ERIE INDEMNITY CO
Form 10-Q
August 02, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PERSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

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 X 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 X 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 X 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 X 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 X

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 47,218,017 at July 19, 2012.

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 2,544 at July 19, 2012.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

Consolidated Statements of Operations Three and Six months ended June 30, 2012 and 2011

Consolidated Statements of Comprehensive Income Three and Six months ended June 30, 2012 and 2011

Consolidated Statements of Financial Position June 30, 2012 and December 31, 2011

Consolidated Statements of Cash Flows Six months ended June 30, 2012 and 2011

Notes to Consolidated Financial Statements June 30, 2012

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Item 4. Controls and Procedures

PART II. OTHER INFORMATION

Item 1A. Risk Factors

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 6. Exhibits

SIGNATURES

PART I. FINANCIAL INFORMATION

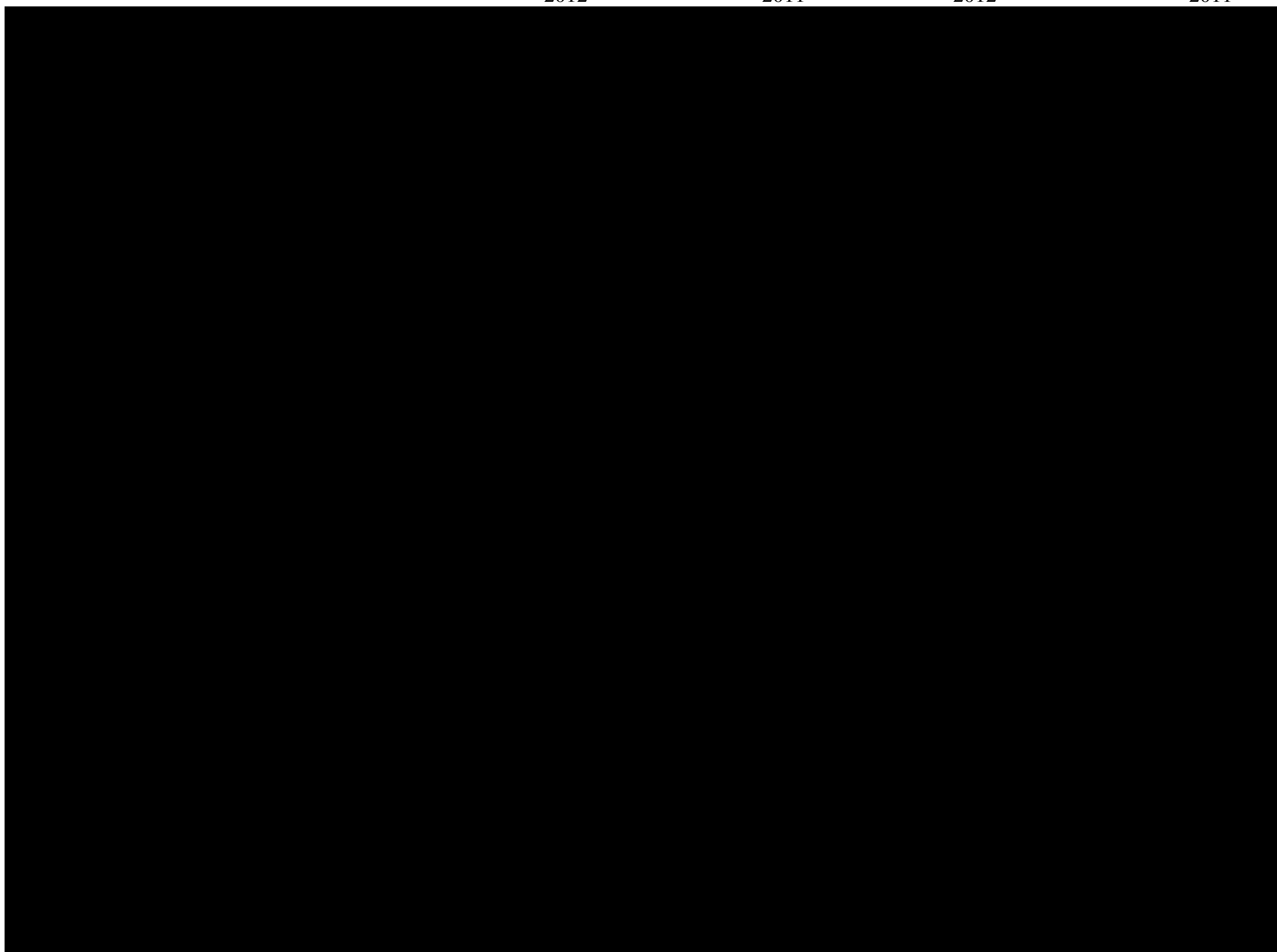
ITEM 1. FINANCIAL STATEMENTS

ERIE INDEMNITY COMPANY

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(dollars in millions, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011



See accompanying notes to Consolidated Financial Statements. See Note 14. Indemnity Supplemental Information, for supplemental statements of operations information.

ERIE INDEMNITY COMPANY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in millions)

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011

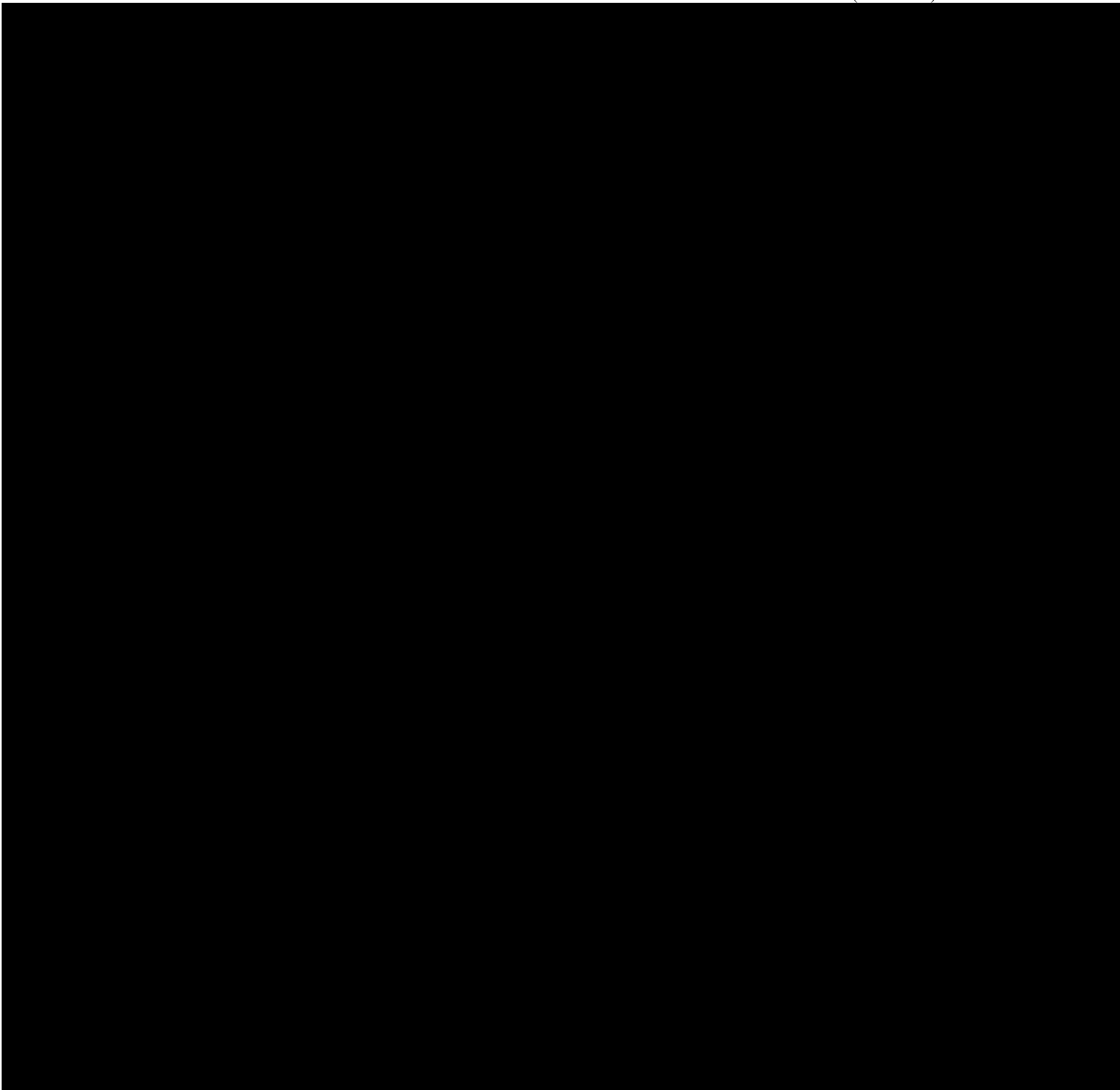
See accompanying notes to Consolidated Financial Statements.

ERIE INDEMNITY COMPANY

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(dollars in millions, except per share data)

	June 30, 2012 (Unaudited)	December 31, 2011



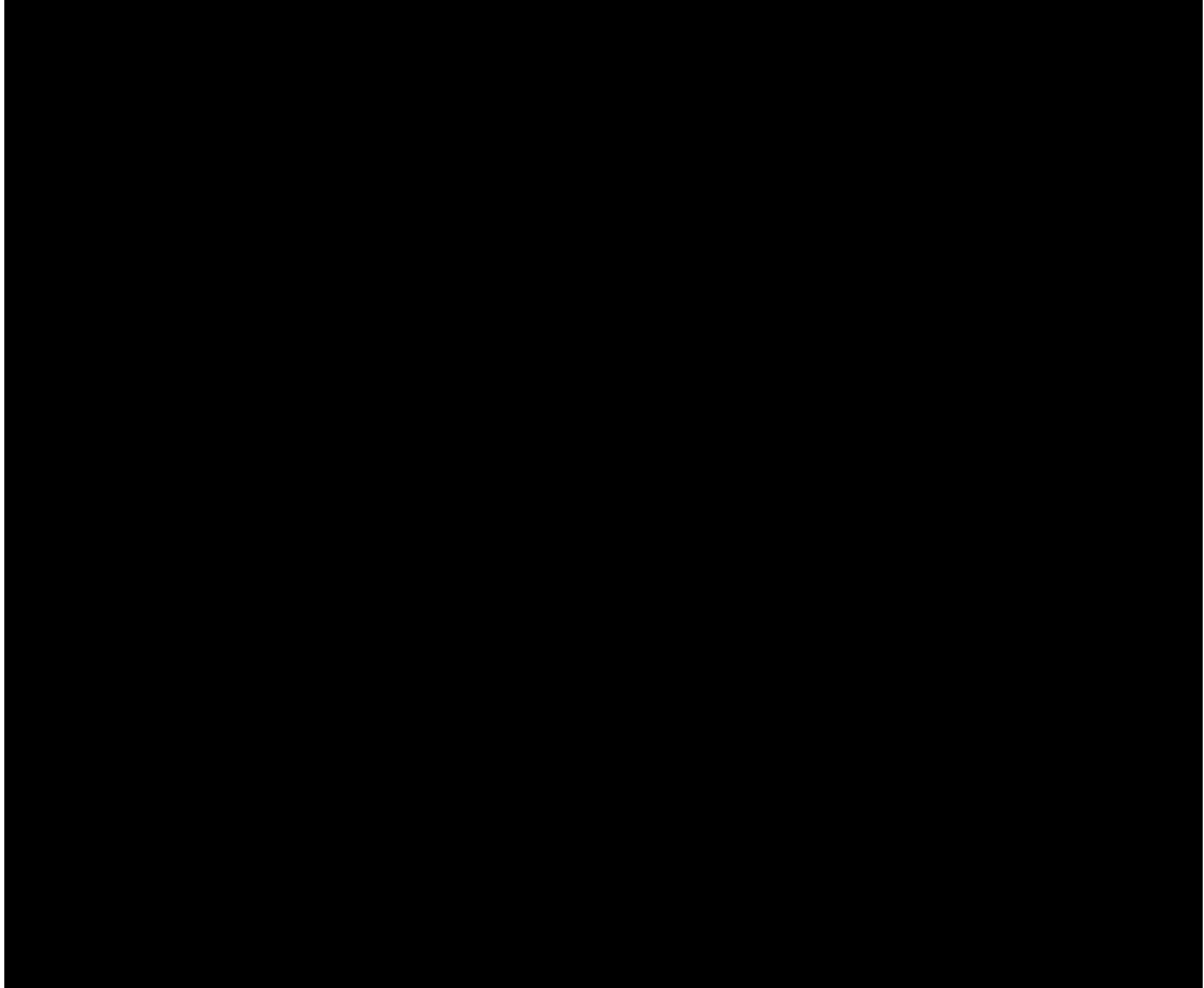
See accompanying notes to Consolidated Financial Statements. See Note 14. Indemnity Supplemental Information, for supplemental consolidating statements of financial position information.

ERIE INDEMNITY COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in millions)

	Six months ended June 30,	
	2012	2011



See accompanying notes to Consolidated Financial Statements. See Note 14. 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 been the managing attorney-in-fact for the subscribers (policyholders) at the Erie Insurance Exchange (Exchange) since 1925. The Exchange is a subscriber-owned, Pennsylvania-domiciled reciprocal insurer that writes property and casualty insurance.

Indemnity s primary function is to perform certain services for the Exchange relating to the sales, underwriting and issuance of policies on behalf of the Exchange. This is done in accordance with a subscriber s agreement (a limited power of attorney) executed by each subscriber (policyholder), which appoints Indemnity as their common attorney-in-fact to transact business on their behalf and to manage the affairs of the Exchange. Pursuant to the subscriber s agreement and for its services as attorney-in-fact, Indemnity earns a management fee calculated as a percentage of the direct premiums written by the Exchange and the other members of the Property and Casualty Group (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 11 Midwestern, Mid-Atlantic and Southeastern states and the District of Columbia.

Erie Family Life Insurance Company (EFL) is an affiliated life insurance company that underwrites and sells individual and group life insurance policies and fixed annuities. On March 31, 2011, Indemnity sold its 21.6% ownership interest in EFL to the Exchange.

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.

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 six month period ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. 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, 2011 as filed with the Securities and Exchange Commission on February 27, 2012.

Principles of consolidation

We consolidate the Exchange as a variable interest entity for which Indemnity is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation. The required presentation of noncontrolling interests is reflected in the consolidated financial statements. Noncontrolling interests represent the ownership interests of the Exchange, all of which is held by parties other than Indemnity (i.e. the Exchange s subscribers (policyholders)). Noncontrolling interests also include the Exchange subscribers ownership interest in EFL.

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

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

Adopted accounting pronouncements

In October 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. This guidance modifies the definition of the types of costs incurred by insurance entities that can be capitalized in the acquisition of new and renewal insurance contracts. The amendments in this guidance specify that the costs are limited to incremental direct costs that result directly from successful contract transactions and would not have been incurred by the insurance entity had the contract transactions not occurred. These costs must be directly related to underwriting, policy issuance and processing, medical and inspection reports and sales force contract selling. The amendments also specify that advertising costs are only included as deferred acquisition costs if the direct-response advertising criteria are met. ASU 2010-26 is effective for interim and annual reporting periods beginning after December 15, 2011. We have elected to prospectively adopt this guidance. The change does not affect the Indemnity shareholder interest nor does it affect Indemnity earnings per share. Acquisition costs capitalized during the three and six months ended June 30, 2012 totaled $192 million and $364 million, respectively. Acquisition costs that would have been capitalized during the three and six months ended June 30, 2012 using the previous method of capitalization totaled $197 million and $374 million, respectively. Included in this note below is our updated accounting policy under the caption Deferred acquisition costs .

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurements*. This guidance changes the description of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements and certain other changes to converge with the fair value guidance of the International Accounting Standards Board (IASB). The amendments in this guidance detail the requirements specific to measuring the fair value of an instrument classified in a reporting entity s shareholders equity. The amendments also clarify that a reporting entity should disclose quantitative information about the significant unobservable inputs used in the fair value measurement categorized within

Level 3 of the fair value hierarchy. ASU 2011-04 is effective for interim and annual periods beginning after December 15, 2011. The adoption of this new guidance did not have a material impact on our consolidated financial statements. The additional disclosures required by this guidance have been included in Note 6. Fair Value .

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income*. This guidance eliminates the option to present components of other comprehensive income as part of the statement of changes in shareholders equity. The amendments in this guidance specify that an entity has the option to present the total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The disclosures required remain the same. In both options, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011. In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income Deferral of The Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update 2011-05*. The amendments in this ASU supersede changes to paragraphs in ASU 2011-05 that pertain to how, when and where reclassification adjustments are presented. We have elected to present total comprehensive income in two separate but consecutive statements. The disclosures required by this guidance have been included in the Consolidated Statements of Operations and the Consolidated Statements of Comprehensive Income.

