

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

ERIE INDEMNITY COMPANY
(Name of Issuer)

Class B Common Stock
(Title of Class of Securities)

29530P-201
(CUSIP Number)

SUSAN HIRT HAGEN
c/o ROGER W. RICHARDS, ESQ.
RICHARDS & ASSOCIATES, P.C.
100 STATE STREET, SUITE 440
ERIE, PENNSYLVANIA 16507-1456
(814) 455-0370

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a copy to:

LAWRENCE LEDERMAN, ESQ.
ROBERT S. REDER, ESQ.
MILBANK, TWEED, HADLEY & McCLOY LLP
1 CHASE MANHATTAN PLAZA
NEW YORK, NY 10005

December 28, 2001
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
/ /.

SCHEDULE 13D

CUSIP NO.: 29530P-201

- (1) NAME OF REPORTING PERSON: Susan Hirt Hagen
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) /X/
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS: Not Applicable
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) / /
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION: United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- (7) SOLE VOTING POWER: 12
- (8) SHARED VOTING POWER: 1,170
- (9) SOLE DISPOSITIVE POWER: 12
- (10) SHARED DISPOSITIVE POWER: 1,170
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,182
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
/X/
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 38.5%
- (14) TYPE OF REPORTING PERSON: IN

This Amendment No. 4 amends the statement on Schedule 13D originally filed with the Securities and Exchange Commission on December 10, 1999 (as amended, the "Schedule 13D"), with respect to the Class B Common Stock, no par value (the "Class B Common Stock"), of Erie Indemnity Company, a Pennsylvania corporation (the "Company"). Other than as set forth herein, there has been no material change in the information set forth in the Schedule 13D. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Schedule 13D.

This Amendment No. 4 is being filed by Susan Hirt Hagen ("Mrs. Hagen").

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended to add the following:

Mrs. Hagen continues to be concerned that many of the current members of the Company's Board of Directors are not sufficiently independent from management's influence. According to the Company's 2001 Proxy Statement, certain members of the Board have significant business relationships with the Company and the Erie Insurance Exchange (the "Exchange") for which the Company is attorney-in-fact. These members also hold key positions on many of the Company's most important committees, including the CEO Selection Committee. Mrs. Hagen believes that these relationships may, or may at least appear to, inhibit the Board member's ability to freely, objectively and fully perform his or her fiduciary duties as a director of the Company. This view is supported by the 2001 edition of the Report of the NACD Blue Ribbon Commission on Director Professionalism, which strongly advises against having directors who also serve as consultants or business associates to a company:

"The independent director's role is distinct and separate from that of a consultant or business associate; both roles can be severely compromised through commingling. . . . Although potentially valuable benefits may accrue from business relationships, these benefits can impair the director's independence. . . . [B]oards should select directors to be directors, and service providers to provide services. If the director's primary value to the company is as a consultant or advisor, the individual should be brought on as such and paid as such . . ." (p. 12).

Moreover, Mrs. Hagen has not heard of nor seen a report of the Nominating Committee of the Board of Directors regarding its slate of nominees for election as directors at the 2002 Annual Meeting of Shareholders, which has been scheduled for Tuesday, April 30, 2002. Mrs. Hagen also does not know whether and to what extent the size of the Board will be increased or whether the Nominating Committee will nominate all of the current directors, including the five directors (including herself) who were originally nominated by Mrs. Hagen and elected at the 2000 Annual Meeting. Under the Company's advance notice Bylaw, shareholders must submit the names of proposed nominees for election as directors at the 2002 Annual Meeting between November 29, 2001 and December 29, 2001. Because Mrs. Hagen cannot be certain of the slate of candidates to be picked by the Nominating Committee, or whether even she will be included on that slate, and in light of the advance notice provisions of the Company's Bylaws, Mrs. Hagen has no choice but to act prior to December 29, 2001 to preserve her right to propose her own slate of candidates for election as directors at the 2002 Annual Meeting.

