ERIE INDEMNITY CO
Form 10-Q
April 29, 2013

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 March 31, 2013

Commission file number 0-24000

ERIE INDEMNITY COMPANY
(Exact name of registrant as specified in its charter)

PENNSYLVANIA	25-0466020
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 Erie Insurance Place, Erie, Pennsylvania	16530
(Address of principal executive offices)	(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 46,697,008 at April 19, 2013.

The number of shares outstanding of the registrant's Class B Common Stock as of the latest practicable date, with no par value and a stated value of $70 per share, was 2,542 at April 19, 2013.

Table of Contents

Table of Contents

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

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

	Three months ended March 31,	
	2013	2012
Revenues		
Premiums earned	$1,175	$1,087
Net investment income	103	108
Net realized investment gains	249	296
Net impairment losses recognized in earnings	0	0
Equity in earnings of limited partnerships	36	21
Other income	8	8
Total revenues	1,571	1,520
Benefits and expenses		
Insurance losses and loss expenses	842	716
Policy acquisition and underwriting expenses	293	270
Total benefits and expenses	1,135	986
Income from operations before income taxes and noncontrolling interest	436	534
Provision for income taxes	146	180
Net income	$290	$354
Less: Net income attributable to noncontrolling interest in consolidated entity – Exchange	253	318
Net income attributable to Indemnity	$37	$36
Earnings Per Share		
Net income attributable to Indemnity per share		
Class A common stock – basic	$0.78	$0.76
Class A common stock – diluted	$0.69	$0.67
Class B common stock – basic and diluted	$117	$114
Weighted average shares outstanding attributable to Indemnity – Basic		
Class A common stock	46,774,968	47,749,799
Class B common stock	2,542	2,545
Weighted average shares outstanding attributable to Indemnity – Diluted		
Class A common stock	52,960,165	53,930,044
Class B common stock	2,542	2,545
Dividends declared per share		
Class A common stock	$0.5925	$0.5525

Class B common stock	$88.8750	$82.8750

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

Table of Contents

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

	Three months ended March 31,	
	2013	2012
Net income	$290	$354
Other comprehensive (loss) income		
Change in unrealized holding (losses) gains on available-for-sale securities, net of tax (benefit) of $(6) and tax expense of $41, respectively	(12)	77
Reclassification adjustment for gross gains included in net income, net of tax expense of $5 and $2, respectively	(10)	(5)
Other comprehensive (loss) income	(22)	72
Comprehensive income	$268	$426
Less: Comprehensive income attributable to noncontrolling interest in consolidated entity – Exchange	232	388
Total comprehensive income – Indemnity	$36	$38

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

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

	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Investments – Indemnity		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of $406 and $437, respectively)	$421	$452
Equity securities (cost of $47 and $54, respectively)	49	55
Limited partnerships (cost of $142 and $151, respectively)	167	180
Other invested assets	1	1
Investments – Exchange		
Available-for-sale securities, at fair value:		
Fixed maturities (amortized cost of $7,242 and $7,016, respectively)	7,891	7,707
Equity securities (cost of $857 and $871, respectively)	943	945
Trading securities, at fair value (cost of $2,011 and $1,910, respectively)	2,662	2,417
Limited partnerships (cost of $880 and $913, respectively)	1,004	1,037
Other invested assets	20	20
Total investments	13,158	12,814
Cash and cash equivalents (Exchange portion of $347 and $388, respectively)	388	400
Premiums receivable from policyholders – Exchange	1,113	1,062
Reinsurance recoverable – Exchange	169	168
Deferred income taxes – Indemnity	39	37
Deferred acquisition costs – Exchange	510	504
Other assets (Exchange portion of $299 and $339, respectively)	414	456
Total assets	$15,791	$15,441
Liabilities and shareholders' equity		
Liabilities		
Indemnity liabilities		
Other liabilities	$506	$515
Exchange liabilities		
Losses and loss expense reserves	3,628	3,598
Life policy and deposit contract reserves	1,726	1,708
Unearned premiums	2,399	2,365
Deferred income taxes	410	365
Other liabilities	105	99
Total liabilities	8,774	8,650
Indemnity shareholders' equity		
Class A common stock, stated value $0.0292 per share; 74,996,930 shares authorized; 68,299,200 shares issued; 46,703,118 and 46,892,681 shares outstanding, respectively	2	2
Class B common stock, convertible at a rate of 2,400 Class A shares for one Class B share, stated value $70 per share; 3,070 shares authorized; 2,542 shares issued and outstanding	0	0
Additional paid-in-capital	16	16

Accumulated other comprehensive loss	(134)	(133)
Retained earnings	1,861	1,852
Total contributed capital and retained earnings	1,745	1,737
Treasury stock, at cost, 21,596,082 and 21,406,519 shares, respectively	(1,109)	(1,095)
Total Indemnity shareholders' equity	636	642
Noncontrolling interest in consolidated entity – Exchange	6,381	6,149
Total equity	7,017	6,791
Total liabilities, shareholders' equity and noncontrolling interest	$15,791	$15,441