Deferred acquisition costs

Acquisition costs that vary with and relate to the successful production of insurance and investment-type contracts are deferred. Beginning in 2012, deferred acquisition costs (DAC) are incremental direct costs of contract acquisition and are limited to the successful acquisition of new and renewal contracts. Such costs consist principally of commissions, premium taxes and policy issuance expenses.

Property and casualty insurance DAC related to property and casualty insurance contracts are primarily composed of commissions, premium taxes and certain underwriting expenses. These costs are amortized on a pro rata basis over the applicable policy term. We consider investment income in determining if a premium deficiency exists, and if so, it would first be recognized by charging any unamortized acquisition costs to expense to the extent required to eliminate the deficiency. If the premium deficiency would be greater than unamortized acquisition costs, a liability would be accrued for the excess deficiency.

There was no reduction in costs deferred in any periods presented. Profitability is analyzed annually to ensure recoverability.

Life insurance DAC related to traditional life insurance products is amortized in proportion to premium revenues over the premium-paying period of related policies using assumptions about mortality, morbidity, lapse rates, expenses and future yield on related investments established when the policy was issued. Amortization is adjusted each period to reflect policy lapse or termination rates as compared to anticipated experience. DAC related to universal life products and deferred annuities is amortized over the estimated lives of the contracts in proportion to actual and expected future gross profits, investment, mortality, expense margins and surrender charges. Both historical and anticipated investment returns, including realized gains and losses, are considered in determining the amortization of DAC.

Estimated gross profits are adjusted monthly to reflect actual experience to date and/or for the unlocking of underlying key assumptions based upon experience studies. DAC is periodically reviewed for recoverability. For traditional life products, if the benefit reserves plus anticipated future premiums and interest earnings for a line of business are less than the current estimate of future benefits and expenses (including any unamortized DAC), a charge to income is recorded for additional DAC amortization or for increased benefit reserves. For universal life and deferred annuities, if the current present value of future expected gross profits is less than the unamortized DAC, a charge to income is recorded for additional DAC amortization.

Note 3. Earnings Per Share

Basic earnings per share are calculated under the two-class method, which allocates earnings to each class of stock based on its dividend rights. Class B shares are convertible into Class A shares at a conversion ratio of 2,400 to 1. Class A diluted earnings per share are calculated under the if-converted method, which reflects the conversion of Class B shares and the effect of potentially dilutive outstanding employee stock-based awards and awards vested and not yet vested related to the outside directors stock compensation plan. In the first quarter of 2012, two shares of Class B common stock were converted into 4,800 shares of Class A common stock. See Note 15. Indemnity Capital Stock .

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

(dollars in millions, except per share data)	Indemnity Shareholder Interest Three months ended June 30,					
	2012			2011		
	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount

(dollars in millions, except per share data)	Indemnity Shareholder Interest Six months ended June 30,					
	2012			2011		
	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount

10

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. As a result, Indemnity is deemed to have a controlling financial interest in the Exchange and is considered to be its primary beneficiary.

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

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.

On March 31, 2011, Indemnity sold its 21.6% ownership interest in EFL to the Exchange. 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 the reporting periods presented. At June 30, 2012, there are no explicit or implicit arrangements that would require Indemnity to provide future financial support to the Exchange. Indemnity is not liable if the Exchange was to be in violation of its debt covenants or was unable to meet its obligation for unfunded commitments to limited partnerships.

Note 5. Segment Information

Our reportable segments include management operations, property and casualty insurance operations, life insurance operations and investment operations. Accounting policies for segments are the same as those described in the summary of significant accounting policies. See Item 8. Financial Statements and Supplementary Data, Note 2. Significant Accounting Policies, in our Annual Report on Form 10-K for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on February 27, 2012. 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 sales, underwriting and policy issuance services. Management fee revenue, which is eliminated in consolidation, is calculated as a percentage not to exceed 25% of all the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling arrangement. The Property and Casualty Group issues policies with annual terms only. Management fees are recorded upon policy issuance or renewal, as substantially all of the services required to be performed by Indemnity have been satisfied at that time. Certain activities are performed and related costs are incurred by us subsequent to policy issuance in connection with the services provided to the Exchange; however, these activities are inconsequential and perfunctory. Although these management fee revenues and expenses are eliminated 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.

Additionally, the second quarter and six months ended June 30, 2012 included an adjustment that reduced commission expense by $6 million. This amount represents the reimbursement by the North Carolina Reinsurance Facility (NCRF) for commissions Indemnity paid to agents on the surcharges collected on behalf of the NCRF in prior periods. This amount was incorrectly recorded as a benefit to the Exchange in prior periods. If these amounts had been correctly recorded, Indemnity s commission expense would have been lower by $0.5 million and $0.7 million, for the years ended December 31, 2011 and 2010, respectively.

Property and casualty insurance operations

Our property and casualty insurance operations segment includes personal and commercial lines. Personal lines consist primarily of personal auto and homeowners and are marketed to individuals. Commercial lines consist primarily of commercial multi-peril, commercial auto and workers compensation and are marketed to small- and medium-sized businesses. Our property and casualty policies are sold by independent agents. Our property and casualty insurance underwriting operations are conducted through the Exchange and its subsidiaries and include assumed voluntary reinsurance from nonaffiliated domestic and foreign sources, assumed involuntary and ceded reinsurance business. The Exchange exited the assumed voluntary reinsurance business effective December 31, 2003, and therefore unaffiliated reinsurance includes only run-off activity of the previously assumed voluntary reinsurance business. We evaluate profitability of the property and casualty 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 second quarters of 2012 and 2011, investment activities on life insurance related assets generated revenues of $28 million and $27 million, respectively, resulting in EFL reporting income before income taxes of $13 million and $12 million, respectively, before intercompany eliminations. For the six months ended June 30, 2012 and 2011, investment activities on life insurance related assets generated revenues of $52 million and $54 million, respectively, resulting in EFL reporting income before taxes of $22 million and $25 million, respectively, before intercompany eliminations.

Investment operations

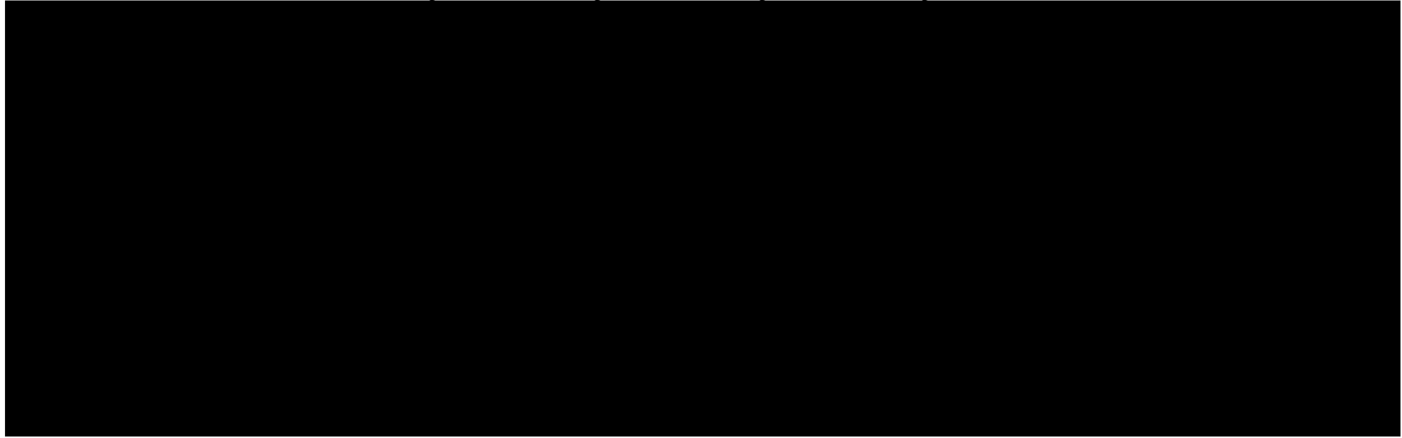
The investment operations segment performance is evaluated based upon appreciation of assets, rate of return and overall return. Investment related income for the life operations is included in the investment segment results.

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

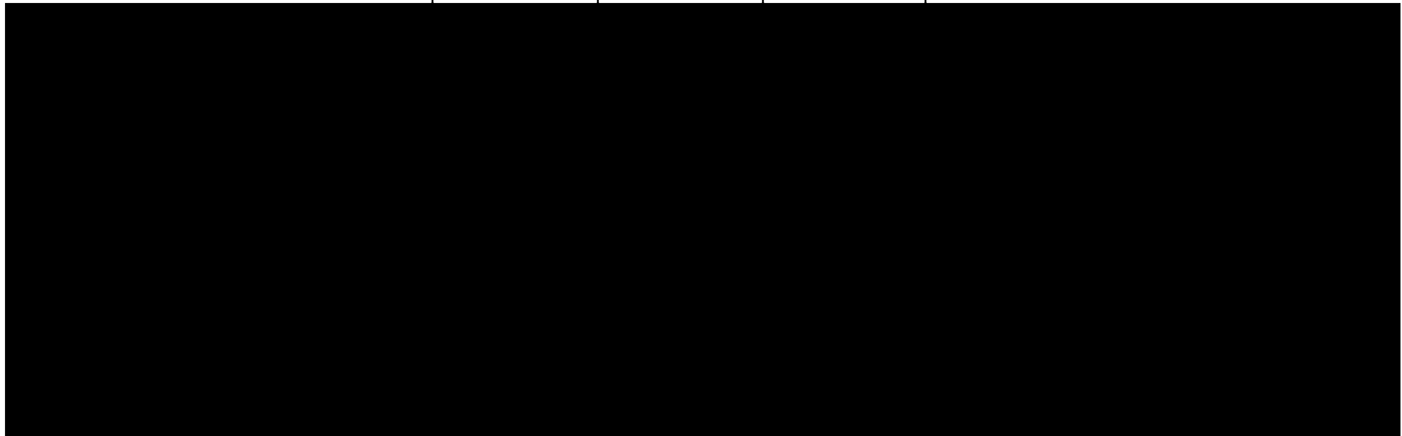
(in millions)	Erie Insurance Group For the three months ended June 30, 2012					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated

(in millions)	Erie Insurance Group For the three months ended June 30, 2011					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated

(in millions)	Erie Insurance Group For the six months ended June 30, 2012					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated



(in millions)	Erie Insurance Group For the six months ended June 30, 2011					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated



See the Results of the Erie Insurance Group s Operations by Interest table in Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations for the composition of income attributable to the Indemnity shareholder interest and income attributable to the noncontrolling interest (Exchange).

Note 6. Fair Value

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

Valuation techniques used to derive the fair value of our available-for-sale and trading securities are based 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 in the 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.

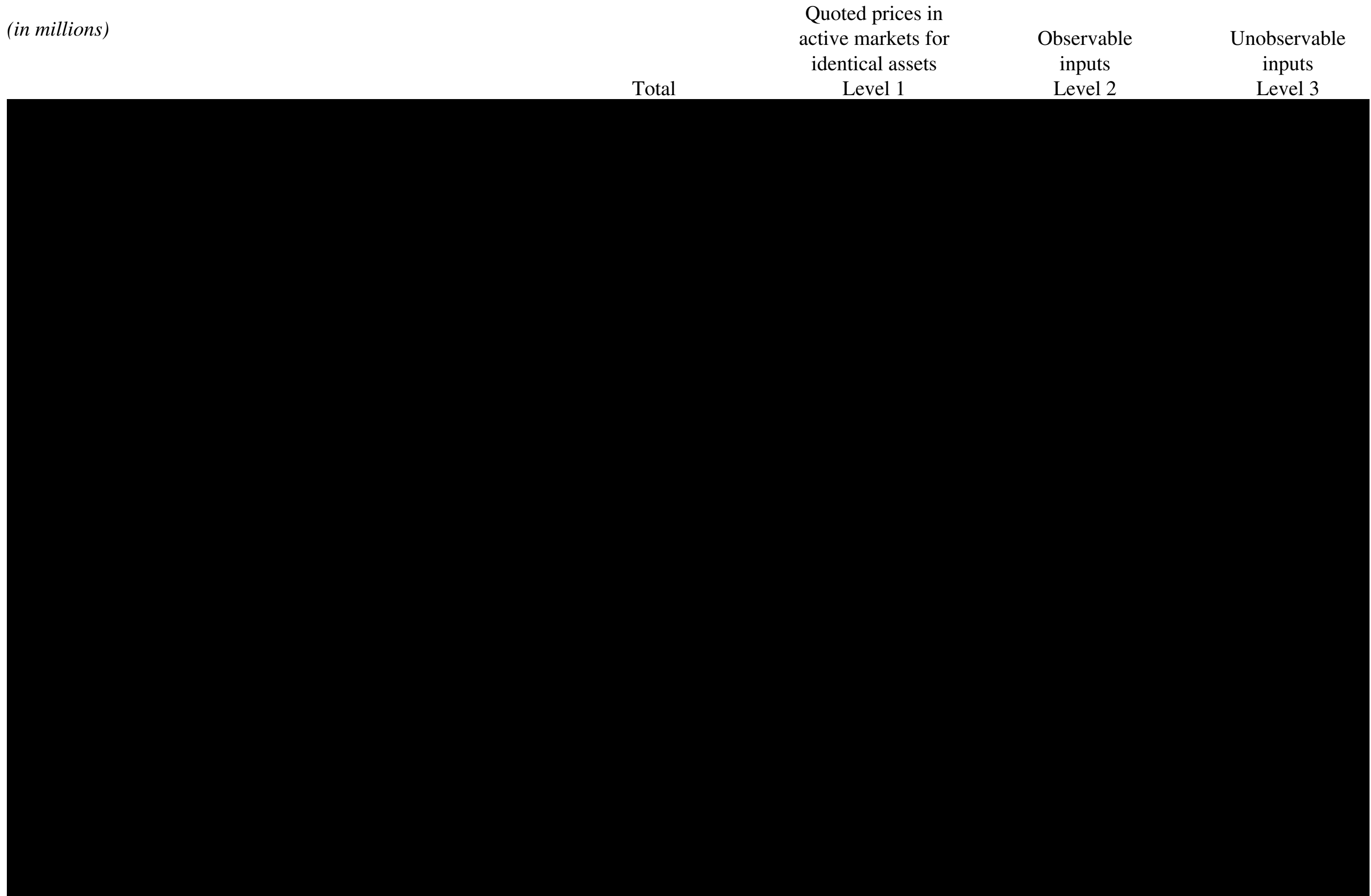
We perform continuous reviews of the prices obtained from the pricing service. This includes evaluating the methodology and inputs used by the pricing service to ensure that we determine the proper classification level of the financial instrument. Price variances, including large periodic changes, are 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 non-binding broker quotes and/or market comparables. When available, we obtain multiple quotes for the same security. The ultimate value for these securities is determined based 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 structured securities in an illiquid market, there may be no prices available from a pricing service and no comparable market quotes available. In these situations, we value the security using an internally-developed, risk-adjusted discounted cash flow model.

The following table represents the fair value measurements on a recurring basis for our consolidated available-for-sale and trading securities by asset class and level of input at June 30, 2012:

	Erie Insurance Group June 30, 2012 Fair value measurements using:			
(in millions)	Total	Quoted prices in active markets for identical assets Level 1	Observable inputs Level 2	Unobservable inputs Level 3



Level 3 Assets Quarterly Change:

	Erie Insurance Group						
(in millions)	Beginning balance at March 31, 2012	Included in earnings (1)	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 (2)	Ending balance at June 30, 2012

(1) Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There were no unrealized gains included in earnings for the three months ended June 30, 2012 on Level 3 securities.

(2) Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. Transfers in and out of levels are recognized at the start of the period.

Level 3 Assets   Year-to-Date Change:

	Erie Insurance Group						
(in millions)	Beginning balance at December 31, 2011	Included in earnings (1)	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 (2)	Ending balance at June 30, 2012

(1)   Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There was $2 million in unrealized gains included in earnings for the six months ended June 30, 2012 on Level 3 securities.