Therefore, on December 28, 2001, Mrs. Hagen delivered a Notice of Shareholder Proposals With Respect to 2002 Annual Meeting (the "Notice") to the Nominating Committee and to the Secretary of the Company in accordance with the advance notice provisions of the Company's Bylaws. The Notice describes two shareholder proposals in connection with the 2002 Annual Meeting. The first is a proposal that 11 individuals (the "Hagen Nominees"), five of whom (Patricia Garrison-Corbin, Susan Hirt Hagen, Samuel P. Katz, Claude C. Lilly, III and Henry N. Nassau) currently serve on the Board, be considered by the Nominating Committee for inclusion on its slate for election as directors at the 2002 Annual Meeting. Mrs. Hagen indicated to the Nominating Committee that she also supports the nomination and reelection of F. William Hirt to the Board. Assuming that the size of the Board remains at 12 and at least seven Hagen Nominees (including Mrs. Hagen) are a part of the Nominating Committee slate, Mrs. Hagen has indicated to the Company a willingness not only to support Mr. Hirt's nomination, but also to discuss with the Nominating Committee the selection of other current directors who are not Hagen Nominees.

If at least seven Hagen Nominees (including Mrs. Hagen) are not selected by the Nominating Committee when it announces its slate, the Notice also constitutes a proposal by Mrs. Hagen to nominate all of the Hagen Nominees for election as directors at the 2002 Annual Meeting. Mrs. Hagen has indicated to the Company that, while she prefers that the size of the Board remain at 12, which management has stated in the past is the ideal size, if the Board is increased beyond 12 she will nominate all the Hagen Nominees for election at the 2002 Annual Meeting. In addition, she has reserved the right to nominate additional candidates at the 2002 Annual Meeting if the size of the Board is increased above 16, the current maximum number permitted by the Company's Bylaws.

Mrs. Hagen believes that the candidates nominated by her are highly competent, knowledgeable and independent individuals genuinely free from management's control and committed to promoting the core principles practiced by her late father, H.O. Hirt, co-founder of the Company and the Exchange, and to focusing on the long-term health and well-being of all of the companies comprising the Erie Group (including the Exchange) and the Company's shareholders and other constituencies.

Each Hagen Nominee has agreed to be named a nominee for election as director of the Company at the 2002 Annual Meeting and to serve if nominated and elected as a director, although Henry N. Nassau has indicated to me that he has notified the Company and Bankers Trust, the corporate trustee of the H.O. Hirt Trusts, that if both the Nominating Committee and the corporate trustee do not support his nomination as a director, then he intends to resign as a director and not stand for re-election as a Hagen Nominee. As she has each of the last two years, Mrs. Hagen has agreed to indemnify each Hagen Nominee who does not currently serve as a director of the Company from and against any losses incurred by such Hagen Nominee resulting from, relating to or arising out of the nomination by Mrs. Hagen of such Hagen Nominee for election as a director of the Company at the 2002 Annual Meeting.

Except as described above in this Item, Mrs. Hagen has no present plans or proposals that relate to or would result in any of the actions enumerated in paragraphs (a) to (j) of Item 4 of Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended to add the following exhibits:

8. Form of Indemnification Agreement by and between Mrs. Hagen and each of the Hagen Nominees who is not currently serving as a director of the Company (previously filed in Amendment No. 3 to the Schedule 13D dated January 12, 2001).
9. Letter to Erie Indemnity Company from Susan Hirt Hagen in relation to Notice of Shareholder Proposals With Respect to 2002 Annual Meeting, dated December 28, 2001.
10. Notice of Shareholder Proposals With Respect to 2002 Annual Meeting, dated December 28, 2001.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Susan Hirt Hagen