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

Table of Contents

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

	Three months ended March 31, 2013	2012
Cash flows from operating activities		
Premiums collected	$1,159	$1,081
Net investment income received	106	110
Limited partnership distributions	46	25
Service agreement fee received	7	7
Commissions and bonuses paid to agents	(197)	(180)
Losses paid	(666)	(619)
Loss expenses paid	(119)	(119)
Other underwriting and acquisition costs paid	(206)	(181)
Income taxes paid	(3)	(52)
Net cash provided by operating activities	127	72
Cash flows from investing activities		
Purchase of investments:		
Fixed maturities	(551)	(418)
Preferred stock	(9)	(37)
Common stock	(464)	(258)
Limited partnerships	(23)	(23)
Sales/maturities of investments:		
Fixed maturity sales	122	163
Fixed maturity calls/maturities	265	217
Preferred stock	26	13
Common stock	453	247
Sale of and returns on limited partnerships	53	81
Net purchase of property and equipment	(6)	(7)
Net collections on agent loans	1	0
Net cash used in investing activities	(133)	(22)
Cash flows from financing activities		
Annuity deposits and interest	24	25
Annuity surrenders and withdrawals	(18)	(18)
Universal life deposits and interest	5	5
Universal life surrenders	(2)	(3)
Purchase of treasury stock	(15)	(18)
Dividends paid to shareholders	0	(27)
Net cash used in financing activities	(6)	(36)
Net (decrease) increase in cash and cash equivalents	(12)	14
Cash and cash equivalents at beginning of period	400	185
Cash and cash equivalents at end of period	$388	$199

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

Table of Contents

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"), a wholly owned subsidiary of the Exchange, operates as a life insurer that underwrites and sells individual and group life insurance policies and fixed annuities.

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

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

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

Note 2. Significant Accounting Policies

Basis of presentation
The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") and include the accounts of Indemnity together with its affiliate companies in which Indemnity holds a majority voting or economic interest.

Use of estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of our financial position, results of operations and cash flows for the interim periods have been included. Operating results for the three month period ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. 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, 2012 as filed with the Securities and Exchange Commission on February 26, 2013.

Table of Contents

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 February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The amendments in this ASU require an entity to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the line items affected by the reclassification. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other related disclosures for additional information. ASU 2013-02 is effective prospectively for interim and annual periods beginning after December 15, 2012. We have elected to present amounts reclassified out of accumulated other comprehensive income by component and the respective line items of net income in the notes to our consolidated financial statements. See Note 12. "Indemnity's Accumulated Other Comprehensive Loss".

Pending accounting pronouncements
In February 2013, the FASB issued ASU 2013-04, Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date. The amendments in this ASU provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing guidance in GAAP. ASU 2013-04 is effective for interim and annual periods beginning after December 15, 2013, with early adoption permitted. We do not expect the adoption of this new guidance to have a material impact on our consolidated financial statements.

Table of Contents

Note 3. Indemnity Earnings Per Share

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

Class A diluted earnings per share are calculated under the if-converted method, which reflects the conversion of Class B shares to Class A shares. Diluted earnings per share calculations include the effect of any potential common shares. Potential common shares include outstanding vested and not yet vested awards related to our outside directors' stock compensation plan and any employee stock based awards.

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 11. "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 March 31,					
	2013			2012		
	Allocated net income (numerator)	Weighted shares (denominator)	Per-share amount	Allocated net income (numerator)	Weighted shares (denominator)	Per- share amount
Class A – Basic EPS:						
Income available to Class A stockholders	$36	46,774,968	$0.78	$36	47,749,799	$0.76
Dilutive effect of stock-based awards	0	84,397	—	0	72,245	—
Assumed conversion of Class B shares	1	6,100,800	—	0	6,108,000	—
Class A – Diluted EPS:						
Income available to Class A stockholders on Class A equivalent shares	$37	52,960,165	$0.69	$36	53,930,044	$0.67
Class B – Basic and diluted EPS:						
Income available to Class B stockholders	$0	2,542	$117	$0	2,545	$114

Table of Contents

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 assumed written premiums of the Exchange, as defined by the subscriber’s agreement signed by each policyholder. Management fee revenues and management fee expenses are eliminated upon consolidation.

The shareholders of Indemnity have no rights to the assets of the Exchange and no obligations arising from the liabilities of the Exchange. Indemnity has no obligation related to any underwriting and/or investment losses experienced by the Exchange. Indemnity would, however, be adversely impacted if the Exchange incurred significant underwriting and/or investment losses. If the surplus of the Exchange were to decline significantly from its current level, its financial strength ratings could be reduced and, as a consequence, the Exchange could find it more difficult to retain its existing business and attract new business. A decline in the business of the Exchange would have an adverse effect on the amount of the management fees Indemnity receives. In addition, a decline in the surplus of the Exchange from its current level may impact the management fee rate received by Indemnity. Indemnity also has an exposure to a concentration of credit risk related to the unsecured receivables due from the Exchange for its management fee. If any of these events occurred, Indemnity’s financial position, financial performance and/or cash flows could be adversely impacted.

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

Indemnity has not provided financial or other support to the Exchange for any the reporting periods presented. At March 31, 2013, 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.

Table of Contents

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, 2012 as filed with the Securities and Exchange Commission on February 26, 2013. 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 upon consolidation, is calculated as a percentage not to exceed 25% of all the direct premiums written by the Exchange and the other members of the Property and Casualty Group, which are assumed by the Exchange under an intercompany pooling arrangement. The Property and Casualty Group issues policies with annual terms only. Management fees are recorded upon policy issuance or renewal, as substantially all of the services required to be performed by Indemnity have been satisfied at that time. Certain activities are performed and related costs are incurred by us subsequent to policy issuance in connection with the services provided to the Exchange; however, these activities are inconsequential and perfunctory. Although these management fee revenues and expenses are eliminated upon consolidation, the amount of the fee directly impacts the allocation of our consolidated net income between the noncontrolling interest, which bears the management fee expense and represents the interests of the Exchange subscribers (policyholders), and Indemnity’s interest, which earns the management fee revenue and represents the Indemnity shareholder interest in net income.