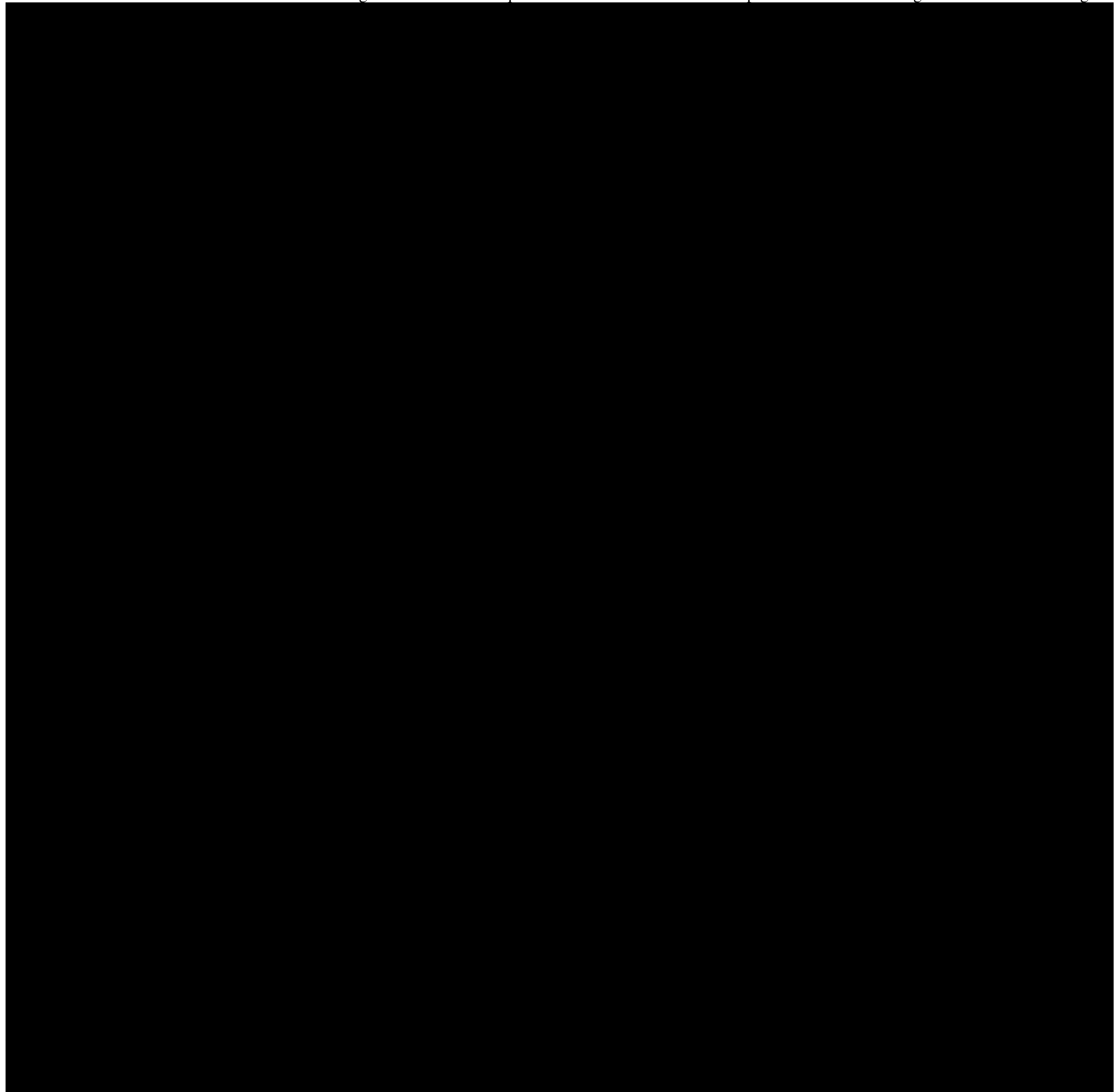
(2)   Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. Transfers in and out of levels are recognized at the start of the period.

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 the three months ended June 30, 2012, transfers of $21 million from Level 1 to Level 2 and transfers of $32 million from Level 2 to Level 1 occurred. Trading activity levels for these seven preferred stock securities necessitated reclassification between Level 1 and Level 2.

Transfers into Level 3 are primarily the result of a lack of observable information and the use of non-binding broker quotes to determine fair value at June 30, 2012.

Quantitative and Qualitative Disclosures about Unobservable Inputs

(dollars in millions)	Erie Insurance Group June 30, 2012					
	Fair value	No. of holdings	Valuation techniques	Unobservable input	Range	weighted average



Securities valued using unobservable inputs totaled $83 million at June 30, 2012. These securities represent less than 0.7% of the total portfolio of the Erie Insurance Group.

Collateralized-debt-obligation securities The unobservable inputs used in the fair value measurement of certain collateralized-debt-obligation securities are the repayment at maturity of underlying collateral available to pay note holders, the projected maturity of the underlying security, an expectation that the London Inter-Bank Offer Rates (LIBOR) do not change until maturity and a discount rate appropriate for the security. Significant changes in any of those inputs in isolation would result in a significantly higher or lower fair value measurement. Generally, a change in the assumption used for the performance of the underlying collateral is accompanied by an opposite change in the maturity and a directionally opposite change in the discount rate used to value the security. LIBOR assumptions are independent of collateral performance.

States and political subdivisions and Nonredeemable preferred stock The unobservable inputs used in the fair value measurement of certain states and political subdivisions and nonredeemable preferred stock are the yields on comparable securities used to provide a basis of valuation 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 would result in a significantly higher or lower fair value measurement. Generally, a change in the yield used for the comparable security or a change in the discount for illiquidity would result in a directionally similar change in the yield used to calculate the fair value of the securities being valued.

Corporate debt securities and Other debt securities The unobservable input used in the fair value measurement of certain corporate debt securities and other debt securities is the likelihood of repayment by the underlying entity when there is no market for trading these securities. When available, we obtain non-binding broker quotes to value such securities.

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.

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

(in millions)	Erie Insurance Group December 31, 2011 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	$ 221	$ 0	$ 221	$ 0
Corporate debt securities	303	0	303	0
Commercial mortgage-backed securities (CMBS)	13	0	13	0
Collateralized debt obligations (CDO)	4	0	0	4
Other debt securities	7	0	7	0
Total fixed maturities	548	0	544	4
Nonredeemable preferred stock	25	10	15	0
Total available-for-sale securities	573	10	559	4
Trading securities:				
Common stock	27	27	0	0
Total trading securities	27	27	0	0
Total Indemnity	$ 600	$ 37	$ 559	$ 4
Exchange				
Available-for-sale securities:				
U.S. government & agencies	$ 17	$ 6	$ 11	$ 0
States & political subdivisions	1,379	0	1,375	4
Foreign government securities	15	0	15	0
Corporate debt securities	5,499	20	5,467	12
Residential mortgage-backed securities (RMBS)	189	0	189	0
Commercial mortgage-backed securities (CMBS)	66	0	66	0
Collateralized debt obligations (CDO)	65	0	36	29
Other debt securities	62	0	57	5
Total fixed maturities	7,292	26	7,216	50
Nonredeemable preferred stock	564	188	371	5
Total available-for-sale securities	7,856	214	7,587	55
Trading securities:				
Common stock	2,308	2,296	0	12
Total trading securities	2,308	2,296	0	12
Total Exchange	$10,164	$2,510	$7,587	$67
Total Erie Insurance Group	$10,764	$2,547	$8,146	$71

Level 3 Assets Quarterly Change:

	Erie Insurance Group						
(in millions)	Beginning balance at March 31, 2011	Included in earnings (1)	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 (2)	Ending balance at June 30, 2011
Indemnity							
Available-for-sale securities:							
Collateralized debt obligations (CDO)	$ 4	$0	$ 0	$0	$0	$0	$ 4
Total fixed maturities	4	0	0	0	0	0	4
Total available-for-sale securities	4	0	0	0	0	0	4
Trading securities:							
Common stock	0	0	0	0	0	0	0
Total trading securities	0	0	0	0	0	0	0
Total Level 3 assets Indemnity	$ 4	$0	$ 0	$0	$0	$0	$ 4
Exchange							
Available-for-sale securities:							
States & political subdivisions	$ 4	$0	$ 0	$0	$0	$0	$ 4
Corporate debt securities	11	0	0	0	0	0	11
Collateralized debt obligations (CDO)	30	0	0	0	0	0	30
Other debt securities	5	0	0	0	0	0	5
Total fixed maturities	50	0	0	0	0	0	50
Nonredeemable preferred stock	8	0	(1)	0	0	0	7
Total available-for-sale securities	58	0	(1)	0	0	0	57
Trading securities:							
Common stock	13	0	0	0	0	0	13
Total trading securities	13	0	0	0	0	0	13
Total Level 3 assets Exchange	$71	$0	$(1)	$0	$0	$0	$70
Total Level 3 assets Erie Insurance Group	$75	$0	$(1)	$0	$0	$0	$74

(1) Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There were no unrealized gains included in earnings for the three months ended June 30, 2011 on Level 3 securities.

(2) Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. Transfers in and out of levels are recognized at the start of the period.

Level 3 Assets Year-to-Date Change:

	Erie Insurance Group						
(in millions)	Beginning balance at December 31, 2010	Included in earnings (1)	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 (2)	Ending balance at June 30, 2011
Indemnity							
Available-for-sale securities:							
Collateralized debt obligations (CDO)	$ 4	$0	$0	$0	$0	$0	$ 4
Total fixed maturities	4	0	0	0	0	0	4
Total available-for-sale securities	4	0	0	0	0	0	4
Trading securities:							
Common stock	0	0	0	0	0	0	0
Total trading securities	0	0	0	0	0	0	0
Total Level 3 assets Indemnity	$ 4	$0	$0	$0	$0	$0	$ 4
Exchange							
Available-for-sale securities:							
States & political subdivisions	$ 4	$0	$0	$0	$0	$0	$ 4
Corporate debt securities	11	0	0	0	0	0	11
Collateralized debt obligations (CDO)	30	0	0	0	0	0	30
Other debt securities	10	0	0	0	(5)	0	5
Total fixed maturities	55	0	0	0	(5)	0	50
Nonredeemable preferred stock	7	0	0	0	0	0	7
Total available-for-sale securities	62	0	0	0	(5)	0	57
Trading securities:							
Common stock	12	1	0	0	0	0	13
Total trading securities	12	1	0	0	0	0	13
Total Level 3 assets Exchange	$74	$1	$0	$0	$(5)	$0	$70
Total Level 3 assets Erie Insurance Group	$78	$1	$0	$0	$(5)	$0	$74

(1) Includes losses as a result of other-than-temporary impairments and accrual of discount and amortization of premium. These amounts are reported in the Consolidated Statements of Operations. There was $1 million in unrealized gains included in earnings for the six months ended June 30, 2011 on Level 3 securities.

(2) Transfers in and out of Level 3 are attributable to changes in the availability of market observable information for individual securities within the respective categories. Transfers in and out of levels are recognized at the start of the period.

There were no transfers between Levels 1 and 2 for the three and six months ended June 30, 2011.

The following table sets forth the fair value measurements on a recurring basis for our consolidated available-for-sale and trading securities by pricing source at June 30, 2012:

(in millions)	Erie Insurance Group June 30, 2012			
	Total	Level 1	Level 2	Level 3
Indemnity				
Fixed maturities:				
Priced via pricing services	$ 505	$ 0	$ 505	$ 0
Priced via market comparables/non-binding broker quotes (1)	1	0	0	1
Priced via unobservable inputs	4	0	0	4
Total fixed maturities	510	0	505	5
Nonredeemable preferred stock:				
Priced via pricing services	24	10	14	0
Priced via market comparables/non-binding broker quotes (1)	2	0	2	0
Priced via unobservable inputs	0	0	0	0
Total nonredeemable preferred stock	26	10	16	0
Common stock:				
Priced via pricing services	28	28	0	0
Priced via market comparables/non-binding broker quotes (1)	0	0	0	0
Priced via unobservable inputs	0	0	0	0
Total common stock	28	28	0	0
Total available-for-sale and trading securities Indemnity	$ 564	$ 38	$ 521	$ 5
Exchange				
Fixed maturities:				
Priced via pricing services	$ 7,423	$ 26	$7,397	$ 0
Priced via market comparables/non-binding broker quotes (1)	110	0	87	23
Priced via unobservable inputs	36	0	0	36
Total fixed maturities	7,569	26	7,484	59
Nonredeemable preferred stock:				
Priced via pricing services	587	239	348	0
Priced via market comparables/non-binding broker quotes (1)	18	0	13	5
Priced via unobservable inputs	0	0	0	0
Total nonredeemable preferred stock	605	239	361	5
Common stock:				
Priced via pricing services	2,476	2,476	0	0
Priced via market comparables/non-binding broker quotes (1)	0	0	0	0
Priced via unobservable inputs	14	0	0	14
Total common stock	2,490	2,476	0	14
Total available-for-sale and trading securities Exchange	$10,664	$2,741	$7,845	$78
Total available-for-sale and trading securities Erie Insurance Group	$11,228	$2,779	$8,366	$83

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

There were no assets measured at fair value on a nonrecurring basis during the six months ended June 30, 2012.

Note 7. Investments

The following tables summarize the cost and fair value of our available-for-sale securities at June 30, 2012 and December 31, 2011:

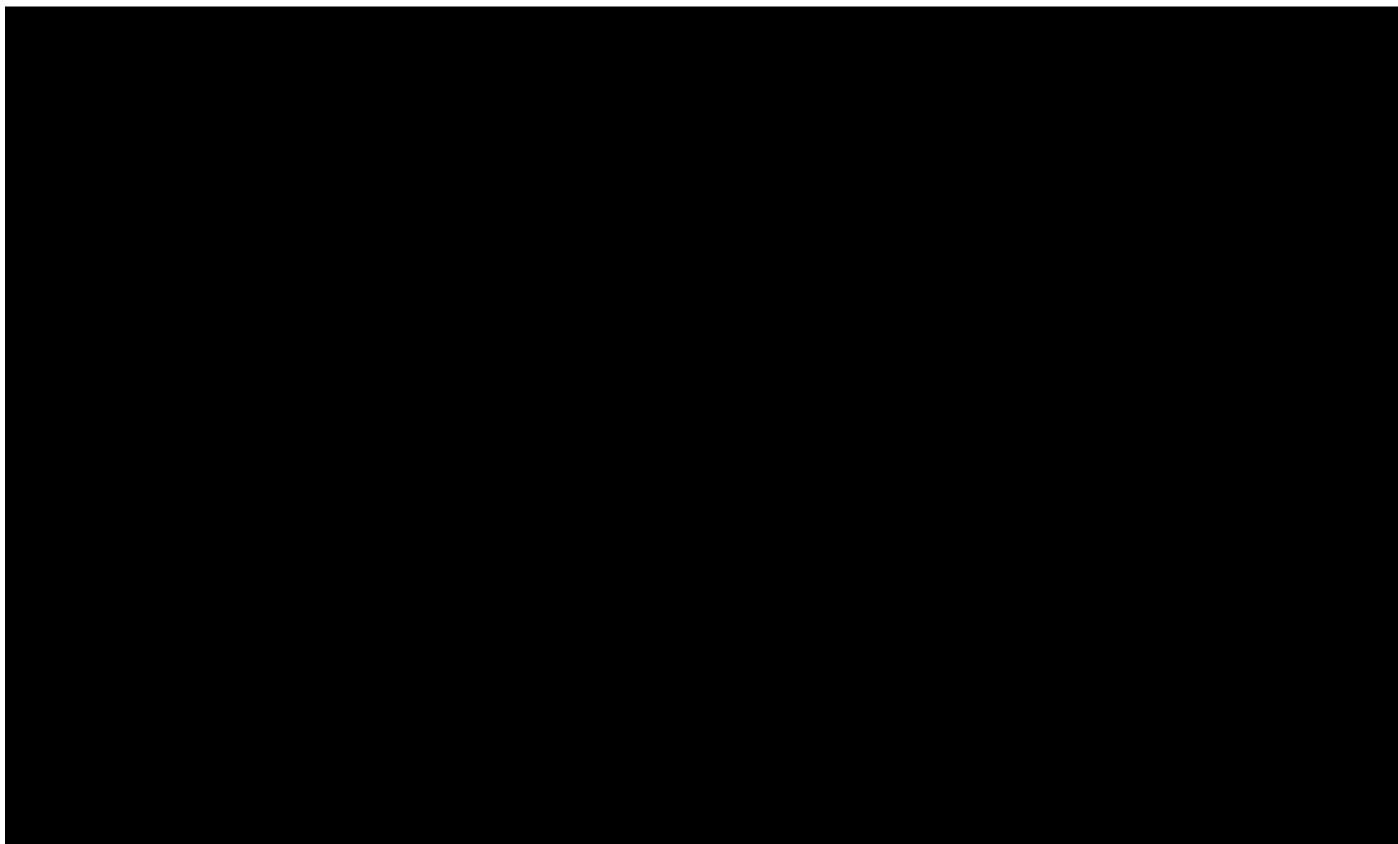
	Erie Insurance Group June 30, 2012			
(in millions)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value