Susan Hirt Hagen

December 28, 2001

EXHIBIT INDEX

Exhibit - - - - -	Description - - - - -
1.	Letter to Erie Indemnity Company from Susan Hirt Hagen in relation to Notice of Shareholder Proposals With Respect to 2000 Annual Meeting, dated December 29, 1999 (previously filed in Amendment No. 1 to the Schedule 13D dated December 29, 1999).
2.	Notice of Shareholder Proposals With Respect to 2000 Annual Meeting, dated December 29, 1999 (previously filed in Amendment No. 1 to the Schedule 13D dated December 29, 1999).
3.	Form of Indemnification Agreement by and between Mrs. Hagen and each Hagen Nominee (previously filed in Amendment No. 1 to the Schedule 13D dated December 29, 1999).
4.	Complaint, Motion for a Preliminary Injunction and a Supporting Memorandum of Law filed on March 9, 2000 by Susan Hirt Hagen in the Court of Common Pleas, Erie County, Pennsylvania against the Company (previously filed in Amendment No. 2 to the Schedule 13D dated March 9, 2000).
5.	Opinion and Order of April 24, 2000 by Hon. William R. Cunningham, President Judge, Court of Common Pleas, Erie County, Pennsylvania, 83 Erie County L.J. 120 (C.P. Erie Cty. 2000) (previously filed in Amendment No. 3 to the Schedule 13D dated January 12, 2001).
6.	Letter to Erie Indemnity Company from Susan Hirt Hagen in relation to Notice of Shareholder Proposals With Respect to 2001 Annual Meeting, dated January 12, 2001 (previously filed in Amendment No. 3 to the Schedule 13D dated January 12, 2001).
7.	Notice of Shareholder Proposals With Respect to 2001 Annual Meeting, dated January 12, 2001 (previously filed in Amendment No. 3 to the Schedule 13D dated January 12, 2001).
8.	Form of Indemnification Agreement by and between Mrs. Hagen and each of the Hagen Nominees who is not currently serving as a director of the Company (previously filed in Amendment No. 3 to the Schedule 13D dated January 12, 2001).
9.	Letter to Erie Indemnity Company from Susan Hirt Hagen in relation to Notice of Shareholder Proposals With Respect to 2002 Annual Meeting, dated December 28, 2001.
10.	Notice of Shareholder Proposals With Respect to 2002 Annual Meeting, dated December 28, 2001.

[Susan Hirt Hagen Letterhead]

December 28, 2001

VIA HAND DELIVERY

Erie Indemnity Company
100 Erie Insurance Place
Erie, Pennsylvania 16530

Attention: Jan Van Gorder, Esq., Corporate Secretary

Dear Mr. Van Gorder:

Enclosed is a Notice of Shareholder Proposals with respect to the 2002 Annual Meeting of Erie Indemnity Company, together with a copy of Amendment No. 4 to my Schedule 13D which is being filed with the Securities and Exchange Commission today.

The Notice sets forth two shareholder proposals. First, the Notice proposes 11 individuals (the "Hagen Nominees"), five of whom (Ms. Garrison-Corbin, myself and Messrs. Katz, Lilly and Nassau) currently serve on the Board, for consideration by the Nominating Committee of the Board of Directors for inclusion on its slate for election as directors at the 2002 Annual Meeting, which has been scheduled for April 30, 2002. Each of the Hagen Nominees is a highly competent, knowledgeable and independent individual genuinely free from management's control and committed to promoting the core principles practiced by my late father, H.O. Hirt, co-founder of the Company and the Erie Insurance Exchange (the "Exchange"), and to focusing on the long-term health and well-being of the companies comprising the Erie Group (including the Exchange) and the Company's shareholders and other constituencies. I also want to indicate my support for the nomination by the Nominating Committee and reelection of F. William Hirt to the Board, in addition to the Hagen Nominees. Assuming that the size of the Board remains at 12 and that at least seven Hagen Nominees (including me) are a part of the Nominating Committee slate, I would be willing not only to support the nomination of F. William Hirt, but also to discuss with the Nominating Committee the selection of other current directors who are not Hagen Nominees.

If at least seven Hagen Nominees (including me) are not selected by the Nominating Committee when it announces its slate, the Notice also sets forth a proposal, which I will place before the shareholders at the Annual Meeting, for the nomination of all of the Hagen Nominees for election as directors at the Annual Meeting. While I prefer that the size of the Board remain at 12, which management has stated in the past is the ideal size, if the Board is increased beyond 12, I will nominate all the Hagen Nominees for election as directors at the Annual Meeting. In addition, I hereby reserve the right to nominate additional candidates at the Annual Meeting if the size of the Board is increased above 16, the current maximum number permitted by the Company's Bylaws.

I continue to be concerned that many of the current Board members are not sufficiently independent from management's influence. According to the Company's 2001 Proxy Statement, certain members of the Board have significant business relationships with the Company and the

Exchange. These members also hold key positions on many of the Company's most important committees, including the CEO Selection Committee. I believe that these relationships may, or may at least appear to, inhibit such Board member's ability to freely, objectively and fully perform his or her fiduciary duties as a director of the Company.

