W. McNutt
Title: Vice President & Treasurer

S-1

JPMORGAN CHASE BANK, individually and as Administrative Agent

By: /s/ Danielle D. Babine

Name: Danielle D. Babine

Title: Vice President

S-2

718204347 11172221

PNC BANK, NATIONAL ASSOCIATION

By: /s/ James F. Stevenson

Name: James F. Stevenson

Title: Senior Vice President

S-3

**FIRST AMENDMENT TO SECOND AMENDED
AND RESTATED CREDIT AGREEMENT**

This First Amendment to Second Amended and Restated Credit Agreement (this "First Amendment") is dated this 28th day of October, 2015, by and among ERIE INSURANCE EXCHANGE, a reciprocal or inter-insurance exchange domiciled in the Commonwealth of Pennsylvania, acting by and through ERIE INDEMNITY COMPANY, a Pennsylvania corporation, in its capacity as the attorney-in-Fact (the "Borrower"), the LENDERS party hereto, and PNC BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent for the Lenders (hereinafter referred to in such capacity as the "Administrative Agent").

W I T N E S S E T H:

WHEREAS, the Borrower, the Lenders, and the Administrative Agent entered into that certain Second Amended and Restated Credit Agreement, dated October 25, 2013, by and among the Borrower, the Lenders party thereto and the Administrative Agent (as may be amended, modified, supplemented, extended, renewed or restated from time to time, the "Credit Agreement"); and

WHEREAS, the Borrower desires to amend certain provisions of the Credit Agreement, and the Lenders and the Administrative Agent agree to permit such amendments pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. All capitalized terms used herein which are defined in the Credit Agreement shall have the same meanings herein as in the Credit Agreement unless the context herein clearly indicates otherwise.
2. The cover page of the Credit Agreement is hereby deleted in its entirety and in its stead is inserted the cover page attached hereto and incorporated herein by reference thereto.
3. The third introductory paragraph of the Credit Agreement is hereby deleted in its entirety and in its stead inserted the following:

The Existing Lenders and the Existing Agent will permit the amendment and restatement of the Existing Credit Agreement, pursuant to the terms and conditions set forth herein, to, among other things, provide a revolving credit facility to the Borrower in an aggregate principal amount not to exceed Four Hundred Million and 00/100 Dollars (\$400,000,000.00) and extend the Expiration Date. In consideration of their mutual covenants and agreements hereinafter

set forth and intending to be legally bound hereby, the parties hereto covenant and agree as follows:

4. Section 1.1 of the Credit Agreement is hereby amended by inserting the following definition in the appropriate alphabetical order:

First Amendment Closing Date means October 28, 2015.

5. Section 1.1 of the Credit Agreement is hereby amended by deleting the following definitions in their entirety and replacing them with the following:

Expiration Date shall mean, with respect to the Revolving Credit Commitments, October 28, 2020.

Indebtedness shall mean, as to any Person at any time, any and all indebtedness, obligations or liabilities (whether matured or unmatured, liquidated or unliquidated, direct or indirect, absolute or contingent, or joint or several) of such Person for or in respect of: (i) borrowed money, (ii) amounts raised under or liabilities in respect of any note purchase or acceptance credit facility, (iii) reimbursement obligations (contingent or otherwise) under any letter of credit, (iv) obligations under any currency swap agreement, equity hedge agreement, interest rate swap, cap, collar or floor agreement or other interest rate management device, in each case to the extent such agreements or devices are required to be reflected as a liability on the balance sheet of the Borrower, (v) any other transaction (including forward sale or purchase agreements, capitalized leases and conditional sales agreements) having the commercial effect of a borrowing of money entered into by such Person to finance its operations or capital requirements (but not including trade payables and accrued expenses incurred in the ordinary course of business which are not represented by a promissory note or other evidence of indebtedness and which are not more than forty-five (45) days past due), or (vi) any Guarantee of Indebtedness for borrowed money.