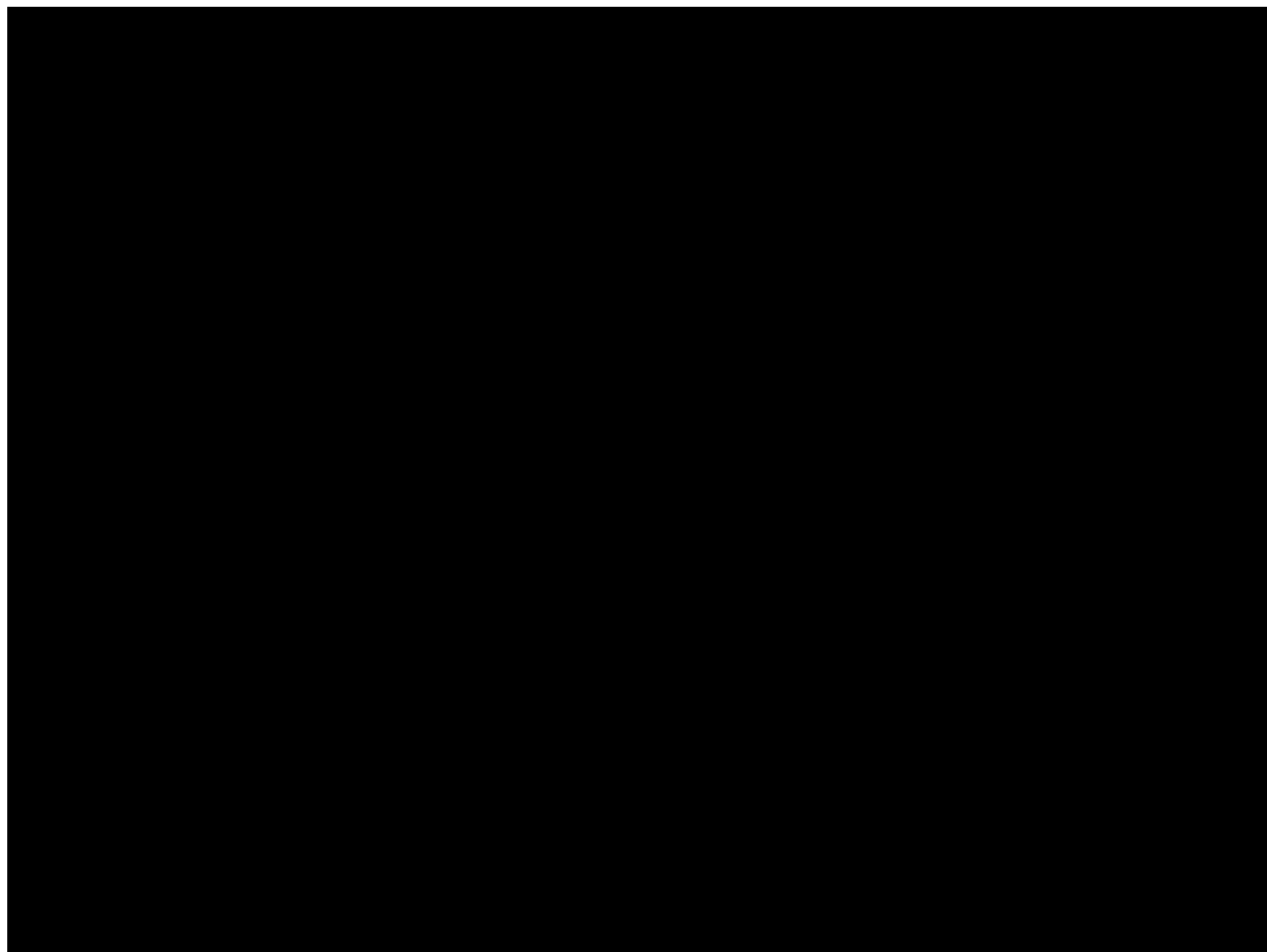
	Erie Insurance Group December 31, 2011			
(in millions)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value

The amortized cost and estimated fair value of fixed maturities at June 30, 2012 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.

	Erie Insurance Group June 30, 2012	
(in millions)	Amortized cost	Estimated fair value
Indemnity		
Due in one year or less	$ 158	$ 159
Due after one year through five years	222	227
Due after five years through ten years	45	48
Due after ten years	70	76
Total fixed maturities Indemnity	$ 495	$ 510
Exchange		
Due in one year or less	$ 522	$ 530
Due after one year through five years	2,366	2,517
Due after five years through ten years	2,779	3,073
Due after ten years	1,328	1,449
Total fixed maturities Exchange	$6,995	$7,569
Total fixed maturities Erie Insurance Group	$7,490	$8,079

Available-for-sale securities in a gross unrealized loss position at June 30, 2012 and December 31, 2011 are as follows. Data is provided by length of time for securities in a gross unrealized loss position.





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 debt securities that we intend to sell or will more likely than not be required to sell before recovery are included in other-than-temporary impairments with the impairment charges recognized in earnings.

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:

	Erie Insurance Group			
(in millions)	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Indemnity				
Fixed maturities	$ 3	$ 4	$ 6	$ 7
Equity securities	1	0	2	1
Cash equivalents and other	0	1	0	1
Total investment income	4	5	8	9
Less: investment expenses	0	1	0	1
Investment income, net of expenses Indemnity	$ 4	$ 4	$ 8	$ 8
Exchange				
Fixed maturities	$ 89	$ 92	$179	$184
Equity securities	27	24	49	42
Cash equivalents and other	1	0	2	0
Total investment income	117	116	230	226
Less: investment expenses	8	7	17	16
Investment income, net of expenses Exchange	$109	$109	$213	$210
Investment income, net of expenses Erie Insurance Group	$113	$113	$221	$218

Realized gains (losses) on investments were as follows:

	Erie Insurance Group			
(in millions)	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Indemnity				
Available-for-sale securities:				
Fixed maturities:				
Gross realized gains	$ 0	$ 2	$ 0	$ 2
Gross realized losses	0	0	0	0
Net realized gains	0	2	0	2
Equity securities:				
Gross realized gains	0	2	0	3
Gross realized losses	0	0	0	0
Net realized gains	0	2	0	3
Trading securities:				
Common stock:				
Gross realized gains	0	1	1	2
Gross realized losses	0	0	0	0
Valuation adjustments	(1)	1	1	0
Net realized (losses) gains	(1)	2	2	2
Net realized investment (losses) gains Indemnity	$ (1)	$ 6	$ 2	$ 7
Exchange				
Available-for-sale securities:				
Fixed maturities:				
Gross realized gains	$ 16	$26	$ 25	$ 51
Gross realized losses	(3)	(5)	(6)	(17)
Net realized gains	13	21	19	34
Equity securities:				
Gross realized gains	4	10	5	16
Gross realized losses	(2)	0	(2)	(1)
Net realized gains	2	10	3	15
Trading securities:				
Common stock:				
Gross realized gains	44	71	85	127
Gross realized losses	(21)	(16)	(33)	(24)

Valuation adjustments		(144)	(53)	113	29
Net realized (losses) gains		(121)	2	165	132
Net realized investment (losses) gains	Exchange	$(106)	$33	$187	$181
Net realized investment (losses) gains	Erie Insurance Group	$(107)	$39	$189	$188

There were no impairment losses for Indemnity or the Exchange in the second quarters of 2012 and 2011. For the six months ended June 30, 2012 and 2011, there were no impairment losses for Indemnity, while the Exchange recorded impairments of $0.1 million for the six months ended June 30, 2012 compared to no impairment charges for the six months ended June 30, 2011.

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

Our limited partnership investments are recorded using the equity method of accounting. As these investments are generally reported on a one-quarter lag, our year-to-date limited partnership results through June 30, 2012 are comprised of partnership financial results for the fourth quarter of 2011 and first quarter of 2012. Given the lag in reporting, our limited partnership results do not reflect the market conditions of the second quarter of 2012. Cash contributions made to and distributions received from the partnerships are recorded in the period in which the transaction occurs.

We have provided summarized financial information in the following table for the six months ended June 30, 2012 and for the year ended December 31, 2011. Amounts provided in the table are presented using the latest available financial statements received from the partnerships. Limited partnership financial information has been presented based upon the investment percentage in the partnerships for the Erie Insurance Group consistent with how management evaluates the investments.

As these investments are generally reported on a one-quarter lag, our limited partnership results through June 30, 2012 include partnership financial results for the fourth quarter of 2011 and first quarter of 2012.

	Erie Insurance Group As of and for the six months ended June 30, 2012			
(dollars in millions) Investment percentage in limited partnerships	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (1oss) recorded
Indemnity				
Private equity:				
Less than 10%	26	$ 71	$ 0	$ 2
Greater than or equal to 10% but less than 50%	3	9	0	0
Greater than 50%	0	0	0	0
Total private equity	29	80	0	2
Mezzanine debt:				
Less than 10%	11	20	(2)	4
Greater than or equal to 10% but less than 50%	3	10	0	1
Greater than 50%	1	1	0	0
Total mezzanine debt	15	31	(2)	5
Real estate:				
Less than 10%	12	60	(1)	(1)
Greater than or equal to 10% but less than 50%	3	18	0	0
Greater than 50%	3	10	1	0
Total real estate	18	88	0	(1)
Total limited partnerships Indemnity	62	$ 199	$ (2)	$ 6
Exchange				
Private equity:				
Less than 10%	41	$ 465	$14	$13
Greater than or equal to 10% but less than 50%	3	44	1	0
Greater than 50%	0	0	0	0
Total private equity	44	509	15	13
Mezzanine debt:				
Less than 10%	17	128	(5)	19
Greater than or equal to 10% but less than 50%	3	27	(1)	3
Greater than 50%	3	35	(1)	2
Total mezzanine debt	23	190	(7)	24
Real estate:				
Less than 10%	23	292	(3)	13
Greater than or equal to 10% but less than 50%	5	56	(3)	1
Greater than 50%	3	36	3	(2)
Total real estate	31	384	(3)	12
Total limited partnerships Exchange	98	$1,083	$ 5	$49
Total limited partnerships Erie Insurance Group		$1,282	$ 3	$55

Per the limited partnership financial statements, total partnership assets were $55 billion and total partnership liabilities were $6 billion at June 30, 2012 (as recorded in the March 31, 2012 limited partnership financial statements). For the six month period comparable to that presented in the preceding table (fourth quarter 2011 and first quarter of 2012), total partnership valuation adjustment gains were $1.5 billion and total partnership net income was $3.4 billion.

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

(dollars in millions)	Erie Insurance Group As of and for the year ended December 31, 2011			
Investment percentage in limited partnerships	Number of partnerships	Asset recorded	Income (loss) recognized due to valuation adjustments by the partnerships	Income (1oss) recorded
Indemnity				
Private equity:				
Less than 10%	26	$ 73	$ 2	$ 5
Greater than or equal to 10% but less than 50%	3	9	0	3
Greater than 50%	0	0	0	0
Total private equity	29	82	2	8
Mezzanine debt:				
Less than 10%	11	22	0	6
Greater than or equal to 10% but less than 50%	3	12	1	1
Greater than 50%	1	1	(1)	0
Total mezzanine debt	15	35	0	7
Real estate:				
Less than 10%	12	62	5	(1)
Greater than or equal to 10% but less than 50%	3	18	1	0
Greater than 50%	3	11	3	1
Total real estate	18	91	9	0
Total limited partnerships Indemnity	62	$ 208	$ 11	$15
Exchange				
Private equity:				
Less than 10%	41	$ 452	$13	$30
Greater than or equal to 10% but less than 50%	3	43	(1)	12
Greater than 50%	0	0	0	0
Total private equity	44	495	12	42
Mezzanine debt:				
Less than 10%	17	133	(9)	26
Greater than or equal to 10% but less than 50%	3	33	3	3
Greater than 50%	3	35	(2)	3
Total mezzanine debt	23	201	(8)	32
Real estate:				
Less than 10%	25	284	31	(1)
Greater than or equal to 10% but less than 50%	5	59	3	0
Greater than 50%	3	43	2	10
Total real estate	33	386	36	9
Total limited partnerships Exchange	100	$1,082	$40	$83
Total limited partnerships Erie Insurance Group		$1,290	$51	$98

Per the limited partnership financial statements, total partnership assets were $54 billion and total partnership liabilities were $6 billion at December 31, 2011 (as recorded in the September 30, 2011 limited partnership financial statements). For the twelve month period comparable to that presented in the preceding table (fourth quarter of 2010 and first three quarters of 2011), total partnership valuation adjustment gains were $2.5 billion and total partnership net income was $3.1 billion.

See also Note 13. Commitments and Contingencies, for investment commitments related to limited partnerships.

Note 8. Bank Line of Credit

As of June 30, 2012, Indemnity has available a $100 million bank revolving line of credit that expires on November 3, 2016. There were no borrowings outstanding on the line of credit as of June 30, 2012. Bonds with a fair value of $112 million were pledged as collateral on the line at June 30, 2012.

As of June 30, 2012, the Exchange has available a $300 million bank revolving line of credit that expires on October 28, 2016. There were no borrowings outstanding on the line of credit as of June 30, 2012. Bonds with a fair value of $325 million were pledged as collateral on the line at June 30, 2012.

Securities pledged as collateral on both lines have no trading restrictions and are reported as available-for-sale fixed maturities in the Consolidated Statements of Financial Position as of June 30, 2012. The banks require compliance with certain covenants, which include minimum net worth and 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 June 30, 2012.

Note 9. Income Taxes

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

At June 30, 2012, we recorded a net deferred tax liability of $214 million on our Consolidated Statements of Financial Position. Of this amount, $21 million is a net deferred tax asset attributable to Indemnity and $235 million is a net deferred tax liability attributable to the Exchange. There was no deferred tax valuation allowance recorded at June 30, 2012. Our effective tax rate is calculated after consideration of permanent differences related to our investment revenues. Given that these amounts represent 99% 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

The liabilities for the postretirement plans described in this note are presented in total for all employees 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.

We offer a noncontributory defined benefit pension plan that covers substantially all employees. This is the largest postretirement benefit plan we offer. We also offer an unfunded supplemental employee retirement plan (SERP) for certain members of executive and senior management of the Erie Insurance Group.

The components of net periodic benefit cost for our postretirement benefits are as follows:

	Erie Insurance Group			
	Three months ended June 30,		Six months ended June 30,	
(in millions)	2012	2011	2012	2011
Service cost	$ 6	$ 5	$11	$ 9
Interest cost	6	5	12	11
Expected return on plan assets	(7)	(6)	(14)	(13)
Amortization of prior service cost	0	0	0	0
Amortization of actuarial loss	3	1	6	3
Net periodic benefit cost	$ 8	$ 5	$15	$10

Note 11. Shareholders Equity and Noncontrolling Interest

A reconciliation of the beginning and ending balances of shareholders equity and noncontrolling interest is presented as follows for the year ended December 31, 2011 and for the six months ended June 30, 2012:

(in millions, except per share data)	Indemnity shareholder interest	Erie Insurance Group Exchange noncontrolling interest	Erie Insurance Group
Balance at December 31, 2010	**$912**	**$5,422**	**$6,334**
Net income	169	99	268
Change in other comprehensive loss, net of tax	(52)	(9)	(61)
Realized gain on sale of life affiliate, net of tax	8		8
Net purchase of treasury stock	(154)		(154)
Dividends declared:			
Class A $2.0975 per share	(101)		(101)
Class B $314.625 per share	(1)		(1)
Balance at December 31, 2011	**$781**	**$5,512**	**$6,293**
Net income	79	237	316
Change in other comprehensive income, net of tax	2	82	84
Net purchase of treasury stock	(43)		(43)
Dividends declared:			
Class A $1.105 per share	(53)		(53)
Class B $165.75 per share	0		0
Balance at June 30, 2012	**$766**	**$5,831**	**$6,597**

Note 12. Accumulated Other Comprehensive Income (Loss)

A rollforward of accumulated other comprehensive loss attributable to the Indemnity shareholder interest is presented as follows for the six months ended June 30, 2012:

	Indemnity Shareholder Interest Six months ended June 30, 2012		
(in millions)	Unrealized net appreciation of investments	Net losses associated with postretirement benefits	Total
Balance at December 31, 2011	**$11**	**$(116)**	**$(105)**
Change in other comprehensive income, net of tax:			
Unrealized appreciation of investments, net of tax	2		2
Reclassification adjustment for gross gains included in income, net of tax	0		0
Change in other comprehensive income, net of tax	2		2
Balance at June 30, 2012	**$13**	**$(116)**	**$(103)**

33

Note 13. Commitments and Contingencies

Indemnity has contractual commitments to invest up to $39 million related to its limited partnership investments at June 30, 2012. These commitments are split between private equity securities of $17 million, mezzanine debt securities of $10 million, and real estate activities of $12 million. These commitments will be funded as required by the partnership agreements.