Property and casualty insurance operations
Our property and casualty insurance operations segment includes personal and commercial lines. Personal lines consist primarily of 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 first quarters of 2013 and 2012, investment activities on life insurance related assets generated revenues of $26 million and $24 million, respectively, resulting in EFL reporting income before income taxes of $11 million and $9 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.

Table of Contents

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

(in millions)	Erie Insurance Group Three months ended March 31, 2013					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		$1,156	$19		$0	$ 1,175
Net investment income				$106	(3)	103
Net realized investment gains				249		249
Net impairment losses recognized in earnings				0		0
Equity in earnings of limited partnerships				36		36
Management fee revenue	$296				(296)	—
Service agreement and other revenue	7		1			8
Total revenues	303	1,156	20	391	(299)	1,571
Cost of management operations	254				(254)	—
Insurance losses and loss expenses		817	26		(1)	842
Policy acquisition and underwriting expenses		328	9		(44)	293
Total benefits and expenses	254	1,145	35	—	(299)	1,135
Income (loss) before income taxes	49	11	(15)	391	—	436
Provision for income taxes	17	4	(5)	130	—	146
Net income (loss)	$32	$7	$(10)	$261	—	$ 290

(in millions)	Erie Insurance Group Three months ended March 31, 2012					
	Management operations	Property and casualty insurance operations	Life insurance operations	Investment operations	Eliminations	Consolidated
Premiums earned/life policy revenue		$1,069	$18		$0	$ 1,087
Net investment income				$111	(3)	108
Net realized investment gains				296		296
Net impairment losses recognized in earnings				0		0
Equity in earnings of limited partnerships				21		21
Management fee revenue	$269				(269)	—
Service agreement and other revenue	7		1			8
Total revenues	276	1,069	19	428	(272)	1,520
Cost of management operations	230				(230)	—
Insurance losses and loss expenses		692	25		(1)	716

Policy acquisition and underwriting expense		302	9		(41)	270
Total benefits and expenses	230	994	34	—	(272)	986
Income (loss) before income taxes	46	75	(15)	428	—	534
Provision for income taxes	16	26	(5)	143	—	180
Net income (loss)	$30	$49	$(10)	$285	$—	$ 354

Table of Contents

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.

Table of Contents

The following table represents our consolidated fair value measurements on a recurring basis by asset class and level of input at March 31, 2013:

	Erie Insurance Group March 31, 2013 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
Indemnity				
Available-for-sale securities:				
States & political subdivisions	$176	$0	$176	$0
Corporate debt securities	243	0	242	1
Collateralized debt obligations	2	0	0	2
Total fixed maturities	421	0	418	3
Nonredeemable preferred stock	23	2	21	0
Common stock	26	26	0	0
Total available-for-sale securities	470	28	439	3
Other investments (1)	20	0	0	20
Total – Indemnity	$490	$28	$439	$23
Exchange				
Available-for-sale securities:				
U.S. government & agencies	$185	$0	$185	$0
States & political subdivisions	1,299	0	1,299	0
Foreign government securities	29	0	29	0
Corporate debt securities	5,974	0	5,916	58
Residential mortgage-backed securities	234	0	234	0
Commercial mortgage-backed securities	56	0	51	5
Collateralized debt obligations	46	0	32	14
Other debt securities	68	0	68	0
Total fixed maturities	7,891	0	7,814	77
Nonredeemable preferred stock	631	236	383	12
Common stock	312	312	0	0
Total available-for-sale securities	8,834	548	8,197	89
Trading securities:				
Common stock	2,662	2,655	0	7
Total trading securities	2,662	2,655	0	7
Other investments (1)	112	0	0	112
Total – Exchange	$11,608	$3,203	$8,197	$208
Total – Erie Insurance Group	$12,098	$3,231	$8,636	$231

(1) Other investments measured at fair value represent four real estate funds included on the balance sheet as limited partnership investments that are reported under the fair value option. These investments can never be redeemed with the funds. Instead, distributions are received when liquidation of the underlying assets of the funds occur. It is estimated that the underlying assets will generally be liquidated between 5 and 10 years from the inception of the funds. The fair value of these investments is based on the net asset value (NAV) information provided by the

general partner. Fair value is based on our proportionate share of the NAV based on the most recent partners' capital statements received from the general partners, which is generally one quarter prior to our balance sheet date. These values are then analyzed to determine if they represent the NAV at our balance sheet date, with adjustment being made where appropriate. We consider observable market data and perform a review validating the appropriateness of the NAV at each balance sheet date. It is likely that all of the investments will be redeemed at a future date for an amount different than the NAV of our ownership interest in partners' capital as of March 31, 2013. During the quarter ended March 31, 2013, Indemnity made no contributions and received no distributions, and the Exchange made no contributions and received distributions totaling $0.8 million for these investments. As of March 31, 2013, the amount of unfunded commitments related to the investments was $1.5 million for Indemnity and $4.5 million for the Exchange.