Interest Rate Hedge shall mean foreign exchange agreements, currency swap agreements, interest rate exchange, equity hedge agreements, collar, cap, swap (including, but not limited to, a Swap), adjustable strike cap, adjustable strike corridor agreements or similar hedging agreements entered into by the Borrower or its Subsidiaries in the ordinary course of business and not for speculative purposes.

LIBOR Rate shall mean, with respect to the Loans comprising any Borrowing Tranche to which the LIBOR Rate Option applies for any Interest Period, the interest rate per annum determined by the Administrative Agent by dividing (the resulting quotient rounded

upwards, if necessary, to the nearest 1/100th of 1% per annum) (i) the rate which appears on the Bloomberg Page BBAM1 (or on such other substitute Bloomberg page that displays rates at which U.S. Dollar deposits are offered by leading banks in the London interbank deposit market), or the rate which is quoted by another source selected by the Administrative Agent as an authorized information vendor for the purpose of displaying rates at which U.S. Dollar deposits are offered by leading banks in the London interbank deposit market (an "Alternate Source"), at approximately 11:00 a.m., London time, two (2) Business Days prior to the commencement of such Interest Period as the London interbank offered rate for U.S. Dollars for an amount comparable to such Borrowing Tranche and having a borrowing date and a maturity comparable to such Interest Period (or if there shall at any time, for any reason, no longer exist a Bloomberg Page BBAM1 (or any substitute page) or any Alternate Source, a comparable replacement rate determined by the Administrative Agent at such time (which determination shall be conclusive absent manifest error)), by (ii) a number equal to 1.00 minus the LIBOR Rate Reserve Percentage. Notwithstanding the foregoing, if the LIBOR Rate as determined under any method above would be less than zero (0.00), such rate shall be deemed to be zero (0.00) for purposes of this Agreement. The LIBOR Rate shall be adjusted with respect to any Loan to which the LIBOR Rate Option applies that is outstanding on the effective date of any change in the LIBOR Rate Reserve Percentage as of such effective date. The Administrative Agent shall give prompt notice to the Borrower of the LIBOR Rate as determined or adjusted in accordance herewith, which determination shall be conclusive absent manifest error.

6. The definition of "Collateral Account" contained in Section 1.1 of the Credit Agreement is hereby amended by deleting the reference therein to "EIRF 1221052" and replacing such reference with "791348".

7. The definition of "Daily LIBOR Rate" contained in Section 1.1 of the Credit Agreement is hereby amended by adding the following at the end of such definition:

Notwithstanding the foregoing, if the Daily LIBOR Rate as determined above would be less than zero (0.00), such rate shall be deemed to be zero (0.00) for purposes of this Agreement.

8. Section 2.5(i)(c) of the Credit Agreement is hereby deleted in its entirety and in its stead is inserted the following:

c. Aggregate Revolving Credit Commitments. After giving effect to such increase, the total

Revolving Credit Commitments shall not exceed Five Hundred Million and 00/100 Dollars (\$500,000,000.00).

9. Section 7.2.1 of the Credit Agreement is hereby deleted in its entirety and in its stead is inserted the following:

7.2.1 Indebtedness. The Borrower shall not, and shall not permit any of its Subsidiaries to, at any time create, incur, assume or suffer to exist any Indebtedness, except:

(i) Indebtedness under the Loan Documents;

(ii) Existing Indebtedness as set forth on Schedule 7.2.1 (including any extensions or renewals thereof; provided there is no increase in the amount thereof or other significant change in the terms thereof unless otherwise specified on Schedule 7.2.1);

(iii) Any Lender Provided Interest Rate Hedge; provided, however, the Borrower and its Subsidiaries shall enter into a Lender Provided Interest Rate Hedge only for hedging (rather than speculative) purposes;

(iv) Interest Rate Hedges, other than a Lender Provided Interest Rate Hedge; provided, however, the Borrower and its Subsidiaries shall enter into such an Interest Rate Hedge only for hedging (rather than speculative) purposes;

(v) Indebtedness under financing arrangements with the Federal Home Loan Bank of Pittsburgh in an aggregate principal amount not to exceed One Hundred Fifty Million and 00/100 Dollars (\$150,000,000.00) at any one time outstanding;

(vi) Indebtedness incurred in an amount not to exceed Two Hundred Fifty Million and 00/100 Dollars (\$250,000,000.00) in connection with the acquisition of real property and/or construction of improvements thereon; and

(vii) Any other Indebtedness not exceeding an aggregate principal amount of Five Hundred Million and 00/100 Dollars (\$500,000,000.00).