The Exchange, including EFL, has contractual commitments to invest up to $361 million related to its limited partnership investments at June 30, 2012. These commitments are split between private equity securities of $151 million, mezzanine debt securities of $117 million, and real estate activities of $93 million. These commitments will be funded as required by the 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, operations or cash flows. 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.

For certain legal proceedings, we cannot reasonably estimate losses or a range of loss, 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. The outcome of this pending litigation is uncertain, but in our opinion the outcome of each case, individually and in the aggregate, is 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.

Note 14. Indemnity Supplemental Information

Consolidating Statement of Financial Position

	Erie Insurance Group June 30, 2012			
(in millions)	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	$ 510	$ 7,569	$	$ 8,079
Equity securities	26	605		631
Trading securities, at fair value	28	2,490		2,518
Limited partnerships	199	1,083		1,282
Other invested assets	1	19		20
Total investments	764	11,766		12,530
Cash and cash equivalents	13	227		240
Premiums receivable from policyholders		1,073		1,073
Reinsurance recoverable		168		168
Deferred income taxes	21			21
Deferred acquisition costs		500		500
Other assets	115	395		510
Receivables from the Exchange and other affiliates	277		(277)	
Note receivable from EFL	25		(25)	
Total assets	$1,215	$14,129	$(302)	$15,042
Liabilities				
Losses and loss expense reserves	$	$ 3,613	$	$ 3,613
Life policy and deposit contract reserves		1,706		1,706
Unearned premiums		2,331		2,331
Deferred income taxes		235		235
Other liabilities	449	413	(302)	560
Total liabilities	449	8,298	(302)	8,445
Shareholders equity and noncontrolling interest				
Total Indemnity shareholders equity	766			766
Noncontrolling interest in consolidated entity				
Exchange		5,831		5,831
Total equity	766	5,831		6,597
Total liabilities, shareholders equity and noncontrolling interest	$1,215	$14,129	$(302)	$15,042

Consolidating Statement of Financial Position

	Erie Insurance Group December 31, 2011			
(in millions)	Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	$ 548	$ 7,292	$	$ 7,840
Equity securities	25	564		589
Trading securities, at fair value	27	2,308		2,335
Limited partnerships	208	1,082		1,290
Other invested assets	1	19		20
Total investments	809	11,265		12,074
Cash and cash equivalents	11	174		185
Premiums receivable from policyholders		976		976
Reinsurance recoverable		166		166
Deferred income taxes	19			19
Deferred acquisition costs		487		487
Other assets	119	322		441
Receivables from the Exchange and other affiliates	254		(254)	
Note receivable from EFL	25		(25)	
Total assets	$1,237	$13,390	$(279)	$14,348
Liabilities				
Losses and loss expense reserves	$	$ 3,499	$	$ 3,499
Life policy and deposit contract reserves		1,671		1,671
Unearned premiums		2,178		2,178
Deferred income taxes		147		147
Other liabilities	456	383	(279)	560
Total liabilities	456	7,878	(279)	8,055
Shareholders equity and noncontrolling interest				
Total Indemnity shareholders equity	781			781
Noncontrolling interest in consolidated entity				
Exchange		5,512		5,512
Total equity	781	5,512		6,293
Total liabilities, shareholders equity and noncontrolling interest	$1,237	$13,390	$(279)	$14,348

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 the six month period ended June 30, 2012 and 2011, Indemnity recognized interest income on the note of $0.8 million.

Income attributable to Indemnity shareholder interest

(in millions)	Percent	Indemnity Shareholder Interest Three months ended June 30, 2012	2011	Six months ended June 30, 2012	2011
Management operations:					
Management fee revenue, net	100.0%	$308	$285	$577	$536
Service agreement revenue	100.0%	8	9	15	17
Total revenue from management operations		316	294	592	553
Cost of management operations	100.0%	257	230	487	441
Income from management operations before taxes		59	64	105	112
Life insurance operations: (1) (2)					
Total revenue	21.6% (2)				10
Total benefits and expenses	21.6% (2)				7
Income from life insurance operations before taxes					3
Investment operations:					
Net investment income		4	4	8	8
Net realized (losses) gains on investments		(1)	6	2	7
Net impairment losses recognized in earnings		0	0	0	0
Equity in earnings of limited partnerships		3	7	4	18
Income from investment operations before taxes		6	17	14	33
Income from operations before income taxes		65	81	119	148
Provision for income taxes		22	29	40	52
Net income		$ 43	$ 52	$ 79	$ 96

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

(2) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the interest of the subscribers (policyholders) of the Exchange, or noncontrolling interest. Due to the sale of Indemnity s 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of EFL s life insurance results accrue to the interest of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011.

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

(in millions)	Indemnity Shareholder Interest Six months ended June 30, 2012	2011
Management fee received	$ 555	$ 521

Service agreement fee received	15	17
Net investment income received	14	13
Limited partnership distributions	6	10
Decrease in reimbursements collected from affiliates	(1)	(18)
Commissions and bonuses paid to agents	(320)	(313)
Salaries and wages paid	(67)	(62)
Pension contribution and employee benefits paid	(30)	(11)
General operating expenses paid	(68)	(68)
Income taxes paid	(38)	(28)
Net cash provided by operating activities	66	61
Net cash provided by (used in) investing activities	33	(181)
Net cash used in financing activities	(97)	(142)
Net increase (decrease) in cash and cash equivalents	2	(262)
Cash and cash equivalents at beginning of period	11	310
Cash and cash equivalents at end of period	$ 13	$ 48

Note 15. 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. In the first quarter of 2012, two shares of Class B common stock were converted into 4,800 shares of Class A common stock. 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. Indemnity had approximately $95 million of repurchase authority remaining under this program at June 30, 2012.

Note 16. Subsequent Events

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

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

The following discussion of financial condition and results of operations highlights significant factors influencing the Erie Insurance Group (we, us, our). This discussion should be read in conjunction with the historical financial information and the related notes thereto included in Item 1. Financial Statements of this Quarterly Report on Form 10-Q and with Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2011 contained in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 27, 2012.

INDEX

	Page Number
Cautionary Statement Regarding Forward-Looking Information	39
Recent Accounting Pronouncements	40
Operating Overview	41
Results of Operations	47
Management Operations	47
Property and Casualty Insurance Operations	49
Life Insurance Operations	53
Investment Operations	54
Financial Condition	56
Investments	56
Liabilities	60
Impact of Inflation	61
Liquidity and Capital Resources	61
Critical Accounting Estimates	64

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, including information technology systems;
- 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 against Indemnity.

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;
- 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 an acceptable financial strength rating;
- outcome of pending and potential litigation against the Exchange; and
- dependency 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 PRONOUNCEMENTS

See Item 1. Financial Statements - Note 2. Significant Accounting Policies, contained within this report for a discussion of adopted and/or pending accounting pronouncements, none of which are expected to have a material impact on our future financial condition, results of operations or cash flows.

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 (1).

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

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

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 generally comprises:

- a management fee of up to 25% of all property and casualty insurance premiums written or assumed by the Exchange, less the costs associated with the sales, underwriting and issuance of these policies;
- a 0% equity interest in the net earnings of EFL after March 31, 2011 (the interest was 21.6% prior to March 31, 2011) (1);
- 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 generally comprises:

- a 100% interest in the net underwriting results of the property and casualty insurance operations;
- a 100% equity interest in the net earnings of EFL after March 31, 2011 (the interest was 78.4% prior to March 31, 2011) (1);
- net investment income and results on investments that belong to the Exchange and its subsidiaries, which include EIC, ENY, EPC, Flagship and EFL; and
- other income and expenses, including income taxes, that are the responsibility of the Exchange and its subsidiaries.

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

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.

(in millions)	Indemnity shareholder interest			Noncontrolling interest (Exchange)			Eliminations of related party transactions		Erie Insurance Group	
		Three months ended June 30,			Three months ended June 30,		Three months ended June 30,		Three months ended June 30,	
	Percent	2012	2011	Percent	2012	2011	2012	2011	2012	2011
Management operations:										
Management fee revenue, net	100.0%	$308	$285		$	$	$(308)	$(285)	$	$
Service agreement revenue	100.0%	8	9						8	9
Total revenue from management operations		316	294				(308)	(285)	8	9
Cost of management operations	100.0%	257	230				(257)	(230)		
Income from management operations before taxes		59	64				(51)	(55)	8	9
Property and casualty insurance operations:										
Net premiums earned				100.0%	1,092	1,030			1,092	1,030
Losses and loss expenses				100.0%	919	1,147	(1)	(2)	918	1,145
Policy acquisition and underwriting expenses				100.0%	332	298	(53)	(56)	279	242
Loss from property and casualty insurance operations before taxes					(159)	(415)	54	58	(105)	(357)
Life insurance operations: (1)										
Total revenue				100.0%	46	44	(1)	(1)	45	43
Total benefits and expenses				100.0%	33	32	0	0	33	32
Income from life insurance operations before taxes					13	12	(1)	(1)	12	11
Investment operations:										
Net investment income		4	4		87	88	(2)	(2)	89	90
Net realized (losses) gains on investments		(1)	6		(110)	30			(111)	36
Net impairment losses recognized in earnings		0	0		0	0			0	0
Equity in earnings of limited partnerships		3	7		34	30			37	37
Income from investment operations before taxes		6	17		11	148	(2)	(2)	15	163
Income (loss) from operations before income taxes and noncontrolling interest		65	81		(135)	(255)			(70)	(174)
Provision for income taxes		22	29		(54)	(96)			(32)	(67)
Net income (loss)		$ 43	$ 52		$ (81)	$ (159)	$	$	$ (38)	$ (107)

(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.

Operating results in the second quarter of 2012 were impacted by losses in our property and casualty insurance operations and a decline in earnings from our investment operations compared to the second quarter of 2011. The Exchange s property and casualty insurance operations experienced a 6.0% increase in earned premium, driven by increases in policies in force and the average premium per policy, and lower catastrophe losses, offset by less favorable development on prior accident year loss reserves compared to the second quarter of 2011. Our investment operations were impacted primarily by net realized losses on investments, compared to gains in the second quarter of 2011.

(in millions)	Indemnity shareholder interest			Noncontrolling interest (Exchange)			Eliminations of related party transactions		Erie Insurance Group	
		Six months ended June 30,			Six months ended June 30,		Six months ended June 30,		Six months ended June 30,	
	Percent	2012	2011	Percent	2012	2011	2012	2011	2012	2011
Management operations:										
Management fee revenue, net	100.0%	$577	$536		$	$	$ (577)	$ (536)	$	$
Service agreement revenue	100.0%	15	17						15	17
Total revenue from management operations		592	553				(577)	(536)	15	17
Cost of management operations	100.0%	487	441				(487)	(441)		
Income from management operations before taxes		105	112				(90)	(95)	15	17
Property and casualty insurance operations:										
Net premiums earned				100.0%	2,161	2,044			2,161	2,044
Losses and loss expenses				100.0%	1,611	1,830	(2)	(3)	1,609	1,827
Policy acquisition and underwriting expenses				100.0%	634	580	(94)	(98)	540	482
(Loss) income from property and casualty insurance operations before taxes					(84)	(366)	96	101	12	(265)
Life insurance operations: (1) (2)										
Total revenue	21.6% (2)		10	78.4% (2)	89	78	(1)	(1)	88	87
Total benefits and expenses	21.6% (2)		7	78.4% (2)	67	56	0	0	67	63
Income from life insurance operations before taxes			3		22	22	(1)	(1)	21	24
Investment operations:										
Net investment income		8	8		170	169	(5)	(5)	173	172
Net realized gains on investments		2	7		183	174			185	181
Net impairment losses recognized in earnings		0	0		0	0			0	0
Equity in earnings of limited partnerships		4	18		54	91			58	109
Income from investment operations before taxes		14	33		407	434	(5)	(5)	416	462
Income from operations before income taxes and noncontrolling interest		119	148		345	90			464	238
Provision for income taxes		40	52		108	19			148	71
Net income		$ 79	$ 96		$ 237	$ 71	$	$	$ 316	$ 167

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

(2) Prior to and through March 31, 2011, Indemnity retained a 21.6% ownership interest in EFL, which accrued to the Indemnity shareholder interest, and the Exchange retained a 78.4% ownership interest in EFL, which accrued to the interest of the subscribers (policyholders) of the Exchange, or noncontrolling interest. Due to the sale of Indemnity s 21.6% ownership interest in EFL to the Exchange on March 31, 2011, 100% of EFL s life insurance results accrue to the interest of the subscribers (policyholders) of the Exchange, or noncontrolling interest, after March 31, 2011.

Net income in the first six months of 2012 was impacted by improved results in our property and casualty insurance operations and a slight decline in earnings from our investment operations compared to the first six months of 2011. The Exchange s property and casualty insurance operations experienced a 5.7% increase in earned premium, driven by increases in policies in force and the average premium per policy, and lower catastrophe losses, offset by less favorable development on prior accident year loss reserves compared to the first six months of 2011. Our investment operations earnings were lower, driven primarily by a decrease in equity in earnings of limited partnerships compared to the first six months of 2011.

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			
(in millions, except per share data)	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Operating income attributable to Indemnity	$ 44	$ 48	$ 78	$ 91
Net realized (losses) gains and impairments on investments	(1)	6	2	7
Income tax benefit (expense)	0	(2)	(1)	(2)
Realized (losses) gains and impairments, net of income taxes	(1)	4	1	5
Net income attributable to Indemnity	$ 43	$ 52	$ 79	$ 96
Per Indemnity Class A common share-diluted:				
Operating income attributable to Indemnity	$ 0.82	$0.87	$ 1.45	$1.64
Net realized (losses) gains and impairments on investments	(0.03)	0.10	0.03	0.12
Income tax benefit (expense)	0.01	(0.03)	(0.01)	(0.04)
Realized (losses) gains and impairments, net of income taxes	(0.02)	0.07	0.02	0.08
Net income attributable to Indemnity	$ 0.80	$0.94	$ 1.47	$1.72

Summary of Results Indemnity Shareholder Interest

Three months ended June 30, 2012

Net income attributable to Indemnity per share-diluted was $0.80 per share in the second quarter of 2012, compared to $0.94 per share in the second quarter of 2011.

Operating income attributable to Indemnity per share-diluted (excluding net realized gains or losses, impairments on investments and related taxes) was $0.82 per share in the second quarter of 2012, compared to $0.87 per share in the second quarter of 2011.

Six months ended June 30, 2012

Net income attributable to Indemnity per share-diluted was $1.47 per share for the six months ended June 30, 2012, compared to $1.72 per share for the six months ended June 30, 2011. The six months ended June 30, 2011 net income per share-diluted amount includes $0.02 per share related to the life insurance operations sold to the Exchange.

Operating income attributable to Indemnity per share-diluted (excluding net realized gains or losses, impairments on investments and related taxes) was $1.45 per share for the six months ended June 30, 2012, compared to $1.64 per share for the six months ended June 30, 2011. The six months ended June 30, 2011 operating income per share-diluted amount includes $0.02 per share related to the life insurance operations sold to the Exchange.

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 2012 and 2011. 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 almost 9,800 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 2011, approximately 50% of our premiums were derived from personal auto, 20% from homeowners and 30% from commercial lines. Pennsylvania, Maryland and Virginia made up 63% of the property and casualty lines insurance business 2011 direct written premium.

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 in the investment operations segment discussion also include the life insurance investment results as part of the Exchange s investment results.

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

Investment operations

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

Earnings from our investment operations declined in the second quarter of 2012, compared to the second quarter of 2011, due to net realized losses in the second quarter of 2012. Net realized losses totaled $107 million, compared to gains of $39 million in the second quarter of 2011, primarily reflecting valuation losses on our common stock portfolio in the second quarter of 2012. Net investment income totaled $113 million in both the second quarter of 2012 and 2011. Equity in earnings of limited partnerships totaled $37 million in the second quarter of 2012, compared to $38 million in the second quarter of 2011. 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, our second quarter 2012 partnerships earnings reflect the market conditions experienced in the first quarter 2012 and not in the second quarter of 2012.

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. 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 our reported total investment income, which could have an adverse impact on our financial condition, results of operations and cash flows.