Table of Contents

Level 3 Assets – Quarterly Change:

(in millions)	Erie Insurance Group Beginning balance at December 31, 2012	Included in earnings (1)	Included in other comprehensive income	Purchases	Sales	Transfers in and (out) of Level 3 (2)	Ending balance at March 31, 2013
Indemnity							
Available-for-sale securities:							
Corporate debt securities	$1	$0	$ 0	$ 0	$0	$0	$1
Collateralized debt obligations	3	0	0	0	(1)	0	2
Total fixed maturities	4	0	0	0	(1)	0	3
Total available-for-sale securities	4	0	0	0	(1)	0	3
Other investments	19	1	0	0	0	0	20
Total Level 3 assets – Indemnity	$23	$1	$ 0	$ 0	$(1)	$0	$23
Exchange							
Available-for-sale securities:							
Corporate debt securities	$43	$0	$ 1	$ 0	$(1)	$15	$58
Commercial mortgage-backed securities	0	0	0	0	0	5	5
Collateralized debt obligations	16	1	1	0	(5)	1	14
Total fixed maturities	59	1	2	0	(6)	21	77
Nonredeemable preferred stock	0	0	3	4	0	5	12
Total available-for-sale securities	59	1	5	4	(6)	26	89
Trading securities:							
Common stock	15	(3)	0	0	(5)	0	7
Total trading securities	15	(3)	0	0	(5)	0	7
Other investments	109	4	0	0	(1)	0	112
Total Level 3 assets – Exchange	$183	$2	$ 5	$ 4	$(12)	$26	$208
Total Level 3 assets – Erie Insurance Group	$206	$3	$ 5	$ 4	$(13)	$26	$231

(1) These amounts are reported in the Consolidated Statement of Operations. There is $2 million of losses included in net realized investment gains (losses) and $5 million of earnings included in equity in earnings of limited partnerships for the three months ended March 31, 2013 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 Indemnity, there were no Level 1 to Level 2 transfers for the three months ended March 31, 2013. Level 2 to Level 1 transfers totaled $1 million, due to trading activity levels related to one preferred stock holding, and there were no transfers between Levels 2 and 3.

For the Exchange, Level 1 to Level 2 transfers totaled $6 million and Level 2 to Level 1 transfers totaled $51 million due to trading activity levels related to one preferred stock holding and five preferred stock holdings, respectively, for the three months ended March 31, 2013. Level 2 to Level 3 transfers totaled $39 million related to seven fixed maturity holdings and one preferred stock holding. Level 3 to Level 2 transfers totaled $13 million for one fixed maturity holding. These transfers in and out of Level 3 were primarily the result of using non-binding and binding broker quotes, respectively, to determine the fair value at March 31, 2013.

Table of Contents

Quantitative and Qualitative Disclosures about Unobservable Inputs

(dollars in millions)	Erie Insurance Group March 31, 2013 Fair value	No. of holdings	Valuation techniques	Unobservable input	Range	Weighted average
Indemnity						
Corporate debt securities	$1	1	Market approach	Non-binding broker quote	114.84	
Collateralized debt obligations	2	2	Income approach	Projected maturity date	Sep 2014	
				Repayment at maturity	42 - 100%	81.7%
				Discount rate	7.5 - 15.0%	9.9%
				Projected LIBOR rate	0.29%	
Total Level 3 assets – Indemnity	$3	3				
Exchange						
Corporate debt securities	58	11	Market approach	Non-binding broker quote	101.5 - 115.50	108.62
				Comparable transaction EBITDA multiples	6.7 - 17.1x	8.0x
				Comparable security yield	6.00%	
Commercial mortgage-backed securities	5	1	Market approach	Non-binding broker quote	102.63	
Collateralized debt obligations	11	4	Income approach	Projected maturity date	Sep 2014 - Oct 2035	
				Repayment at maturity	42 - 100%	88.1%
				Discount rate	7.0 - 15.0%	8.9%
				Projected LIBOR rate	0.29%	
	3	3	Market approach	Non-binding broker quote	15 - 64	51.6
Nonredeemable preferred stock	12	2	Market approach	Non-binding broker quote	104.00	
				Comparable transaction EBITDA multiples	6.7 - 17.1x	8.0x
Common stock	7	3	Market approach	Comparable transaction EBITDA multiples	6.7 - 17.1x	8.0x
				Discount for lack of marketability	5 - 30%	30%
Total Level 3 assets – Exchange	$96	24				
Total Level 3 assets – Erie Insurance Group	$99	27				

Securities valued using unobservable inputs shown above totaled $99 million at March 31, 2013. Other investments representing certain limited partnerships recorded at fair value of $132 million are also included in Level 3 within our consolidated fair value measurements. These values are based upon net asset value (NAV) information provided by the general partner. In total, Level 3 assets represent less than 1.9% of the assets measured at fair value on a recurring basis for 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.

Corporate debt securities, Commercial mortgage-backed securities and Nonredeemable preferred stock – When a non-binding broker quote was the only input available, it was considered unobservable.

Table of Contents

Corporate debt securities – The unobservable input used in the fair value measurement of certain corporate 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, Nonredeemable preferred stock and Corporate debt securities – The unobservable inputs used in the fair value measurement of direct private equity common stock investments, certain corporate debt securities and certain nonredeemable preferred 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.