As in past years, I would have preferred to wait until the Nominating Committee announced its nominees before determining whether it was necessary to propose the Hagen Nominees, but as a result of the continued existence of the Company's advance notice bylaw, a voting shareholder is forced to act far in advance of knowing who the Nominating Committee might select in order to preserve the right to recommend candidates to the shareholders for election as directors at the 2002 Annual Meeting. In the absence of the advance notice bylaw, and with the benefit of knowing the Nominating Committee's nominees, I might have decided not to act at all or to have acted differently, and would have avoided the needless public appearance of dissension about the manner in which the Company is being governed. As I have argued since its adoption less than three years ago, the advance notice bylaw is an unnecessary and inappropriate provision for a company such as Erie Indemnity in which there are a handful of voting shareholders, all of them well known to the Company, and one of which, the H.O. Hirt Trusts, has held a substantial controlling interest for many years. Moreover, read literally, the current advance notice bylaw is violative of Judge Cunningham's opinion and order of April 24, 2000 insofar as it only sanctions the recommendation by shareholders of potential nominees for nomination by the Nominating Committee, rather than the direct nomination of candidates by shareholders. As you know, instead of seeking to have the bylaw judicially declared invalid, I have accommodated the Company's interpretation of the bylaw which permits shareholders to make direct nominations at a meeting if advance notice is submitted by the required date. Therefore, I fully expect the Company to cooperate with me if, based on the Nominating Committee's slate, I deem it necessary to present my nominees directly to the shareholders at the Annual Meeting.

Thank you for your consideration of this letter and the enclosed Notice.

Sincerely,

/s/ Susan Hirt Hagen

Susan Hirt Hagen

Enclosure

cc: John M. Petersen
Chairperson, Nominating Committee

[Susan Hirt Hagen Letterhead]

December 28, 2001

VIA HAND DELIVERY

Jan Van Gorder, Esq., Corporate Secretary
Erie Indemnity Company
100 Erie Insurance Place
Erie, Pennsylvania 16530

Nominating Committee of the Board of Directors
Erie Indemnity Company
100 Erie Insurance Place
Erie, Pennsylvania 16530
Attention: Jan Van Gorder, Esq., Corporate Secretary

Re: Shareholder Proposals With Respect To 2002 Annual Meeting

Dear Mr. Van Gorder:

I am hereby submitting this notice (the "Notice") to Erie Indemnity Company (the "Company") in accordance with the requirements of Sections 2.07(a) and (b) of the Amendment and Restatement of Bylaws of the Company, dated August 16, 1999 (the "Bylaws"). My business address is 100 State Street, Suite 440, Erie, Pennsylvania 16507-1456.

I am the owner of 12 shares of Class B Common Stock, no par value per share, of the Company (the "Class B Common Stock"), and the beneficiary of one of two trusts (the "Trusts") under a trust agreement created by my father, Henry Orth Hirt, co-founder of the Company and the Erie Insurance Exchange (the "Exchange"). The Trusts beneficially own 2,340 shares of Class B Common Stock: I am the beneficiary of one of the Trusts which holds 1,170 shares of Class B Common Stock; and my brother, F. William Hirt, is the beneficiary of the other Trust which holds 1,170 shares of Class B Common Stock. In addition, my immediate family is the largest holder of Class A Common Stock. For further information on my ownership of the Company's securities, reference should be made to Annex C attached to this Notice.

I hereby notify the Company of two shareholder proposals in respect of the 2002 Annual Meeting of Shareholders of the Company (the "Annual Meeting"), which as been scheduled for April 30, 2002:

(1) I propose the following persons (the "Hagen Nominees") for consideration by the Nominating Committee of the Company for election to the Board of Directors of the Company (the "Board") at the Annual Meeting:

Kenneth B. Frank

* Patricia Garrison-Corbin

* Susan Hirt Hagen
Louis V. Imundo, Jr., Ph.D.
* Samuel P. Katz
* Claude C. Lilly, III, Ph.D., CLU, CPCU
* Henry N. Nassau, Esq.
Richard J. Pinola, CPA
Honorable Denise Illig Robison
William H. Starbuck
Richard L. Stover

- -----
* Current Directors

I believe the Hagen Nominees are appropriate candidates for election at the Annual Meeting.