10. Section 7.2.2 of the Credit Agreement is hereby amended by deleting clauses (vii) and (viii) and in their stead inserting the following:

(vii) Judgment Liens which do not constitute an Event of Default;

(viii) Liens on assets (other than the Collateral or any Subsidiary Equity Interests) securing Indebtedness permitted by clauses (iv), (v) and (vi) of Section 7.2.1 hereof; and

(ix) Any other Liens on assets (other than the Collateral or any Subsidiary Equity Interests) not included in clause (viii) of this Section 7.2.2 provided the amount of outstanding Indebtedness and other obligations secured thereby does not exceed One Hundred Fifty Million and 00/100 Dollars (\$150,000,000.00) at any time.

11. Section 7.2.3 of the Credit Agreement is hereby amended and restated to read as follows:

7.2.3. Guarantees. The Borrower shall not, and shall not permit any of its Subsidiaries to, at any time, directly or indirectly, become or be liable in respect of any Guarantee, or assume, guarantee, become surety for, endorse or otherwise agree, become or remain directly or contingently liable upon or with respect to any obligation or liability of any other Person in an aggregate amount in excess of One Hundred Million and 00/100 Dollars (\$100,000,000.00), except for a Guarantee (x) of Indebtedness of the Borrower permitted hereunder and (y) of payments pursuant to capital leases and operating leases for real property not prohibited by the terms hereof.

12. Section 7.2.4 of the Credit Agreement is hereby amended by (A) deleting clauses (b), (c) and (d) and in their stead inserting the following clauses (b), (c) and (d), and (B) adding a new clause (e) as set forth below:

(b) Investments maintained in the Borrower's investment portfolio in the ordinary course of business (including Interest Rate Hedges and Investments in Subsidiaries and Joint Ventures, either directly or by way of purchase of another Person's interest in such Subsidiary or Joint Venture, which shall be deemed to be in the ordinary course of business), and in each case in compliance with applicable Law;

(c) Trade accounts receivables;

(d) Acquisitions of assets or capital stock of any other Person to the extent permitted by Section 7.2.6 [Liquidations, Mergers, Consolidations, Acquisitions]; and

(e) Investment of the Borrower in the Federal Home Loan Bank of Pittsburgh in an amount not to exceed Five Million and 00/100 Dollars (\$5,000,000.00).

13. Section 9 of the Credit Agreement is hereby amended by inserting a new Section 9.12 immediately following the existing Section 9.11 which shall read as follows:

9.12 Bankruptcy Event with Respect to Administrative Agent. Notwithstanding the last sentence of Section 9.1, upon the occurrence of a Bankruptcy Event (as defined in the definition of Defaulting Lender) with respect to the Administrative Agent and/or the Issuing Lender, the Borrower or the Required Lenders may, upon notice to all other parties to this Agreement, remove the existing Administrative Agent and/or Issuing Lender and designate a successor Administrative Agent and/or Issuing Lender using the procedures set forth in Section 9.6 as though the Administrative Agent and/or Issuing Lender shall have resigned.