Table of Contents

The following table represents our consolidated fair value measurements on a recurring basis by asset class and level of input at December 31, 2012:

	Erie Insurance Group December 31, 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
Indemnity				
Available-for-sale securities:				
States & political subdivisions	$185	$ 0	$185	$0
Corporate debt securities	261	0	260	1
Commercial mortgage-backed securities	3	0	3	0
Collateralized debt obligations	3	0	0	3
Total fixed maturities	452	0	448	4
Nonredeemable preferred stock	29	4	25	0
Common stock	26	26	0	0
Total available-for-sale securities	507	30	473	4
Other investments (1)	19	0	0	19
Total – Indemnity	$526	$ 30	$473	$ 23
Exchange				
Available-for-sale securities:				
U.S. government & agencies	$191	$ 0	$191	$0
States & political subdivisions	1,321	0	1,321	0
Foreign government securities	16	0	16	0
Corporate debt securities	5,777	0	5,734	43
Residential mortgage-backed securities	231	0	231	0
Commercial mortgage-backed securities	67	0	67	0
Collateralized debt obligations	49	0	33	16
Other debt securities	55	0	55	0
Total fixed maturities	7,707	0	7,648	59
Nonredeemable preferred stock	631	199	432	0
Common stock	314	314	0	0
Total available-for-sale securities	8,652	513	8,080	59
Trading securities:				
Common stock	2,417	2,402	0	15
Total trading securities	2,417	2,402	0	15
Other investments (1)	109	0	0	109
Total – Exchange	$11,178	$ 2,915	$8,080	$ 183
Total – Erie Insurance Group	$11,704	$ 2,945	$8,553	$ 206

(1) Other investments measured at fair value represent four real estate funds included on the balance sheet as limited partnership investments that are reported under the fair value option. These investments can never be redeemed with the funds. Instead, distributions are received when liquidation of the underlying assets of the funds occur. It is estimated that the underlying assets will generally be liquidated between 5 and 10 years from the inception of the funds. The fair value of these investments is based on the net asset value (NAV) information provided by the general partner. Fair value is based on our proportionate share of the NAV based on the most recent partners' capital

statements received from the general partners, which is generally one quarter prior to our balance sheet date. These values are then analyzed to determine if they represent the NAV at our balance sheet date, with adjustment being made where appropriate. We consider observable market data and perform a review validating the appropriateness of the NAV at each balance sheet date. It is likely that all of the investments will be redeemed at a future date for an amount different than the NAV of our ownership interest in partners' capital as of December 31, 2012. During the year ended December 31, 2012, Indemnity made contributions totaling $0.2 million and received distributions totaling $0.3 million, and the Exchange made contributions totaling $0.7 million and received distributions totaling $4.7 million for these investments. As of December 31, 2012, the amount of unfunded commitments related to the investments was $1.5 million for Indemnity and $4.5 million for the Exchange.

Table of Contents

Level 3 Assets – Quarterly 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 March 31, 2012
Indemnity							
Available-for-sale securities:							
Corporate debt securities	$0	$ 0	$ 0	$ 0	$0	$ 1	$1
Collateralized debt obligations	4	0	0	0	0	0	4
Total fixed maturities	4	0	0	0	0	1	5
Total available-for-sale securities	4	0	0	0	0	1	5
Other investments (3)	17	0	0	0	0	0	17
Total Level 3 assets – Indemnity	$21	$ 0	$ 0	$ 0	$0	$ 1	$22
Exchange							
Available-for-sale securities:							
States & political subdivisions	$4	$ 0	$ 1	$ 0	$0	$ 0	$5
Corporate debt securities	12	0	0	0	0	14	26
Collateralized debt obligations	29	0	0	0	(4)	2	27
Other debt securities	5	0	0	0	0	0	5
Total fixed maturities	50	0	1	0	(4)	16	63
Nonredeemable preferred stock	5	0	1	0	0	0	6
Total available-for-sale securities	55	0	2	0	(4)	16	69
Trading securities:							
Common stock	12	2	0	0	0	0	14
Total trading securities	12	2	0	0	0	0	14
Other investments (3)	102	1	0	1	(1)	0	103
Total Level 3 assets – Exchange	$169	$ 3	$ 2	$ 1	$(5)	$ 16	$186
Total Level 3 assets – Erie Insurance Group	$190	$ 3	$ 2	$ 1	$(5)	$ 17	$208

(1) These amounts are reported in the Consolidated Statement of Operations. There is $2 million of earnings included in net realized investment gains (losses) and $1 million of earnings included in equity in earnings of limited partnerships for the three months ended March 31, 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.

(3) The other investments reported as Level 3 assets represent four real estate funds which were previously presented with our limited partnerships reported under the equity method of accounting and therefore were not included in our fair value measurements table. This table has been adjusted to reflect the appropriate fair value of these assets during the first quarter of 2012.

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

For Indemnity, there were no transfers between Levels 1 and 2 for the three months ended March 31, 2012. Level 2 to Level 3 transfers totaled $1 million related to one fixed maturity holding, primarily as the result of using non-binding broker quotes to determine the fair value at March 31, 2012, and there were no Level 3 to Level 2 transfers.

For the Exchange, there were no transfers between Levels 1 and 2 for the three months ended March 31, 2012. Level 2 to Level 3 transfers totaled $16 million related to five fixed maturity holdings, primarily as the result of using non-binding broker quotes to determine the fair value at March 31, 2012, and there were no Level 3 to Level 2 transfers.