(2) If at least seven Hagen Nominees (including me) are not selected by the Nominating Committee when it announces its slate, this Notice also constitutes my proposal to nominate all of the Hagen Nominees for election as directors at the Annual Meeting. In such event, I will appear at the Annual Meeting to nominate the Hagen Nominees for election to the Board. In the event that the size of the Board is increased beyond 12, I will nominate all the Hagen Nominees for election as directors at the Annual Meeting. In addition, I reserve the right to nominate additional candidates at the Annual Meeting if the size of the Board is increased above 16, the current maximum number permitted by the Company's Bylaws.

* * *

I hereby advise you that certain information relating to each of the Hagen Nominees as required by the Bylaws is set forth herein and in Annexes A through K of this Notice.

Except as set forth herein or in any of such Annexes, to the best of my knowledge (i) no Hagen Nominee, other than myself, current director Henry N. Nassau (who purchased 100 shares of Class A stock on the open market on June 9, 2000), current director Claude C. Lilly, III (who purchased 200 shares of Class A stock on the open market on May 26, 2000 and 500 shares of Class A stock on the open market on November 20, 2000), and current director Samuel P. Katz (who purchased 100 Class A stock on the open market on September 17, 2001 and 400 Class A stock on the open market on October 4, 2001), owns any securities of the Company or any parent or subsidiary of the Company, directly or indirectly, beneficially or of record, or, other than William H. Starbuck (who purchased 100 shares of Class A stock on the open market on December 27, 1999 and sold those same shares on the open market on May 17, 2001) has purchased or sold any securities of the Company within the past two years, and none of their associates beneficially owns, directly or indirectly, any securities of the Company, (ii) no Hagen

Nominee, his or her associates or any member of his or her immediate family, has any arrangement or understanding with any person (a) with respect to any future employment by the Company or its affiliates or (b) with respect to future transactions to which the Company or any of its affiliates will or may be a party, nor any material interest, direct or indirect, in any transaction, or series of similar transactions, that has occurred since January 1, 2000 or any currently proposed transaction, or series of similar transactions, to which the Company or any of its subsidiaries was or is a party and in which the amount involved exceeds \$60,000, (iii) no Hagen Nominee is, or was within the past year, a party to any contract, arrangement or understanding with any person with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies, (iv) no Hagen Nominee or any of his or her associates has any arrangement or understanding with any person pursuant to which he or she was or is to be selected as a director, nominee or officer of the Company, and (v) there is no other information with respect to any Hagen Nominee that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the Securities and Exchange Commission (the "SEC") promulgated under the Securities Exchange Act of 1934, as amended. Although not specifically required to be disclosed by the proxy solicitation rules promulgated by the SEC, in the interest of full disclosure, I do want to point out that two of the Hagen Nominees, current director Henry N. Nassau and nominee Richard L. Stover, along with my husband, serve as directors of Bliley Technologies, Inc., a private company owned by Roger W. Richards, Esq., who serves as legal counsel for my family. Matters disclosed in any part of this Notice, including the Annexes, should be deemed disclosed for all purposes of this Notice. The written consent of each Hagen Nominee to be nominated and to serve as a director of the Company is attached to each such Hagen Nominee's Annex to this Notice, although Henry N. Nassau has indicated to me that he has notified the Company and Bankers Trust, the corporate trustee of the H.O. Hirt Trusts, that if both the Nominating Committee and the corporate trustee do not support his nomination as a director, then he intends to resign as a director and not stand for re-election as a Hagen Nominee.

There are no arrangements or understandings between myself and any Hagen Nominee and any other person with respect to the proposals contained in this Notice, the election of each Hagen Nominee as a director, or any actions to be proposed or taken by any Hagen Nominee if elected as a director, except that I have agreed to indemnify each Hagen Nominee who is not currently serving as a director of the Company from and against any losses incurred by such Hagen Nominee resulting from, relating to or arising out of the nomination by me of such Hagen Nominee for election as a director of the Company at the Annual Meeting.

The reason for, and the general effect of, the proposals relating to the nomination of candidates for director included in this Notice is to cause the election of a Board a majority of whose members are independent from management's influence and committed to promoting the core principles practiced by my father, H.O. Hirt, the co-founder of the Company and the Exchange, and to focusing on the long-term health and well-being of the companies comprising the Erie Group (including the Exchange) and the Company's shareholders and other constituencies.