RESULTS OF OPERATIONS

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

Management Operations

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

	Indemnity Shareholder Interest					
	Three months ended June 30,			Six months ended June 30,		
(dollars in millions)	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Management fee revenue, net	$308	$285	8.3 %	$577	$536	7.7 %
Service agreement revenue	8	9	(7.1)	15	17	(8.4)
Total revenue from management operations	316	294	7.9	592	553	7.2
Cost of management operations	257	230	12.0	487	441	10.4
Income from management operations Indemnity(1)	$ 59	$ 64	(7.0)%	$105	$112	(5.6)%
Gross margin	18.6%	21.6%	(3.0)pts.	17.8%	20.2%	(2.4)pts.

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

Management fee revenue

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

	Indemnity Shareholder Interest					
	Three months ended June 30,			Six months ended June 30,		
(dollars in millions)	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Property and Casualty Group direct written premium	$1,239	$1,144	8.2 %	$2,317	$2,152	7.6 %
Management fee rate	25%	25%		25%	25%	
Management fee revenue, gross	$ 309	$ 286	8.2 %	$ 579	$ 538	7.6 %
Change in allowance for management fee returned on	(1)	(1)	NM	(2)	(2)	NM

cancelled policies (1)						
Management fee revenue, net of allowance	$ 308	$ 285	8.3 %	$ 577	$ 536	7.7 %

NM = not meaningful

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

Direct written premium of the Property and Casualty Group increased 8.2% in the second quarter of 2012, compared to the second quarter of 2011, due to a 3.1% increase in policies in force and a 3.7% increase in the year-over-year average premium per policy for all lines of business. The year-over-year policy retention ratio was 90.7% at June 30, 2012 and December 31, 2011, and 90.8% at June 30, 2011. 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 2012 and 2011. Changes in the management fee rate can affect the segment s revenue and net income significantly.

Service agreement revenue

Service agreement revenue includes service charges Indemnity collects from policyholders for providing extended payment terms on policies written by the Property and Casualty Group and late payment and policy reinstatement fees. The service charges are fixed dollar amounts per billed installment. Service agreement revenue totaled $8 million and $9 million in the second quarters of 2012 and 2011, respectively, and $15 million and $17 million for the six months ended June 30, 2012 and 2011, respectively. The decrease in service agreement revenue in the second quarter and first six months of 2012 resulted from a slight decline in late payment and policy reinstatement fees and a 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

	Indemnity Shareholder Interest					
	Three months ended June 30,			Six months ended June 30,		
(in millions)	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Commissions	$165	$157	4.7 %	$314	$295	6.4 %
Non-commission expense	92	73	27.8	173	146	18.4
Total cost of management operations	$257	$230	12.0 %	$487	$441	10.4 %

Commissions Commissions increased $8 million in the second quarter of 2012 and $19 million for the six months ended June 30, 2012, compared to the same respective periods in 2011, primarily as a result of the 8.2% and 7.6%, respectively, increase in direct written premium of the Property and Casualty Group. Impacting this increase in the second quarter and six months ended June 30, 2012, was an adjustment that reduced commission expense by $6 million. This amount represents the reimbursement by the North Carolina Reinsurance Facility (NCRF) for commissions Indemnity paid to agents on the surcharges collected on behalf of the NCRF in prior periods. This amount was incorrectly recorded as a benefit to the Exchange in prior periods. If these amounts had been correctly recorded, Indemnity s commission expense would have been lower by $0.5 million and $0.7 million, for the years ended December 31, 2011 and 2010, respectively.

Non-commission expense Non-commission expense increased $19 million in the second quarter of 2012, compared to the second quarter of 2011. Sales, policy issuance, advertising, and underwriting costs increased $5 million primarily due to increased levels of applications and policies and increased agent related advertising and support. Information technology costs increased $6 million, which included $1 million of personnel costs, $3 million of software costs and $2 million of professional fees. Personnel costs, excluding information technology related personnel costs, increased $8 million as a result of a $2 million increase in health care and pension costs, a $3 million increase in the estimate for annual incentive compensation related to growth and underwriting performance, and a $3 million increase related to higher staffing levels primarily associated with policy acquisition and customer service functions.

For the six months ended June 30, 2012, non-commission expense increased $27 million, compared to the six months ended June 30, 2011. Sales, policy issuance, advertising, and underwriting costs increased $6 million primarily due to increased levels of applications and policies and increased agent related advertising and support. Information technology costs increased $10 million, which included $3 million of personnel costs, $4 million of software costs and $3 million of professional fees. Personnel costs, excluding information technology related personnel costs, increased $11 million as a result of a $3 million increase in health care and pension costs, a $3 million increase in the estimate for annual incentive compensation related to growth and underwriting performance, and a $5 million increase related to higher staffing levels primarily associated with policy acquisition and customer service functions.

We expect the growth in non-commission expense to outpace the growth in revenue for the remainder of 2012.

Gross margin

The gross margin in the second quarter of 2012 was 18.6%, compared to 21.6% in the second quarter of 2011, and was 17.8% for the six months ended June 30, 2012, compared to 20.2% for the six months ended June 30, 2011, as a result of expense increases outpacing revenue growth. Excluding the adjustment that reduced commission expense by $6 million, the gross margin would have been 16.8% for both the second quarter and six months ended June 30, 2012.

Property and Casualty Insurance Operations

The Property and Casualty Group operates in 11 Midwestern, Mid-Atlantic and Southeastern states and the District of Columbia and primarily writes private passenger automobile, homeowners, commercial multi-peril, commercial automobile, and workers compensation lines of insurance. A summary of the results of our property and casualty insurance operations is as follows:

	Property and Casualty Group					
	Three months ended June 30,			Six months ended June 30,		
(dollars in millions)	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Premiums:						
Direct written premium	$1,239	$1,144	8.2 %	$2,317	$2,152	7.6 %
Reinsurance assumed and ceded	(8)	(4)	(93.4)	(14)	(8)	(82.9)
Net written premium	1,231	1,140	7.9	2,303	2,144	7.4
Change in unearned premium	139	110	26.2	142	100	41.4
Net premiums earned	1,092	1,030	6.0	2,161	2,044	5.7
Losses and loss expenses:						
Current accident year, excluding catastrophe losses	720	670	7.7	1,406	1,347	4.5
Current accident year catastrophe losses	204	537	(62.0)	229	602	(62.0)
Prior accident years, including prior year catastrophe losses	(5)	(60)	92.3	(24)	(119)	79.9
Losses and loss expenses	919	1,147	(19.8)	1,611	1,830	(11.9)
Policy acquisition and other underwriting expenses	332	298	11.0	634	580	9.2
Total losses and expenses	1,251	1,445	(13.4)	2,245	2,410	(6.9)
Underwriting loss Exchange(1)	$ (159)	$ (415)	61.6 %	$ (84)	$ (366)	76.9 %
Loss and loss expense ratios:						
Current accident year loss ratio, excluding catastrophe losses	65.9 %	65.0 %	0.9 pts.	65.1 %	65.9 %	(0.8)pts.
Current accident year catastrophe loss ratio	18.7	52.1	(33.4)	10.6	29.5	(18.9)
Prior accident year loss ratio, including prior year catastrophe losses	(0.4)	(5.9)	5.5	(1.1)	(5.9)	4.8
Total loss and loss expense ratio	84.2	111.2	(27.0)	74.6	89.5	(14.9)
Policy acquisition and other underwriting expense ratio	30.4	29.0	1.4	29.3	28.4	0.9
Combined ratio	114.6 %	140.2 %	(25.6)pts.	103.9 %	117.9 %	(14.0)pts.

(1) The Exchange retains 100% of the income 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. 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 8.2% to $1.2 billion in the second quarter of 2012, from $1.1 billion in the second quarter of 2011, 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 3.1% in the second quarter of 2012 as the result of continuing strong policyholder retention, compared to an increase of 2.9% in the second quarter of 2011. The year-over-year average premium per policy for all lines of business increased 3.7% at June 30, 2012, compared to an increase of 2.7% at June 30, 2011. The combined impact of these increases was seen primarily in our personal lines renewal business premiums and to lesser but near equal degrees in our commercial lines renewal business, personal lines new business, and commercial lines new business premiums.

Premiums generated from new business increased 27.8% to $154 million in the second quarter of 2012, compared to a decrease of 2.8% to $121 million in the second quarter of 2011. Underlying the trend in new business premiums was a 17.2% increase in new business policies written in the second quarter of 2012, compared to the second quarter of 2011, while the year-over-year average premium per policy on new business increased 6.7% at June 30, 2012, compared to an increase of 6.3% at June 30, 2011.

Premiums generated from renewal business increased 5.9% to $1.1 billion in the second quarter of 2012, compared to an increase of 6.3% to $1.0 billion in the second quarter of 2011. Underlying the trend in renewal business premiums was an increase in renewal business policies in force of 2.7% in the second quarter of 2012, compared to 3.9% in the second quarter of 2011, and an increase in the renewal business year-over-year average premium per policy of 3.3% at June 30, 2012, compared to 2.1% at June 30, 2011. The Property and Casualty Group s year-over-year policy retention ratio was 90.7% at June 30, 2012 and December 31, 2011, and 90.8% at June 30, 2011.

Personal lines Total personal lines premiums written increased 7.2% to $886 million in the second quarter of 2012, from $826 million in the second quarter of 2011, driven by an increase of 2.9% 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 23.8% in the second quarter of 2012, compared to a decrease of 5.9% in the second quarter of 2011. Personal lines new business policies written increased 19.0% in the second quarter of 2012, compared to the second quarter of 2011, while the year-over-year average premium per policy on personal lines new business increased 4.6% at June 30, 2012, compared to an increase of 3.6% at June 30, 2011.

- Private passenger auto new business premiums written increased 18.2% in the second quarter of 2012, compared to a decrease of 4.9% in the second quarter of 2011. New business policies written for private passenger auto increased 15.1% in the second quarter of 2012, compared to the second quarter of 2011, while the new business year-over-year average premium per policy for private passenger auto increased 3.0% at June 30, 2012, compared to an increase of 2.4% at June 30, 2011.

- Homeowners new business premiums written increased 33.9% in the second quarter of 2012, compared to a decrease of 10.0% in the second quarter of 2011. New business policies written for homeowners increased 22.1% in the second quarter of 2012, compared to the second quarter of 2011. The new business year-over-year average premium per policy for homeowners increased 7.7% at June 30, 2012, compared to an increase of 4.4% at June 30, 2011.

Renewal premiums written on personal lines increased 5.5% in both the second quarters of 2012 and 2011, driven by increases in average premium per policy and steady policy retention trends. The year-over-year average premium per policy on personal lines renewal business increased 2.7% at June 30, 2012, compared to 2.5% at June 30, 2011. The personal lines year-over-year policy retention ratio was 91.4% at June 30, 2012, 91.5% at December 31, 2011 and 91.6% at June 30, 2011.

- Private passenger auto renewal premiums written increased 2.5% in the second quarter of 2012, compared to 2.4% in the second quarter of 2011. The year-over-year average premium per policy on private passenger auto renewal business increased 0.5% at June 30, 2012, compared to 1.8% at June 30, 2011. The private passenger auto year-over-year policy retention ratio was 91.7% at June 30, 2012, 91.6% at December 31, 2011 and 91.7% at June 30, 2011.

- Homeowners renewal premiums written increased 11.1% in the second quarter of 2012, compared to 11.6% in the second quarter of 2011. The year-over-year average premium per policy on homeowners renewal business increased 8.0% at June 30, 2012, compared to 6.4% at June 30, 2011. The homeowners year-over-year policyholder retention ratio was 90.8% at June 30, 2012, 91.0% at December 31, 2011 and 91.2% at June 30, 2011.

Commercial lines Total commercial lines premiums written increased 10.9% to $353 million in the second quarter of 2012, from $319 million in the second quarter of 2011, driven by a 4.3% increase in the total commercial lines policies in force and a 5.1% increase in the total commercial lines year-over-year average premium per policy.

New business premiums written on commercial lines increased 34.2% in the second quarter of 2012, compared to 2.7% in the second quarter of 2011, driven by increases in new business policies written and average premium per policy. The combined impact of these increases was seen primarily in the workers compensation and commercial multi-peril

lines of business. Commercial lines new business policies written increased 10.1% in the second quarter of 2012, compared to the second quarter of 2011, while the year-over-year average premium per policy on commercial lines new business increased 11.8% at June 30, 2012, compared to 6.7% at June 30, 2011.

Renewal premiums for commercial lines increased 7.1% in the second quarter of 2012, compared to an increase of 8.5% in the second quarter of 2011, driven by increases in average premium per policy and steady policy retention trends. The combined impact of these increases was seen primarily in the commercial multi-peril line of business. The year-over-year average premium per policy on commercial lines renewal business increased 4.0% at June 30, 2012, compared to 1.1% at June 30, 2011. The year-over-year policy retention ratio for commercial lines was 85.9% at June 30, 2012 and 85.5% at December 31, 2011 and June 30, 2011.

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 June 30, 2012, we had nearly 2,200 agencies with almost 9,800 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 have contributed to the Property and Casualty Group s growth in new policies in force and steady policy retention ratios. We expect our pricing actions to result in a net increase in direct written premium in 2012, however, exposure reductions and/or changes in our mix of business as a result of economic conditions could impact the average premium written by the Property and Casualty Group, as customers may reduce coverages.

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 65.9% in the second quarter of 2012, compared to 65.0% in the second quarter of 2011, and 65.1% for the six months ended June 30, 2012, compared to 65.9% for the six months ended June 30, 2011. The decline during the first six months of 2012 was driven primarily by a lower volume of claims resulting from mild winter weather in the first quarter of 2012, compared to the first quarter of 2011.

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 $204 million in the second quarter of 2012, compared to $537 million in the second quarter of 2011, and contributed 18.7 points and 52.1 points, respectively, to the loss ratios. In the second quarter of 2011, the states of Tennessee, North Carolina, Pennsylvania and Ohio experienced a higher level of storm activity, compared to the second quarter of 2012, which included hail, tornado and wind storms and resulted in a higher level of claims. Catastrophe losses in the second quarter of 2012 primarily included wind storms that occurred at the end of April in the state of Pennsylvania and at the end of June which impacted multiple states.

For the six months ended June 30, 2012, catastrophe losses totaled $229 million, compared to $602 million for the first six months of 2011, and contributed 10.6 points and 29.5 points, respectively, to the loss ratios for the six months ended June 30, 2012 and 2011, respectively.

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:

	Property and Casualty Group			
	Three months ended June 30,		Six months ended June 30,	
(in millions)	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Direct business including salvage and subrogation	$ 2	$(50)	$(18)	$(111)
Assumed reinsurance business	(3)	(7)	0	(4)
Ceded reinsurance business	(4)	(3)	(6)	(4)
Total prior year loss development	$(5)	$(60)	$(24)	$(119)

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 second quarter of 2012, the Property and Casualty Group experienced slight adverse development on direct prior accident year loss reserves of $2 million, which contributed 0.3 points to the combined ratio, compared to favorable development of $50 million in the second quarter of 2011, which improved the combined ratio by 4.9 points. For the six months ended June 30, 2012, favorable development of direct prior accident year loss reserves totaled $18 million and improved the combined ratio by 0.7 points, compared to $111 million and 5.4 points for the six months ended June 30, 2011.

The favorable development in the first six months of 2012 was driven primarily by better than expected severity trends in the first quarter of 2012 on liability claims in the homeowners and commercial multi-peril lines of business, offset somewhat by adverse development in the second quarter of 2012 driven primarily by an increase in annual claim cost expectations on massive injury lifetime medical claims in the personal auto line of business and increased severity trends in the workers compensation line of business. In the second quarter and first six months of 2011, the favorable development was primarily driven by better than expected severity trends in the personal auto, commercial multi-peril, and homeowners lines of business.

Assumed reinsurance The Property and Casualty Group experienced favorable development on prior accident year loss reserves for its assumed reinsurance business totaling $3 million and $7 million in the second quarters of 2012 and 2011, respectively, and $0.1 million and $4 million for the six months ended June 30, 2012 and 2011, respectively. The favorable development in 2012 and 2011 was due to less than anticipated growth in involuntary reinsurance.

Ceded reinsurance The Property and Casualty Group s ceded reinsurance reserve recoveries increased by $4 million and $3 million in the second quarters of 2012 and 2011, respectively, and $6 million and $4 million for the six months ended June 30, 2012, and 2011, respectively. The 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. In the first half of 2012, the increase in ceded recoveries was primarily the result of adverse development related to the pre-1986 automobile massive injury claims. In the first half of 2011, the increase was primarily due to adverse development in the business catastrophe liability and commercial multi-peril lines of business.