Table of Contents

The following table sets forth our consolidated fair value measurements on a recurring basis by pricing source at March 31, 2013:

(in millions)	Erie Insurance Group March 31, 2013			
	Total	Level 1	Level 2	Level 3
Indemnity				
Fixed maturities:				
Priced via pricing services	$404	$0	$404	$0
Priced via market comparables/non-binding broker quotes [1]	15	0	14	1
Priced via unobservable inputs	2	0	0	2
Total fixed maturities	421	0	418	3
Nonredeemable preferred stock:				
Priced via pricing services	21	2	19	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	23	2	21	0
Common stock:				
Priced via pricing services	26	26	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	26	26	0	0
Other investments:				
Priced via unobservable inputs [2]	20	0	0	20
Total other investments	20	0	0	20
Total – Indemnity	$490	$28	$439	$23
Exchange				
Fixed maturities:				
Priced via pricing services	$7,724	$0	$7,724	$0
Priced via market comparables/non-binding broker quotes [1]	147	0	90	57
Priced via unobservable inputs	20	0	0	20
Total fixed maturities	7,891	0	7,814	77
Nonredeemable preferred stock:				
Priced via pricing services	604	236	368	0
Priced via market comparables/non-binding broker quotes [1]	20	0	15	5
Priced via unobservable inputs	7	0	0	7
Total nonredeemable preferred stock	631	236	383	12
Common stock:				
Priced via pricing services	2,967	2,967	0	0
Priced via market comparables/non-binding broker quotes [1]	0	0	0	0
Priced via unobservable inputs	7	0	0	7
Total common stock	2,974	2,967	0	7
Other investments:				
Priced via unobservable inputs [2]	112	0	0	112
Total other investments	112	0	0	112
Total – Exchange	$11,608	$3,203	$8,197	$208
Total – Erie Insurance Group	$12,098	$3,231	$8,636	$231

(1)

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

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

There were no assets measured at fair value on a nonrecurring basis during the three months ended March 31, 2013.

Table of Contents

Note 7. Investments

The following table summarizes the cost and fair value of our available-for-sale securities at March 31, 2013:

(in millions)	Erie Insurance Group March 31, 2013 Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Available-for-sale securities:				
States & political subdivisions	$164	$ 12	$ 0	$176
Corporate debt securities	240	3	0	243
Collateralized debt obligations	2	0	0	2
Total fixed maturities	406	15	0	421
Nonredeemable preferred stock	21	2	0	23
Common stock	26	0	0	26
Total available-for-sale securities – Indemnity	$453	$ 17	$ 0	$470
Exchange				
Available-for-sale securities:				
U.S. government & agencies	$185	$ 1	$ 1	$185
States & political subdivisions	1,204	96	1	1,299
Foreign government securities	28	1	0	29
Corporate debt securities	5,442	538	6	5,974
Residential mortgage-backed securities	229	6	1	234
Commercial mortgage-backed securities	52	4	0	56
Collateralized debt obligations	39	7	0	46
Other debt securities	63	5	0	68
Total fixed maturities	7,242	658	9	7,891
Nonredeemable preferred stock	541	91	1	631
Common stock	316	0	4	312
Total available-for-sale securities – Exchange	$8,099	$ 749	$ 14	$8,834
Total available-for-sale securities – Erie Insurance Group	$8,552	$ 766	$ 14	$9,304

Table of Contents

The following table summarizes the cost and fair value of our available-for-sale securities at December 31, 2012:

(in millions)	Erie Insurance Group December 31, 2012 Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Indemnity				
Available-for-sale securities:				
States & political subdivisions	$172	$ 13	$ 0	$185
Corporate debt securities	259	2	0	261
Commercial mortgage-backed securities	3	0	0	3
Collateralized debt obligations	3	0	0	3
Total fixed maturities	437	15	0	452
Nonredeemable preferred stock	28	2	1	29
Common stock	26	0	0	26
Total available-for-sale securities – Indemnity	$491	$ 17	$ 1	$507
Exchange				
Available-for-sale securities:				
U.S. government & agencies	$190	$ 2	$ 1	$191
States & political subdivisions	1,218	103	0	1,321
Foreign government securities	15	1	0	16
Corporate debt securities	5,211	569	3	5,777
Residential mortgage-backed securities	226	6	1	231
Commercial mortgage-backed securities	62	5	0	67
Collateralized debt obligations	43	6	0	49
Other debt securities	51	4	0	55
Total fixed maturities	7,016	696	5	7,707
Nonredeemable preferred stock	555	77	1	631
Common stock	316	0	2	314
Total available-for-sale securities – Exchange	$7,887	$ 773	$ 8	$8,652
Total available-for-sale securities – Erie Insurance Group	$8,378	$ 790	$ 9	$9,159

The amortized cost and estimated fair value of fixed maturities at March 31, 2013 are shown below by remaining contractual term to maturity. Mortgage-backed securities are allocated based upon their stated maturity dates. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in millions)	Erie Insurance Group March 31, 2013 Amortized cost	Estimated fair value
Indemnity		
Due in one year or less	$144	$145
Due after one year through five years	170	175
Due after five years through ten years	34	36
Due after ten years	58	65
Total fixed maturities – Indemnity	$406	$421

Exchange		
Due in one year or less	538	548
Due after one year through five years	2,570	2,762
Due after five years through ten years	2,753	3,068
Due after ten years	1,381	1,513
Total fixed maturities – Exchange	$7,242	$7,891
Total fixed maturities – Erie Insurance Group	$7,648	$8,312

Table of Contents

Available-for-sale securities in a gross unrealized loss position at March 31, 2013 are as follows. Data is provided by length of time for securities in a gross unrealized loss position.