Each of the proposals included in this Notice is a proper matter for shareholder action. This Notice sets forth information which is equivalent to the information that would be required under the proxy solicitation rules of the SEC if proxies were solicited for shareholder consideration of the proposals included in this Notice at a meeting of shareholders, including

information required if proxies were solicited for the election of the Hagen Nominees as directors of the Company. I do not currently intend to solicit proxies for the Annual Meeting, but will bear all costs if proxies are solicited.

Sincerely,

/s/ Susan Hirt Hagen

Susan Hirt Hagen

Enclosures: Annexes A-K

cc: John M. Petersen
Chairperson, Nominating Committee

Name: KENNETH B. FRANK (the "Nominee")

Age: 57

Business address: iInfoTech, L.L.C.
P.O. Box 65530
Baltimore, MD 21209

Residence address: 1808 Dixon Road
Baltimore, MD 21209

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

2001-Present: Founder, President and CEO
iInfoTech, L.L.C.
Baltimore, MD
(Software development and consulting company)

1989-2001: Founder, President and CEO
The Technology Group, Inc.
Baltimore, MD
(Software development company)

The corporation listed above is not a parent, subsidiary or other affiliate of Erie Indemnity Company. The Nominee does not hold any positions or offices with Erie Indemnity Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

None

Set forth below are the number of shares of capital stock of Erie Indemnity Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached hereto is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 27, 2001

/s/ Kenneth B. Frank

Kenneth B. Frank

Name: PATRICIA GARRISON-CORBIN (the "Nominee"), a current Director

Age: 54

Business address: P.G. Corbin & Company, Inc.
Two Commerce Square, Suite 3420
2001 Market Street
Philadelphia, PA 19103

Residence address: 1828 Delancey Street
Philadelphia, PA 19103

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1986-Present: Founder, President and CEO
P.G. Corbin & Company, Inc.
Philadelphia, PA
(Financial advisory and investment management services for municipalities)

The corporation listed above is not a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company, except that of director of the Company and certain affiliates and subsidiaries.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Sole stockholder/director of P.G. Corbin Asset Management, Inc.
Sole stockholder of company which is managing partner of The Delancey Capital Group
Erie Indemnity Company
Erie Family Life Insurance Company

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

Attached is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen with respect to the proposals contained in the Notice, the election of the Nominee as a director, and

actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 17, 2001

/s/ Patricia Garrison-Corbin

Patricia Garrison-Corbin

Name: SUSAN HIRT HAGEN (the "Nominee"), a current Director

Age: 66

Business address: 100 State Street, Suite 440
Erie, PA 16507-1456

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1967-Present: Co-Trustee, H.O. Hirt Trusts

1990-1999: Managing Partner, Hagen Herr & Peppin

None of the entities listed above is a parent, subsidiary or other affiliate of the Erie Indemnity Company (the "Company"), except for the H.O. Hirt Trusts which hold 76.22% of the controlling Class B stock of the Company. The Nominee does not hold any positions or offices with the Company, except that of director of the Company and certain affiliates and subsidiaries.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Erie Indemnity Company
Eric Family Life Insurance Company

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock:

12 shares Class B stock, 1990
1,170 shares Class B stock held by H.O. Hirt Trusts, 1967
6,658,800 shares Class A stock, 1954
10,092,900 shares Class A stock held by Hagen Family Limited
Partnership of which Nominee is a limited partner, 1989.

Mrs. Hagen has entered into an Indemnification Agreement with each Hagen Nominee who is not currently serving as a director of the Company. Mrs. Hagen also has obtained the written consent of each Hagen Nominee to be named as a nominee for election as a director of the Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between Mrs. Hagen and each Hagen Nominee with respect to the proposals contained in the Notice, the election of the Hagen Nominee as a director, and actions to be proposed or taken by the Hagen Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 21, 2001

/s/ Susan Hirt Hagen

Susan Hirt Hagen

Name: LOUIS V. IMUNDO, JR., Ph.D. (the "Nominee")

Age: 59

Business address: 6116 Old Spanish Trail
Dayton, OH 45459

Residence address: 6116 Old Spanish Trail
Dayton, OH 45459

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1990-Present: President
Louis V. Imundo, Inc.
Dayton, OH
(Arbitration and mediation services)

None of the entities listed above is a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

None

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached is the written consent of the Nominee to be named as a nominee for election as a director of the Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 15, 2001

/s/ Louis V. Imundo, Jr.