14. The Credit Agreement is hereby amended by adding a new Section 10.11.6 as follows:

10.11.6 Power of Attorney. THE BORROWER ACKNOWLEDGES AND AGREES THAT (A) THIS AGREEMENT CONTAINS ONE OR MORE PROVISIONS AUTHORIZING THE ADMINISTRATIVE AGENT OR OTHER PERSONS, AS APPLICABLE (THE ADMINISTRATIVE AGENT AND SUCH OTHER PERSONS, ACTING IN SUCH CAPACITY, ARE EACH AN "AUTHORIZED PERSON"), TO ACT AS THE BORROWER'S ATTORNEY-IN-FACT OR AGENT (COLLECTIVELY THE "POWER OF ATTORNEY"); (B) THE PURPOSE OF THE POWER OF ATTORNEY IS TO GIVE EACH AUTHORIZED PERSON BROAD POWERS TO TAKE ANY ACTION WHICH ANY AUTHORIZED PERSON MAY DEEM NECESSARY OR ADVISABLE TO ACCOMPLISH THE PURPOSES HEREOF AND OTHERWISE ACT IN THE NAME OF THE BORROWER; (C) THE POWER OF ATTORNEY IS COUPLED WITH AN INTEREST AND, AS SUCH, ANY AUTHORIZED PERSON, IN EXERCISING ANY OF ITS RIGHTS UNDER THE POWER OF ATTORNEY IS NOT A FIDUCIARY OF THE BORROWER; (D) ANY AUTHORIZED PERSON MAY EXERCISE ANY OF ITS RIGHTS UNDER THE POWER OF ATTORNEY FOR THE SOLE BENEFIT OF SUCH AUTHORIZED PERSON, WITHOUT REGARD TO THE INTERESTS OF THE BORROWER; (E) THE POWER OF ATTORNEY SHALL IN NO WAY BE CONSTRUED AS TO BENEFIT THE BORROWER; (F) NO AUTHORIZED PERSON SHALL HAVE ANY DUTY TO

EXERCISE ANY POWERS GRANTED BY THE POWER OF ATTORNEY FOR THE BENEFIT OF THE BORROWER OR IN THE BORROWER'S BEST INTEREST; (G) NO AUTHORIZED PERSON SHALL HAVE ANY DUTY OF LOYALTY TO THE BORROWER; (H) EACH AUTHORIZED PERSON SHALL, TO THE EXTENT EXERCISABLE, EXERCISE ANY AND ALL POWERS GRANTED BY THE POWER OF ATTORNEY SOLELY FOR THE BENEFIT OF SUCH AUTHORIZED PERSON; (I) ANY RIGHTS THE BORROWER MAY HAVE UNDER 20 PA.C.S. §§ 5601 - 5612, AS AMENDED (THE "POA ACT") ARE HEREBY FOREVER WAIVED AND RELINQUISHED; (J) WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, (i) THE POWER OF ATTORNEY SHALL NOT BE CONSTRUED IN ACCORDANCE WITH THE PROVISIONS OF THE POA ACT, AND (ii) NO AUTHORIZED PERSON SHALL HAVE ANY OF THE DUTIES DESCRIBED IN 20 PA.C.S. § 5601.3(B); (K) THE POWER OF ATTORNEY IS IRREVOCABLE; AND (L) THE BORROWER HAS READ AND UNDERSTANDS THE POWER OF ATTORNEY. ALL POWER OF ATTORNEY GRANTED UNDER THIS AGREEMENT SHALL ONLY BE EXERCISABLE BY AN AUTHORIZED PERSON IN ACCORDANCE WITH THE TERMS, CONDITIONS AND PROVISIONS OF THIS AGREEMENT.

15. Schedule 1.1(B) of the Credit Agreement is hereby deleted in its entirety and replaced with the Schedule 1.1(B) attached hereto and incorporated herein by reference thereto.

16. The provisions of Sections 2 through 15 of this First Amendment shall not become effective until the Administrative Agent shall have received:

- (a) this First Amendment, duly executed by the Borrower, the Lenders and the Administrative Agent and the Notes evidencing the Revolving Credit Loans duly executed by the Borrower;
- (b) a certificate of the Borrower signed by an Authorized Officer, dated the First Amendment Closing Date, stating that (i) all representations and warranties of the Borrower made in the Loan Documents are true in all respects (in the case of any representation or warranty containing a materiality modification) or in all material respects (in the case of any representation or warranty not containing a materiality modification), on and as of the First Amendment Closing Date or, in the case of a representation or warranty stated to be made as of an earlier date, such earlier date, (ii) no Event of Default or Potential Default exists and (iii) no Material Adverse Change has occurred since the date of the last Annual Statement of the Borrower delivered to the Administrative Agent;