	Erie Insurance Group March 31, 2013						
(dollars in millions)	Less than 12 months		12 months or longer		Total		
Indemnity	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses	No. of holdings
Available-for-sale securities:							
Corporate debt securities	$55	$0	$0	$0	$55	$0	11
Total fixed maturities	55	0	0	0	55	0	11
Nonredeemable preferred stock	3	0	3	0	6	0	2
Common stock	$26	$0	$0	$0	$26	$0	2
Total available-for-sale securities – Indemnity	$84	$0	$3	$0	$87	$0	15
Quality breakdown of fixed maturities:							
Investment grade	$45	$0	$0	$0	$45	$0	9
Non-investment grade	10	0	0	0	10	0	2
Total fixed maturities – Indemnity	$55	$0	$0	$0	$55	$0	11
Exchange							
Available-for-sale securities:							
U.S. government & agencies	$84	$1	$0	$0	$84	$1	7
States & political subdivisions	72	1	0	0	72	1	24
Foreign government securities	13	0	0	0	13	0	2
Corporate debt securities	344	6	1	0	345	6	58
Residential mortgage-backed securities	71	1	0	0	71	1	12
Commercial mortgage-backed securities	5	0	0	0	5	0	1
Collateralized debt obligations	0	0	21	0	21	0	1
Other debt securities	11	0	0	0	11	0	2
Total fixed maturities	600	9	22	0	622	9	107
Nonredeemable preferred stock	8	0	21	1	29	1	5
Common stock	$312	$4	$0	$0	$312	$4	3
Total available-for-sale securities – Exchange	$920	$13	$43	$1	$963	$14	115
Quality breakdown of fixed maturities:							
Investment grade	$597	$9	$22	$0	$619	$9	105
Non-investment grade	3	0	0	0	3	0	2
Total fixed maturities – Exchange	$600	$9	$22	$0	$622	$9	107

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.

Table of Contents

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

	Erie Insurance Group December 31, 2012						
(dollars in millions)	Less than 12 months		12 months or longer		Total		
Indemnity	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses	No. of holdings
Available-for-sale securities:							
Corporate debt securities	$59	$0	$0	$0	$59	$0	12
Commercial mortgage-backed securities	0	0	3	0	3	0	1
Total fixed maturities	59	0	3	0	62	0	13
Nonredeemable preferred stock	7	0	3	1	10	1	4
Common stock	26	0	0	0	26	0	2
Total available-for-sale securities – Indemnity	$92	$0	$6	$1	$98	$1	19
Quality breakdown of fixed maturities:							
Investment grade	$55	$0	$3	$0	$58	$0	12
Non-investment grade	4	0	0	0	4	0	1
Total fixed maturities – Indemnity	$59	$0	$3	$0	$62	$0	13
Exchange							
Available-for-sale securities:							
U.S. government & agencies	$80	$1	$0	$0	$80	$1	7
States & political subdivisions	23	0	0	0	23	0	11
Corporate debt securities	152	3	9	0	161	3	31
Residential mortgage-backed securities	56	1	0	0	56	1	9
Collateralized debt obligations	0	0	21	0	21	0	1
Other debt securities	5	0	0	0	5	0	2
Total fixed maturities	316	5	30	0	346	5	61
Nonredeemable preferred stock	64	0	18	1	82	1	13
Common stock	314	2	0	0	314	2	3
Total available-for-sale securities – Exchange	$694	$7	$48	$1	$742	$8	77
Quality breakdown of fixed maturities:							
Investment grade	$296	$4	$24	$0	$320	$4	53
Non-investment grade	20	1	6	0	26	1	8
Total fixed maturities – Exchange	$316	$5	$30	$0	$346	$5	61

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.

Table of Contents

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 March 31,	
	2013	2012
Indemnity		
Fixed maturities	$3	$3
Equity securities	1	1
Cash equivalents and other	0	0
Total investment income	4	4
Less: investment expenses	0	0
Investment income, net of expenses – Indemnity	$4	$4
Exchange		
Fixed maturities	$83	$90
Equity securities	24	22
Cash equivalents and other	0	1
Total investment income	107	113
Less: investment expenses	8	9
Investment income, net of expenses – Exchange	$99	$104
Investment income, net of expenses – Erie Insurance Group	$103	$108

Table of Contents

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

(in millions)	Erie Insurance Group Three months ended March 31, 2013	2012
Indemnity		
Available-for-sale securities:		
Fixed maturities:		
Gross realized gains	$0	$0
Gross realized losses	0	0
Net realized gains	0	0
Equity securities:		
Gross realized gains	0	0
Gross realized losses	0	0
Net realized gains	0	0
Trading securities:		
Common stock:		
Gross realized gains	0	1
Gross realized losses	0	0
Increases in fair value[1]	0	2
Net realized gains	0	3
Net realized investment gains – Indemnity	$0	$3
Exchange		
Available-for-sale securities:		
Fixed maturities:		
Gross realized gains	$15	$9
Gross realized losses	(2)	(3)
Net realized gains	13	6
Equity securities:		
Gross realized gains	2	1
Gross realized losses	0	0
Net realized gains	2	1
Trading securities:		
Common stock:		
Gross realized gains	102	41
Gross realized losses	(12)	(12)
Increases in fair value[1]	144	257
Net realized gains	234	286
Net realized investment gains – Exchange	$249	$293
Net realized investment gains – Erie Insurance Group	$249	$296

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

Table of Contents

There were no impairment losses for Indemnity in the first quarter of 2013 and 2012. The Exchange recorded impairment losses of $0.4 million in the first quarter of 2013, compared to $0.1 million for the first quarter of 2012.

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

Limited partnerships

Limited partnership investments, excluding certain real estate limited partnerships recorded at fair value, are generally reported on a one-quarter lag, therefore our year-to-date limited partnership results through March 31, 2013 are comprised of partnership financial results for the fourth quarter of 2012. Given the lag in reporting, our limited partnership results do not reflect the market conditions of the first quarter of 2013. Cash contributions made to and distributions received from the partnerships are recorded in the period in which the transaction occurs.