Louis V. Imundo, Jr.

Name: SAMUEL P. KATZ (the "Nominee"), a current Director

Age: 52

Business address: Greater Philadelphia First
Suite 3510, 1818 Market Street
Philadelphia, PA 19119

Residence address: 325 West Allens Lane
Philadelphia, PA 19119

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

2000-Present: CEO, Greater Philadelphia First
Philadelphia, PA
(Business civic and leadership organization)

1997-2000: Founder, President and CEO
Enter Sport Capital Advisors, Inc.
Bala Cynwyd, PA
(Private investment development and consulting firm)

1994-1997: Partner, Stafford Capital Partners, L.P.
Philadelphia, PA
(Investment company and developer)

None of the entities listed above is a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company, except that of director of the Company and certain affiliates and subsidiaries.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Erie Indemnity Company
Erie Family Life Insurance Company

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

500 shares Class A stock, September 17, 2001

Attached is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 24, 2001

/s/ Samuel P. Katz

Samuel P. Katz

Name: CLAUDE C. LILLY, III, Ph.D., CLU, CPCU
(the "Nominee"), a current Director

Age: 55

Business address: Belk College of Business Administration
University of North Carolina Charlotte
9201 University City Boulevard
Charlotte, NC 28223

Residence address: 10700 Tavernay Parkway
Charlotte, NC 28262

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

May 2000 - Present: Dean
Belk College of Business
Administration, University of
North Carolina Charlotte

July 1998-April 2000: Interim Dean
Belk College of Business
Administration, University of
North Carolina Charlotte

August 1997-Present: James H. Harris Chair of Risk
Management and Insurance
Belk College of Business
Administration, University of
North Carolina Charlotte

August 1995-January 1996: CEO
Quinstone, Inc.
Quincy, FL
(Manufacturing - on leave from
Florida State University)

August 1981-August 1997: Professor of Risk Management
and Insurance, Florida State
University, Tallahassee, FL

None of the entities listed above is a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company, except that of director of the Company and certain affiliates and subsidiaries.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Erie Indemnity Company
Erie Family Life Insurance Company

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

700 shares of Class A stock, May 26, 2000

Attached is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 18, 2001

/s/ Claude C. Lilly, III

Claude C. Lilly, III

Name: HENRY N. NASSAU, ESQ. (the "Nominee"), a
current Director

Age: 47

Business address: Internet Capital Group, Inc.
435 Devon Park Drive, Suite 600
Wayne, PA 19087

Residence address: Wilson Farm
1695 Swedesford Road
Malvern, PA 19355

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

May 1999-Present: Managing Director, General Counsel & Secretary
Internet Capital Group, Inc. (NASDAQ: ICGE)
Wayne, PA
(Internet holding company)

1999-Present: Director, CourtLink, Inc. and various other
ICGE affiliated companies, including Breakaway
Solutions Inc. (NASDAQ: BWAY) and Papereexchange
Com Inc.
(ICGE-backed internet companies)

1999-Present: Director, Bliley Technologies, Inc.
(Electronics component manufacturer)

September 1987-May 1999: Partner and Chairman of the Business
Department (5/97-1/98)
Dechert Price & Rhoades
Philadelphia, PA (Law firm)

None of the entities listed above is a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company, except that of director of the Company and certain affiliates and subsidiaries.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Erie Indemnity Company
Erie Family Life Insurance Company
Breakaway Solutions Inc.

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

100 shares of Class A stock, June 9, 2000

Attached is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 21, 2001

/s/ Henry N. Nassau

Henry N. Nassau

Name: RICHARD J. PINOLA, CPA, (the "Nominee")

Age: 55

Business address: 1818 Market Street
Thirty-Third Floor
Philadelphia, PA 19103-3614

Residence address: 1322 N. Tulip Drive
West Chester, PA 19380

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1994-Present: Director
K-Tron International, Inc. (NASDAQ: KTII)
Pitman, NJ
(Producer of process control and material handling equipment)

1992-Present: Chairman and CEO
Right Management Consultants, Inc. (NASDAQ: RMCI)
Philadelphia, PA
(Career management and human resource consulting)

1968- 1991 President and Chief Operating Officer
Penn Mutual Life Insurance Company
Philadelphia, PA
(Diversified financial services)

None of the entities listed above is a parent, subsidiary or other affiliate of Erie Indemnity Company (the "Company"). The Nominee does not hold any positions or offices with the Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

Right Management Consultants, Inc.