- (c) a certificate dated the First Amendment Closing Date and signed by an Authorized Officer, certifying as to: (i) all action taken by the Attorney-in-Fact in connection with this First Amendment and the transactions contemplated herein; (ii) either (x) the names of the Authorized Officers authorized to sign this First Amendment and the Notes evidencing the Revolving Credit Loans and their true signatures or (y) the same Authorized Officers authorized to sign the Loan Documents on the Closing Date are authorized to execute this First Amendment and the Notes evidencing the Revolving Credit Loans; and (iii) no changes have occurred to the organizational documents of the Borrower and the Attorney-in-Fact delivered to the Administrative Agreement in connection with the execution and delivery of the Credit Agreement on the Closing Date;
- (d) a good standing certificate for the Attorney-in-Fact, dated not more than sixty (60) days prior to the First Amendment Closing Date, issued by the Secretary of State or other appropriate official of the Attorney-in-Fact's jurisdiction of formation and a Certificate of Authority to Transact Insurance of the Borrower from the Commonwealth of Pennsylvania Department of Insurance;
- (e) a Valuation Statement as to the value of the Collateral, calculated as of the last Business Day immediately preceding the First Amendment Closing Date;
- (f) a written opinion of counsel for the Borrower and the Attorney-in-Fact, dated the First Amendment Closing Date;
- (g) a Compliance Certificate in respect of the fiscal quarter ended June 30, 2015 prepared in accordance with Section 7.3.3 of the Credit Agreement;
- (h) all material consents, if any, required to effectuate the transactions contemplated hereby;
- (i) the Borrower shall have paid all fees and expenses required to be paid in connection with this First Amendment; and
- (j) such other documents in connection with the transactions contemplated hereby as the Administrative Agent or said counsel may reasonably request.

17. The Borrower represents and warrants to the Administrative Agent and the Lenders that:

- (a) all representations and warranties made by it under the Loan Documents are true, correct and complete in all respects (in the case of any representation or warranty containing a materiality modification) or in all material respects (in the case of any representation or warranty not containing a materiality modification), on and as of the First Amendment Closing Date or, in the case of a representation or warranty stated to be made as of an earlier date, such earlier date;
- (b) the Credit Agreement, as amended hereby, and the other Loan Documents to which the Borrower is a party are, and shall continue to be, in full force and effect; and

(c) on and as of the date hereof, no Event of Default exists immediately prior to or after giving effect to the amendments contemplated hereby.

18. On the First Amendment Closing Date, the Borrower hereby reaffirms (x) its grant of a security interest and lien on all of the Collateral in favor of the Administrative Agent, subject to no other Liens (other than Permitted Liens) and (y) its Obligations under the Credit Agreement, as amended by this First Amendment, and the other Loan Documents to which it is a party.

19. The Borrower represents and warrants to the Administrative Agent and each of the Lenders as follows: (a) the Borrower has the full power to enter into, execute, deliver and carry out this First Amendment and all such actions have been duly authorized by all necessary proceedings on its part, (b) neither the execution and delivery of this First Amendment by the Borrower nor the consummation of the transactions herein contemplated or compliance with the terms and provisions hereof by it will conflict with, constitute a default under or result in any breach of (x) the terms and conditions of its certificate or articles of incorporation, bylaws, certificate of limited partnership, partnership agreement, certificate of formation, limited liability company agreement or other organizational documents or (y) any material Law or any material agreement or instrument or order, writ, judgment, injunction or decree to which it is a party or by which it is bound or to which it is subject, or result in the creation or enforcement of any Lien, charge or encumbrance whatsoever upon any property (now or hereafter acquired) of the Borrower, and (c) this First Amendment has been duly and validly executed and delivered by the Borrower and constitutes the legal, valid and binding obligation of the Borrower, enforceable against the Borrower in accordance with its terms, except to the extent that enforceability of this First Amendment may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar Laws affecting the enforceability of creditors' rights generally or limiting the right of specific performance and general concepts of equity.

20. From and after the date hereof, each reference to the Credit Agreement that is made in the Credit Agreement or any other Loan Document shall hereafter be construed as a reference to the Credit Agreement as amended hereby.