Policy acquisition and other underwriting expenses Our policy acquisition and other underwriting expense ratio increased 1.4 points to 30.4% in the second quarter of 2012, compared to 29.0% in the second quarter of 2011, and increased 0.9 points to 29.3% for the six months ended June 30, 2012, compared to 28.4% for the six months ended June 30, 2011. These increases were primarily due to a decrease in the amount of

policy acquisition expenses deferred under the new accounting guidance effective in 2012. Additionally, the second quarter and six months ended June 30, 2012 includes an adjustment of $4 million which contributed 0.4 points and 0.2 points, respectively, to the combined ratio. The adjustment represents the reimbursement by the North Carolina Reinsurance Facility (NCRF) for commissions Indemnity paid to agents on the surcharges collected on behalf of the NCRF in prior periods. This amount was incorrectly recorded as a benefit to the Exchange in prior periods. The management fee rate was 25% for the periods ending June 30, 2012 and 2011.

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 10 states and the District of Columbia. A summary of the results of our life insurance operations is as follows:

	Erie Family Life Insurance Company					
	Three months ended June 30,			Six months ended June 30,		
(in millions)	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Individual life premiums, net of reinsurance	$18	$17	9.3 %	$35	$32	9.1 %
Group life and other premiums	0	1	NM	1	2	(3.8)
Other revenue	0	(1)	NM	1	0	NM
Total net policy revenue	18	17	9.1	37	34	8.6
Net investment income	24	23	0.5	48	46	1.3
Net realized gains on investments	4	3	44.0	4	7	(24.8)
Impairment losses recognized in earnings	0	0	NM	0	0	NM
Equity in earnings (losses) of limited partnerships	0	1	(65.4)	0	1	NM
Total revenues	46	44	4.8	89	88	0.3
Benefits and other changes in policy reserves	25	25	(3.1)	50	49	1.0
Amortization of deferred policy acquisition costs	4	4	2.7	7	7	(6.4)
Other operating expenses	4	3	50.7	10	7	50.0
Total benefits and expenses	33	32	2.9	67	63	5.7
Income before income taxes	$13	$12	9.8 %	$22	$25	(13.3)%
Income before taxes Indemnity(1)	$	$		$	$ 3	
Income before taxes Exchange(1)	$13	$12		$22	$22	

NM = not meaningful

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

Policy revenue

Gross policy revenues increased 4.8% to $29 million in the second quarter 2012, from $28 million in the second quarter of 2011. EFL reinsures a large portion of its traditional products in order to reduce claims volatility. With the introduction of its new life products, effective June 1, 2011, EFL reinsures new individual life business amounts in excess of its $1 million per life retention limit. Previously, EFL reinsured 75% of its risk on new term business. Ceded reinsurance premiums totaled $11 million and $12 million in the second quarters of 2012 and 2011, respectively. For the six months ended June 30, 2012 compared to 2011, gross policy revenues totaled $57 million and $55 million, respectively, while ceded reinsurance premiums totaled $21 million and $22 million, respectively.

Premiums received on annuity and universal life products totaled $20 million in the second quarter of 2012, compared to $25 million in the second quarter of 2011. Of this amount, annuity and universal life premiums, which are recorded as deposits and therefore not reflected in revenue on the Consolidated Statements of Operations, totaled $16 million and $21 million in the second quarters of 2012 and 2011, respectively. For the six months ended June 30, 2012 compared to 2011, premiums received on annuity and universal life products totaled $40

million and $49 million, respectively, while annuity and universal life deposits totaled $32 million and $41 million, respectively.

Investment revenue

In the second quarter and first six months of 2012, EFL experienced an increase and decrease, respectively, in net realized gains on investments due to the level of bond calls and sale activity being higher in the quarter and lower in the first six months, compared to the second quarter and first six months of 2011. Equity in earnings of limited partnerships declined slightly as a result of a decline in earnings from the real estate sector. See the discussion of investments in the Investment Operations segment that follows for further information.

Benefits and expenses

Other operating expenses increased due to a decrease in the amount of policy acquisition expenses deferred under the new accounting guidance effective in 2012 and lower ceding commissions.

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:

	Erie Insurance Group					
(in millions)	Three months ended June 30,			Six months ended June 30,		
	2012	2011	% Change	2012	2011	% Change
Indemnity	(Unaudited)			(Unaudited)		
Net investment income	$ 4	$ 4	1.3 %	$ 8	$ 8	2.5 %
Net realized (losses) gains on investments	(1)	6	NM	2	7	(79.8)%
Net impairment losses recognized in earnings	0	0	NM	0	0	NM
Equity in earnings of limited partnerships	3	7	(50.3)%	4	18	(76.0)%
Net revenue from investment operations Indemnity	$ 6	$ 17	(66.2)%	$ 14	$ 33	(57.3)%
Exchange						
Net investment income	$111	$112	(0.9)%	$218	$216	0.7 %
Net realized (losses) gains on investments	(106)	33	NM	187	181	3.8 %
Net impairment losses recognized in earnings	0	0	NM	0	0	NM
Equity in earnings of limited partnerships	34	31	8.0 %	54	92	(41.6)%
Net revenue from investment operations Exchange (1)	$ 39	$176	(77.4)%	$459	$489	(6.2)%

NM = not meaningful

(1) The Exchange s investment results for the second quarter of 2012 and 2011 include net investment revenues from EFL s operations of $28 million and $27 million, respectively. The Exchange s investment results for the first six months of 2012 and 2011 include net investment revenues from EFL s operations of $52 million and $54 million, respectively.

<u>Net investment income</u>

Net investment income primarily includes interest and dividends on our fixed maturity and equity security portfolios. Indemnity s net investment income was unchanged in the second quarter of 2012, compared to the second quarter of 2011, while the Exchange s net investment income decreased $1 million during the same period. Indemnity s net investment income was unchanged for the six months ended June 30, 2012, compared to the six months ended June 30, 2011, while the Exchange s net investment income increased $2 million during the same period. The decrease in net investment income for the Exchange in the second quarter of 2012 was due to lower investment yields, offset somewhat by higher invested balances, while the increase for the first six months of 2012 was primarily due to higher invested balances.

<u>Net realized gains on investments</u>

Net realized gains and losses on investments include the changes in fair value of our common stock portfolio, as this portfolio is classified as trading, and gains and losses resulting from the actual sales of all security categories. Indemnity generated net realized losses of $1 million in the second quarter of 2012, compared to gains of $6 million in the second quarter of 2011, while the Exchange generated net realized losses of $106 million, compared to gains of $33 million during the same periods. Indemnity generated net realized gains of $2 million for the first six months ended June 30, 2012, compared to gains of $7 million for the six months ended June 30, 2011, while the Exchange generated net realized gains of $187 million, compared to gains of $181 million during the same periods. Net realized gains for Indemnity decreased in the second quarter and first six months of 2012 due to lower realized gains across all security categories. Net realized gains for the Exchange decreased in the second quarter of 2012 primarily due to valuation losses on common stocks, while net realized gains increased for the first six months of 2012 as valuation gains on common stocks more than offset lower realized gains across all other security categories.

Net impairment losses recognized in earnings

There were no net impairments losses recorded in earnings for Indemnity for the second quarter and six months ended June 30, 2012 and 2011. There were no net impairments losses for the Exchange in the second quarter of 2012 and net impairment losses totaled $0.1 million for the six months ended June 30, 2012, compared to no impairment losses for the second quarter and the six months ended June 30, 2011.

Equity in earnings of limited partnerships

Indemnity s equity in earnings of limited partnerships decreased $4 million in the second quarter of 2012, compared to the second quarter of 2011, while the Exchange s equity in earnings of limited partnerships increased $3 million during the same period. Indemnity s equity in earnings of limited partnerships decreased $14 million for the six months ended

June 30, 2012, compared to the six months ended June 30, 2011, while the Exchange s equity in earnings of limited partnerships decreased $38 million during the same period. The decrease for Indemnity during the second quarter of 2012 was primarily due to lower earnings from private equity, while the increase for the Exchange was primarily due to higher earnings from real estate. For the first six months of 2012, the decrease in earnings for both Indemnity and the Exchange was due primarily to lower earnings from the private equity and real estate sectors.

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

	Erie Insurance Group			
(in millions)	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Indemnity				
Securities sold:				
Fixed maturities	$ 0	$ 2	$ 0	$ 2
Preferred stock equity securities	0	2	0	3
Common stock equity securities	0	1	1	2
Common stock valuation adjustments	(1)	1	1	0
Total net realized gains Indemnity (1)	$ (1)	$ 6	$ 2	$ 7
Exchange				
Securities sold:				
Fixed maturities	$ 13	$21	$ 19	$ 34
Preferred stock equity securities	2	10	3	15
Common stock equity securities	23	55	52	103
Common stock valuation adjustments	(144)	(53)	113	29
Total net realized gains Exchange (1) (2)	$(106)	$33	$187	$181

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

(2) The Exchange s results for the second quarter of 2012 and 2011 include net realized gains from EFL s operations of $4 million and $3 million, respectively. The Exchange s results for the first six months of 2012 and 2011 include net realized gains from EFL of $4 million and $7 million, respectively.

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

	Erie Insurance Group					
(in millions)	Three months ended June 30,			Six months ended June 30,		
	2012	2011	% Change	2012	2011	% Change
	(Unaudited)			(Unaudited)		
Indemnity						
Private equity	$ 1	$ 4	(66.4)%	$ 2	$11	(72.7)%
Mezzanine debt	1	1	(45.2)	3	3	(22.9)
Real estate	1	2	(5.3)	(1)	4	NM
Total equity in earnings of limited partnerships Indemnity	$ 3	$ 7	(50.3)%	$ 4	$18	(76.0)%
Exchange						
Private equity	$14	$17	(19.7)%	$28	$57	(50.2)%
Mezzanine debt	7	7	0.2	17	15	6.4
Real estate	13	7	89.2	9	20	(55.5)
Total equity in earnings of limited partnerships Exchange (1)	$34	$31	8.0%	$54	$92	(41.6)%

NM = not meaningful

(1) The Exchange s results include equity in earnings of limited partnerships from EFL of $0.2 million for the second quarter of 2012 and $1 million for the second quarter of 2011. The Exchange s results for the first six months of 2012 and 2011 include equity in (losses) earnings of limited partnerships from EFL of $(0.2) million and $1 million, respectively.

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 June 30, 2012 reflect investment valuation changes resulting from the financial markets and the economy in the first quarter of 2012 and not the second quarter of 2012.

FINANCIAL CONDITION

Investments

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

Distribution of investments

	Erie Insurance Group			
(in millions)	Carrying value at June 30, 2012	% to total	Carrying value at December 31, 2011	% to total
	(Unaudited)			
Indemnity				
Fixed maturities	$ 510	67%	$ 548	68%
Equity securities:				
Preferred stock	26	3	25	3
Common stock	28	4	27	4
Limited partnerships:				
Private equity	80	10	82	10
Mezzanine debt	31	4	35	4
Real estate	88	12	91	11
Real estate mortgage loans	1	0	1	0
Total investments Indemnity	$ 764	100%	$ 809	100%
Exchange				
Fixed maturities	$ 7,569	65%	$ 7,292	65%
Equity securities:				
Preferred stock	605	5	564	5
Common stock	2,490	21	2,308	21
Limited partnerships:				
Private equity	509	4	495	4
Mezzanine debt	190	2	201	2
Real estate	384	3	386	3
Life policy loans	15	0	15	0
Real estate mortgage loans	4	0	4	0
Total investments Exchange	$11,766	100%	$11,265	100%
Total investments Erie Insurance Group	$12,530		$12,074	

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

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

principal, level of subordination, collateral of the issue, compliance with financial covenants, credit ratings and industry conditions. We have the intent to sell all credit-impaired debt securities, therefore the entire amount of the impairment charges are included in earnings and no credit impairments are recorded in other comprehensive income. For available-for-sale equity securities, a charge is recorded in the Consolidated Statements of Operations for positions that have experienced other-than-temporary impairments due to credit quality or other factors. (See the Investment Operations section herein for further information.) 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 $203 million, or 40%, of the total fixed maturity portfolio for Indemnity and $1.4 billion, or 18%, of the fixed maturity portfolio for the Exchange at June 30, 2012. The overall credit rating of the municipal portfolio without consideration of the underlying insurance is AA. Although some of our municipal holdings are insured, the underlying insurance does not improve the overall credit rating.

Fixed maturities classified as available-for-sale are carried at fair value with unrealized gains and losses, net of deferred taxes, included in shareholders equity. Indemnity s net unrealized gains on fixed maturities, net of deferred taxes, amounted to $9 million at June 30, 2012, compared to $8 million at December 31, 2011. At June 30, 2012, the Exchange had net unrealized gains on fixed maturities of $373 million, compared to net unrealized gains of $301 million at December 31, 2011.

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

Erie Insurance Group (1)
At June 30, 2012
(Unaudited)

(in millions)

Industry Sector	AAA	AA	A	BBB	Non-investment grade	Fair value
Indemnity						
Basic materials	$ 0	$ 0	$ 0	$ 7	$ 0	$ 7
Communications	0	0	18	7	0	25
Consumer	0	0	17	16	0	33
Energy	0	0	10	21	0	31
Financial	0	32	72	27	0	131
Government-municipal	89	83	22	9	0	203
Industrial	0	4	6	5	0	15
Structured securities (2)	18	0	1	2	0	21
Technology	0	0	6	5	0	11
Utilities	0	0	8	25	0	33
Total Indemnity	$107	$ 119	$ 160	$ 124	$ 0	$ 510
Exchange						
Basic materials	$ 0	$ 0	$ 43	$ 167	$ 6	$ 216
Communications	0	0	209	293	23	525
Consumer	0	31	292	513	18	854
Diversified	0	0	22	0	0	22
Energy	16	12	152	382	10	572
Financial	1	192	1,106	1,067	168	2,534
Foreign government	0	0	16	0	0	16
Funds	0	0	0	6	0	6
Government-municipal	408	806	149	29	2	1,394
Government sponsored entity	0	9	2	0	0	11
Industrial	0	6	92	202	15	315
Structured securities (2)	58	265	35	20	2	380
Technology	0	0	38	97	0	135
U.S. Treasury	0	6	0	0	0	6
Utilities	0	0	87	450	46	583
Total Exchange	$483	$1,327	$2,243	$3,226	$290	$7,569

(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 asset-backed securities, collateral, lease and debt obligations, commercial mortgage-backed securities and residential mortgage-backed securities.

Equity securities

Our equity securities consist of common stock and nonredeemable preferred stock. Investment characteristics of common stock and 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:

	Erie Insurance Group Fair value at:			
(in millions)	June 30, 2012 (Unaudited)		December 31, 2011	
Industry sector	Preferred stock	Common stock	Preferred stock	Common stock
Indemnity				
Communications	$ 1	$ 2	$ 1	$ 2
Consumer	0	15	0	15
Diversified	0	1	0	1
Energy	0	1	0	1
Financial	12	5	11	4
Industrial	0	3	0	3
Technology	3	1	3	1
Utilities	10	0	10	0
Total Indemnity	$ 26	$ 28	$ 25	$ 27
Exchange				
Basic materials	$ 0	$ 94	$ 0	$ 72
Communications	9	199	9	168
Consumer	6	838	5	763
Diversified	0	17	0	18
Energy	0	170	0	203
Financial	461	383	408	340
Funds	0	113	0	105
Government	1	0	0	0
Industrial	0	373	0	350
Technology	13	265	15	246
Utilities	115	38	127	43
Total Exchange	$605	$2,490	$564	$2,308

Our preferred stock equity securities are classified as available-for-sale 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. At June 30, 2012, the unrealized gain on preferred stock classified as available-for-sale securities, net of deferred taxes, amounted to $1 million for Indemnity and $39 million for the Exchange, compared to $1 million for Indemnity and $21 million for the Exchange at December 31, 2011.

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

58

Limited partnerships

In the second quarter of 2012, investments in limited partnerships remained relatively flat from the investment levels at December 31, 2011. Changes in partnership values are a function of contributions and distributions, adjusted for market value changes in the underlying investments. 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 second quarter of 2012 reflect the partnership activity experienced in the first quarter of 2012.

The components of limited partnership investments are as follows:

	Erie Insurance Group	
(in millions)	At June 30, 2012	At December 31, 2011
Indemnity	(Unaudited)	
Private equity	$ 80	$ 82
Mezzanine debt	31	35
Real estate	88	91
Total limited partnerships Indemnity	$ 199	$ 208
Exchange		
Private equity	$ 509	$ 495
Mezzanine debt	190	201
Real estate	384	386
Total limited partnerships Exchange	$1,083	$1,082

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, 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.