K-Tron International (NASDAQ: KTII) (producer of process control and material handling equipment)

Set forth below are the number of shares of capital stock of the Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached is the written consent of the Nominee to be named

as a nominee for election as a director of the Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 21, 2001

/s/ Richard J. Pinola

Richard J. Pinola

Name: HONORABLE DENISE ILLIG ROBISON (the "Nominee")

Age: 62

Business address: N/A

Residence address: Nine Niagara Pier
Erie, PA 16507

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1995 - 2001: Deputy Secretary of Aging
Pennsylvania Department of Aging
Harrisburg, PA

The corporation listed above is not a parent, subsidiary or other affiliate of Erie Indemnity Company. The Nominee does not hold any positions or offices with Erie Indemnity Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

None

Set forth below are the number of shares of capital stock of Erie Indemnity Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached hereto is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 17, 2001

/s/ Denise Illig Robison

Denise Illig Robison

Name: WILLIAM H. STARBUCK, PH.D. (the "Nominee")

Age: 67

Business address: New York University
Stern School of Business
40 West Fourth St. Suite 722
New York, NY 10012-1118

Residence address: Penthouse G
2 Washington Square Village
New York, NY 10012-1117

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

1985 - Present: ITT Professor of Creative Management
New York University, Stern School of Business
New York, NY

The corporation listed above is not a parent, subsidiary or other affiliate of Erie Indemnity Company. The Nominee does not hold any positions or offices with Erie Indemnity Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

None

Set forth below are the number of shares of capital stock of Erie Indemnity Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached hereto is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 15, 2001

/s/ William H. Starbuck

William H. Starbuck

Name: RICHARD L. STOVER (the "Nominee")

Age: 59

Business address: Birchmere Capital L.L.C.
5000 Stonewood Drive, Suite 220
Wexford, PA 15090

Residence address: 411 Fern Hollow Lane
Wexford, PA 15090

Set forth below is a brief description of the Nominee's business experience during the past five years, including the Nominee's principal occupations and employment during the past five years; the name and principal business of any corporation or other organization in which such occupations and employment were carried on and the Nominee's current principal occupation or employment.

October 2000 - Present: Managing Principal
Birchmere Capital L.L.C.
Wexford, PA
(Private equity fund)

August 1999-October 2000: Principal
Stover & Associates
Wexford, PA
(Financial consulting)

November 1996-
September 1999: President and COO
First Western Bancorp, Inc.
New Castle, PA
(Financial Services)

The corporation listed above is not a parent, subsidiary or other affiliate of Erie Indemnity Company. The Nominee does not hold any positions or offices with Erie Indemnity Company.

The Nominee currently is a director of the following companies that have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or that are subject to the requirements of Section 15(d) of such Act or that are registered as an investment company under the Investment Company Act of 1940:

None

Set forth below are the number of shares of capital stock of Erie Indemnity Company beneficially owned by the Nominee within the meaning of SEC Rule 13d-1 and earliest date of acquisition of such capital stock.

None

The Nominee and Mrs. Hagen have entered into an Indemnification Agreement, a copy of which is provided herewith. Also attached hereto is the written consent of the Nominee to be named as a nominee for election as a director of Erie Indemnity Company and to serve if nominated and elected as a director. For a description of the arrangements and understanding between the Nominee and Mrs. Hagen contained within the Indemnification Agreement with respect to the proposals contained in the Notice, the election of the Nominee as a director, and actions to be proposed or taken by the Nominee if elected as director, see the Notice to which this Annex is attached.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of the Company at the 2002 Annual Meeting (or any special meeting of the stockholders of Erie Indemnity Company (the "Company") called for that purpose) in any materials submitted by on or behalf of myself to the Company or filed by on or behalf of myself or the Company with the Securities and Exchange Commission, and further consents to serve as a director of the Company if elected at the 2002 Annual Meeting (or at any special meeting of stockholders of the Company called for that purpose.)

Dated: December 18, 2001

/s/ Richard L. Stover

Richard L. Stover