21. The agreements contained in this First Amendment are limited to the specific agreements made herein. Except as amended hereby, all of the terms and conditions of the Credit Agreement and the other Loan Documents shall remain in full force and effect. This First Amendment amends the Credit Agreement and is not a novation thereof.

22. This First Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts each of which, when so executed, shall be deemed to be an original, but all such counterparts shall constitute but one and the same instrument.

23. This First Amendment shall be governed by, and shall be construed and enforced in accordance with, the Laws of the Commonwealth of Pennsylvania without regard to the principles of the conflicts of law thereof. Each of the parties hereto irrevocably and unconditionally submits, for itself and its property, to the exclusive jurisdiction and venue of the courts of the Commonwealth of Pennsylvania sitting in Allegheny County, Pennsylvania and the United States District Court for

the Western District of Pennsylvania with respect to any suit arising out of or relating to this First Amendment.

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[SIGNATURE PAGE TO FIRST AMENDMENT
TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT]

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, by their officers thereunto duly authorized, have executed this First Amendment on the day and year first above written.

BORROWER:

ATTEST:

ERIE INSURANCE EXCHANGE

By: ERIE INDEMNITY COMPANY, a Pennsylvania corporation, its
Attorney-in-Fact

By: /s/ Brian W. Bolash
Name: Brian W. Bolash
Title: Assistant Corporate Secretary

By: /s/ Robert W. McNutt
Name: Robert W. McNutt
Title: Vice President & Treasurer

ADMINISTRATIVE AGENT AND LENDERS:

PNC BANK, NATIONAL ASSOCIATION, as an
Administrative Agent and a Lender

By: /s/ James F. Stevenson
Name: James F. Stevenson
Title: Senior Vice President

[SIGNATURE PAGE TO FIRST AMENDMENT
TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT]

JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Danielle D. Babine

Name: Danielle D. Babine

Title: Vice President

[SIGNATURE PAGE TO FIRST AMENDMENT
TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT]

THE BANK OF NEW YORK MELLON, as a Lender

By: /s/ Adim Offurum

Name: Adim Offurum

Title: Vice President

[SIGNATURE PAGE TO FIRST AMENDMENT
TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT]

U.S. BANK NATIONAL ASSOCIATION, as a Lender

By: /s/ Christopher Catucci
Name: Christopher Catucci
Title: Vice President

[SIGNATURE PAGE TO FIRST AMENDMENT
TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT]

WELLS FARGO BANK, NATIONAL ASSOCIATION, as a
Lender

By: /s/ Michelle S. Dagenhart
Name: Michelle S. Dagenhart
Title: Director

BANK OF AMERICA, N.A., as a Lender

By: /s/ Hema Kishnani
Name: Hema Kishnani
Title: Vice President

MANUFACTURERS AND TRADERS TRUST COMPANY, as
a Lender

By: /s/ David Ladori
Name: David Ladori
Title: Vice President

\$400,000,000.00 REVOLVING CREDIT FACILITY
SECOND AMENDED AND RESTATED CREDIT AGREEMENT

by and among

ERIE INSURANCE EXCHANGE, as Borrower,

and

THE LENDERS PARTY HERETO

and

PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent,

and

JPMORGAN CHASE BANK, N.A., as Syndication Agent,

and

PNC CAPITAL MARKETS LLC, as Joint Lead Arranger and Joint Bookrunner,

and

J.P. MORGAN SECURITIES LLC, as Joint Lead Arranger and Joint Bookrunner

Dated as of October 25, 2013

CUSIP # 29530RAA6

203217345

Exhibit 31.1

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

I, Terrence W. Cavanaugh, 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 the 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: October 29, 2015

/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, Gregory J. Gutting, 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 the 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: October 29, 2015

/s/ Gregory J. Gutting

Gregory J. Gutting

Interim 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 Erie Indemnity Company (the "Company"), and Gregory J. Gutting, Interim 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 ended September 30, 2015 (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/ Gregory J. Gutting

Gregory J. Gutting
Interim Executive Vice President & CFO

October 29, 2015

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 the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.