	Property and Casualty Group	
(in millions)	At June 30, 2012 (Unaudited)	At December 31, 2011
Gross reserve liability (1):		
Personal auto	$1,088	$1,093
Automobile massive injury	361	356
Homeowners	408	313
Workers compensation	493	461
Workers compensation massive injury	99	99
Commercial auto	328	303
Commercial multi-peril	559	565
All other lines of business	277	309
Gross reserves	3,613	3,499
Reinsurance recoverable	152	151
Net reserve liability Exchange	$3,461	$3,348

(1) Loss reserves are set at full expected cost, 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 $87 million at June 30, 2012 and $84 million at December 31, 2011.

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 265 claimants requiring lifetime medical care, of which 110 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 $319 million at June 30, 2012, which is net of $141 million of anticipated reinsurance recoverables, compared to $315 million at December 31, 2011, which is net of $140 million of anticipated reinsurance recoverables. The slight increase in the pre-1986 automobile massive injury reserves at June 30, 2012, compared to December 31, 2011, was primarily due to an increase in annual claim cost expectations on massive injury lifetime medical claims, while the workers compensation massive injury reserves remained flat.

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 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 2012.

Cash flow activities Erie Insurance Group

The following table provides condensed consolidated cash flow information for the six months ended June 30:

(in millions)	Erie Insurance Group	
	2012	2011
Net cash provided by operating activities	$191	$ 200
Net cash used in investing activities	(57)	(397)

Net cash used in financing activities	(79)	(124)
Net increase (decrease) in cash and cash equivalents	$ 55	$(321)

Net cash provided by operating activities totaled $191 million and $200 million for the first six months of 2012 and 2011, respectively. Decreased cash from operating activities for the first six months of 2012 was driven primarily by an increase in income taxes paid, combined with an increase in other underwriting and acquisition costs paid and a decrease in limited partnership distributions compared to the first six months of 2011. Offsetting this decrease was an increase in the premiums collected by the Exchange driven by the increase in premiums written, a decrease in loss and loss expenses paid, and a slight increase in net investment income received.

At June 30, 2012, we recorded a net deferred tax liability of $214 million on our Consolidated Statements of Financial Position. Of this amount, $21 million is a net deferred tax asset attributable to Indemnity and $235 million is a net deferred tax liability attributable to the Exchange. There was no deferred tax valuation allowance recorded at June 30, 2012.

Net cash used in investing activities totaled $57 million and $397 million for the first six months of 2012 and 2011, respectively. The first six months of 2012 investing activities included decreased cash used to purchase certain common stocks and fixed maturities, offset somewhat by decreased cash generated from the sale of other common stocks, compared to the first six months of 2011. At June 30, 2012, we had contractual commitments to invest up to $400 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 $168 million, mezzanine debt securities was $127 million, and real estate activities was $105 million.

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

Cash flow activities Indemnity

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

(in millions)	Indemnity Shareholder Interest	
	2012	2011
Net cash provided by operating activities	$ 66	$ 61
Net cash provided by (used in) investing activities	33	(181)
Net cash used in financing activities	(97)	(142)
Net increase (decrease) in cash and cash equivalents	$ 2	$(262)

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

Net cash provided by Indemnity s operating activities increased to $66 million for the first six months of 2012, compared to $61 million for the first six months of 2011. Increased cash from operating activities for the first six months of 2012 was primarily due to an increase in management fee revenue received and reimbursements collected from affiliates. Offsetting this increase were increases in cash paid for the pension contribution and employee benefits, income taxes and commissions paid to agents. 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 $320 million in the first six months of 2012, compared to $313 million for the first six months of 2011, as a result of an increase in cash paid for ordinary commissions. Indemnity made a contribution to its pension plan for $16 million in January 2012. In 2011, Indemnity s pension contribution was made in the third quarter. Indemnity s policy for funding its pension plan is generally to contribute an amount equal to the greater of the IRS minimum required contribution or the target normal cost for the year plus interest to the date the contribution is made. Indemnity is generally reimbursed approximately 60% of the net periodic benefit cost of the pension plan from its affiliates.

At June 30, 2012, Indemnity recorded a net deferred tax asset of $21 million. There was no deferred tax valuation allowance recorded at June 30, 2012. Indemnity s capital gain and loss strategies take into consideration its ability to offset gains and losses in future periods, carry-back of capital loss opportunities to the three preceding years, and capital loss carry-forward opportunities to apply against future capital gains over the next five years.

Net cash provided by Indemnity s investing activities totaled $33 million for the first six months of 2012, compared to cash used of $181 million for the first six months of 2011. Indemnity s first six months of 2012 investing activities included decreased cash used to purchase certain fixed maturities and increased cash generated from sales of other fixed maturities, compared to the first six months of 2011. Also impacting Indemnity future investing activities are limited partnership commitments, which totaled $39 million at June 30, 2012, 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 $17 million, mezzanine debt securities was $10 million, and real estate activities was $12 million.

In the first quarter of 2011, Indemnity received cash consideration from the Exchange of $82 million as a result of the sale of Indemnity s 21.6% ownership interest in EFL to the Exchange on March 31, 2011, which was based upon an estimated purchase price. Final settlement of this transaction was made on April 25, 2011 for a final purchase price of $82 million. Net after-tax cash proceeds to Indemnity from this sale were $58 million. Also in the first quarter of 2011, Indemnity paid $8 million to the Exchange as final settlement of the sale of Indemnity s wholly owned property and casualty insurance subsidiaries, EIC, ENY and EPC, to the Exchange on December 31, 2010, which was based upon the final purchase price.

Net cash used in Indemnity s financing activities totaled $97 million for the first six months of 2012, compared to $142 million for the first six months of 2011. The decrease in cash used in financing activities for the first six months of 2012 was driven primarily by a decrease in the cash outlay for the purchase of treasury stock. Indemnity repurchased 0.4 million shares, based upon settlement date, of its Class A nonvoting common stock in conjunction with its stock repurchase program at a total cost of $26 million in the second quarter of 2012. During the first six months of 2012, shares repurchased under this program totaled 0.6 million at a total cost of $44 million. In the first six months of 2011, shares repurchased under this program totaled 1.3 million at a total cost of $90 million. 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 included, and was not in addition to, any unspent amounts remaining under the prior authorization. Indemnity had approximately $95 million of repurchase authority remaining under this program at June 30, 2012 based upon trade date.

In January and June 2012, Indemnity also purchased 669 and 1,134 shares, respectively, of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of $50,724, or $75.82 per share, and $79,125, or $69.78 per share, respectively, to settle payments due to two retired senior vice presidents under our long-term incentive plan. These shares were delivered to the plan participants in January and June 2012, respectively.

Dividends paid to shareholders totaled $53 million for the first six months of 2012, compared to $52 million for the first six months of 2011. Indemnity increased both its Class A and Class B shareholder quarterly dividends by 7.3% for 2012, compared to 2011. 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 $13 million at June 30, 2012, 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 $452 million at June 30, 2012. Volatility in the financial markets could impair Indemnity s ability to sell certain of its fixed income securities or cause such securities to sell at deep discounts. Additionally, Indemnity has the ability to curtail or modify discretionary cash outlays such as those related to shareholder dividends and share repurchase activities.

Indemnity had no borrowings under its line of credit at June 30, 2012. At June 30, 2012, bonds with fair values of $112 million were pledged as collateral. These securities have no trading restrictions. The bank requires compliance with certain covenants, which include minimum net worth and leverage ratios. Indemnity was in compliance with its bank covenants at June 30, 2012.

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 $227 million at June 30, 2012, 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 $10.0 billion at June 30, 2012. 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.

The Exchange had no borrowings under its line of credit at June 30, 2012. At June 30, 2012, bonds with fair values of $325 million were pledged as collateral. These securities have no trading restrictions. The bank requires compliance with certain covenants, which include statutory surplus and risk based capital ratios. The Exchange was in compliance with its bank covenants at June 30, 2012.

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 2012.

Off-Balance Sheet Arrangements

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

Surplus Notes

Indemnity holds a surplus note for $25 million from EFL that is payable on demand on or after December 31, 2018; 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 six month period ended June 30, 2012 and 2011, Indemnity recognized interest income on the note of $0.8 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 six month period ended June 30, 2012 and 2011, the Exchange recognized interest income on the note of $0.6 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. 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, 2011 of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 27, 2012. See Item 1. Financial Statements - Note 6. Fair Value, contained within this report for additional information on our valuation of investments.

<u>Investment Valuation</u>

We make estimates concerning the valuation of all investments. Valuation techniques are used to derive the fair value of the available-for-sale and trading securities we hold. Fair value is the price that would be received to sell an asset in an orderly transaction between willing market

participants at the measurement date.

Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

For purposes of determining whether the market is active or inactive, the classification of a financial instrument was based upon the following definitions:

- An active market is one in which transactions for the assets being valued occur with sufficient frequency and volume to provide reliable pricing information.

- An inactive (illiquid) market is one in which there are few and infrequent transactions, where the prices are not current, price quotations vary substantially, and/or there is little information publicly available for the asset being valued.

We continually assess whether or not an active market exists for all of our investments and as of each reporting date re-evaluate the classification in the fair value hierarchy. All assets carried at fair value are classified and disclosed in one of the following three categories:

- 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.

Level 1 primarily consists of publicly traded common stock, nonredeemable preferred stock and Treasury securities and reflects market data obtained from independent sources, such as prices obtained from an exchange or a nationally recognized pricing service for identical instruments in active markets.

Level 2 includes those financial instruments that are valued using industry-standard models that consider various inputs, such as the interest rate and credit spread for the underlying financial instruments. All significant inputs are observable, or derived from observable information in the marketplace, or are supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category primarily include municipal securities, asset backed securities, collateralized-mortgage obligations, foreign and domestic corporate bonds and redeemable preferred stock and certain nonredeemable preferred stock.

Level 3 securities are valued based upon unobservable inputs, reflecting our estimates of value based upon assumptions used by market participants. Securities are assigned to Level 3 in cases where non-binding broker quotes are significant to the valuation and there is a lack of transparency as to whether these quotes are based upon information that is observable in the marketplace. Fair value estimates for securities valued using unobservable inputs require significant judgment due to the illiquid nature of the market for these securities and represent the best estimate of the fair value that would occur in an orderly transaction between willing market participants at the measurement date under current market conditions. Fair value for these securities are generally determined using comparable securities or non-binding broker quotes received from outside broker dealers based upon security type and market conditions. Remaining securities, where a price is not available, are valued using an estimate of fair value based upon indicative market prices that include significant unobservable inputs not based upon, nor corroborated by, market information, including the utilization of discounted cash flow analyses which have been risk-adjusted to take into account illiquidity and other market factors. This category primarily consists of certain private preferred stock and bond securities as well as collateralized debt and loan obligations.

As of each reporting period, financial instruments recorded at fair value are classified based upon the lowest level of input that is significant to the fair value measurement. The presence of at least one unobservable input would result in classification as a Level 3 instrument. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and considers factors specific to the asset, such as the relative impact on the fair value as a result of including a particular input and market conditions. We did not make any other significant judgments except as described above.

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 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 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 benchmark yields, reported trades, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference 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 non-binding broker quotes and/or market comparables. When available, we obtain multiple quotes for the same security. The ultimate value for these securities is determined based 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.

Deferred Acquisition Costs Related to Life Insurance and Investment-Type Contracts

Acquisition costs that vary with and relate to the production of life insurance and investment-type contracts are deferred. Deferred acquisition costs (DAC) are incremental direct costs of contract acquisition. As a result of new accounting guidance effective in 2012, these costs are limited to the successful acquisition of new and renewal contracts. Such costs consist principally of commissions, premium taxes and policy issuance expenses. The change does not affect the Indemnity shareholder interest nor does it affect Indemnity earnings per share. The amount of acquisition costs capitalized during the quarter and six months ended June 30, 2012 related to life insurance and investment-type contracts totaled $4.0 million and $7.7 million, respectively. The amount of acquisition costs that would have been capitalized during the quarter and six months ended June 30, 2012 using the previous policy totaled $4.5 million and $8.7 million, respectively.

DAC on life insurance and investment-type contracts are amortized in proportion to gross premiums, gross margins or gross profits, depending on the type of contract. DAC related to traditional life insurance products is amortized in proportion to premium revenues over the premium-paying period of related policies using assumptions consistent with those used in computing policy liability reserves. These assumptions are not revised after policy issuance unless the DAC balance is deemed to be unrecoverable from future expected profits. In any period where the actual policy terminations are higher (lower) than anticipated policy terminations, DAC amortization will be accelerated (decelerated) in that period.

DAC related to universal life products and deferred annuities is amortized over the estimated lives of the contracts in proportion to actual and expected future gross profits, which include investment, mortality and expense margins and surrender charges. Both historical and anticipated investment returns, including realized gains and losses, are considered in determining the amortization of DAC. When the actual gross profits change from previously estimated gross profits, the cumulative DAC amortization is re-estimated and adjusted by a cumulative charge or credit to current operations. When actual gross profits exceed those previously estimated, DAC amortization will increase, resulting in a current period charge to earnings. The opposite result occurs when the actual gross profits are below the previously estimated gross profits. DAC is also adjusted for the impact of unrealized gains or losses on investments as if these gains or losses had been realized, with corresponding credits or charges, net of income taxes, included in EFL s accumulated other comprehensive income, which is presented in the Noncontrolling interest in consolidated entity Exchange, amount in the Consolidated Statements of Financial Position.

The actuarial assumptions used to determine investment, mortality and expense margins and surrender charges are reviewed periodically, are based upon best estimates and do not include any provision for the risk of adverse deviation. If actuarial analysis indicates that expectations have changed, the actuarial assumptions are updated and the investment, mortality and expense margins and surrender charges are unlocked. If this unlocking results in a decrease in the present value of future expected gross profits, DAC amortization for the period will increase. If this unlocking results in an increase in the present value of future expected gross profits, DAC amortization for the current period will decrease.

DAC is periodically reviewed for recoverability. For traditional life products, if the benefit reserves plus anticipated future premiums and interest earnings for a line of business are less than the current estimate of future benefits and expenses (including any unamortized DAC), a charge to income is recorded for additional DAC amortization or for increased benefit reserves. For universal life products and deferred annuities, if the current present value of future expected gross profits is less than the unamortized DAC, a charge to income is recorded for additional DAC amortization. There were no impairments to DAC in the second quarter of 2012 or 2011.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk is primarily related to fluctuations in prices and interest rates. Quantitative and qualitative disclosures about market risk resulting from changes in prices and interest rates for the year ended December 31, 2011 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 27, 2012. There have been no material changes that impact our portfolio or reshape our periodic investment reviews of asset allocations during the six months ended June 30, 2012. For a recent discussion of conditions surrounding our investment portfolio, see the Operating Overview, Investment Operations, and Financial Condition, Investments discussions contained in Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations, within this report.

ITEM 4. CONTROLS AND PROCEDURES

We carried out an evaluation, with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (pursuant to Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Our management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, any change in our internal control over financial reporting and determined there has been no change in our internal control over financial reporting during the six months ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 as filed with the Securities and Exchange Commission on February 27, 2012.

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

Issuer Purchases of Equity Securities

The following table summarizes Indemnity s Class A common stock repurchased each month, based upon trade date, during the quarter ended June 30, 2012:

(dollars in millions, except per share data) Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
April 1 30, 2012	69,317	$76.12	69,317	$115
May 1 31, 2012	121,662	71.12	121,662	106
June 1 30, 2012	165,672	70.05	164,538	95
Total	356,651		355,517	

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.

The month of June 2012 includes repurchases of 1,134 shares of our outstanding Class A nonvoting common stock outside of our publicly announced share repurchase program at a total cost of $79,125, or $69.78 per share, to settle a payment due to a retired senior vice president under our long-term incentive plan. These shares were delivered to the plan participant in June 2012.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit
14.1	Code of Conduct. Such exhibit is incorporated by reference to the like titled exhibit in the Registrant s Form 8-K that was filed with the Securities and Exchange Commission on April 25, 2012.
14.2	Code of Ethics for Senior Financial Officers. Such exhibit is incorporated by reference to the like titled exhibit in the Registrant s Form 8-K that was filed with the Securities and Exchange Commission on April 25, 2012.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

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

		Erie Indemnity Company (Registrant)
Date: August 2, 2012	By:	/s/ Terrence W. Cavanaugh Terrence W. Cavanaugh, President & CEO
	By:	/s/ Marcia A. Dall Marcia A. Dall, Executive Vice President & CFO