We have provided summarized financial information in the following table for the three months ended March 31, 2013 and for the year ended December 31, 2012. 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.

Table of Contents

As these investments are generally reported on a one-quarter lag, our limited partnership results through March 31, 2013 include partnership financial results for the fourth quarter of 2012.

	Erie Insurance Group As of and for the three months ended March 31, 2013			
(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	$55	$(4)	$3
Greater than or equal to 10% but less than 50%	3	13	0	0
Greater than 50%	0	0	0	0
Total private equity	29	68	(4)	3
Mezzanine debt:				
Less than 10%	11	16	0	0
Greater than or equal to 10% but less than 50%	3	8	(1)	2
Greater than 50%	1	0	0	0
Total mezzanine debt	15	24	(1)	2
Real estate:				
Less than 10%	12	52	0	0
Greater than or equal to 10% but less than 50%	3	14	0	1
Greater than 50%	3	9	2	0
Total real estate	18	75	2	1
Total limited partnerships – Indemnity	62	$167	$(3)	$6
Exchange				
Private equity:				
Less than 10%	43	$418	$(18)	$27
Greater than or equal to 10% but less than 50%	3	58	1	0
Greater than 50%	0	0	0	0
Total private equity	46	476	(17)	27
Mezzanine debt:				
Less than 10%	18	124	0	4
Greater than or equal to 10% but less than 50%	4	24	(3)	5
Greater than 50%	3	37	1	0
Total mezzanine debt	25	185	(2)	9
Real estate:				
Less than 10%	21	234	(6)	12
Greater than or equal to 10% but less than 50%	6	78	1	4
Greater than 50%	3	31	5	0
Total real estate	30	343	0	16
Total limited partnerships – Exchange	101	$1,004	$(19)	$52
Total limited partnerships – Erie Insurance Group		$1,171	$(22)	$58

Per the limited partnership financial statements, total partnership assets were $51 billion and total partnership liabilities were $5 billion at March 31, 2013 (as recorded in the December 31, 2012 limited partnership financial statements). For the three month period comparable to that presented in the preceding table (fourth quarter of 2012), total partnership valuation adjustment losses were $1 billion and total partnership net income was $2 billion.

Table of Contents

As these investments are generally reported on a one-quarter lag, our limited partnership results through December 31, 2012 include partnership financial results for the fourth quarter of 2011 and the first three quarters of 2012.

	Erie Insurance Group As of and for the year ended December 31, 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	$60	$(3)	$6
Greater than or equal to 10% but less than 50%	3	13	4	0
Greater than 50%	0	0	0	0
Total private equity	29	73	1	6
Mezzanine debt:				
Less than 10%	11	18	(2)	5
Greater than or equal to 10% but less than 50%	3	9	0	2
Greater than 50%	1	0	1	(1)
Total mezzanine debt	15	27	(1)	6
Real estate:				
Less than 10%	12	55	4	(3)
Greater than or equal to 10% but less than 50%	3	16	(1)	1
Greater than 50%	3	9	2	0
Total real estate	18	80	5	(2)
Total limited partnerships – Indemnity	62	$180	$5	$10
Exchange				
Private equity:				
Less than 10%	42	$424	$22	$24
Greater than or equal to 10% but less than 50%	3	58	16	(1)
Greater than 50%	0	0	0	0
Total private equity	45	482	38	23
Mezzanine debt:				
Less than 10%	18	132	(5)	29
Greater than or equal to 10% but less than 50%	4	27	1	4
Greater than 50%	3	37	(2)	5
Total mezzanine debt	25	196	(6)	38
Real estate:				
Less than 10%	22	274	(7)	26
Greater than or equal to 10% but less than 50%	5	52	(4)	3
Greater than 50%	3	33	6	(1)
Total real estate	30	359	(5)	28
Total limited partnerships – Exchange	100	$1,037	$27	$89
Total limited partnerships – Erie Insurance Group		$1,217	$32	$99

Per the limited partnership financial statements, total partnership assets were $53 billion and total partnership liabilities were $6 billion at December 31, 2012 (as recorded in the September 30, 2012 limited partnership financial statements). For the twelve month period comparable to that presented in the preceding table (fourth quarter of 2011 and first three quarters of 2012), total partnership valuation adjustment gains were $2 billion and total partnership net income was $5 billion.

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

Table of Contents

Note 8. Bank Line of Credit

As of March 31, 2013, 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 March 31, 2013. Bonds with a fair value of $110 million were pledged as collateral on the line at March 31, 2013.

As of March 31, 2013, 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 March 31, 2013. Bonds with a fair value of $326 million were pledged as collateral on the line at March 31, 2013.

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 March 31, 2013. 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 March 31, 2013.

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 March 31, 2013, we recorded a net deferred tax liability of $371 million on our Consolidated Statements of Financial Position. Of this amount, $39 million is a net deferred tax asset attributable to Indemnity and $410 million is a net deferred tax liability attributable to the Exchange. There was no deferred tax valuation allowance recorded at March 31, 2013. Our effective tax rate is calculated after consideration of permanent differences related to our investment revenues. Given that these amounts represent over 98% of the total permanent differences, the effective tax rate is approximately 35% for both Indemnity and the Exchange when the investment related permanent differences are excluded.

Note 10. Postretirement Benefits

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 cost of our pension plans are as follows:

	Erie Insurance Group	
(in millions)	Three months ended March 31,	
	2013	2012
Service cost for benefits earned	$7	$5

Interest cost on benefits obligation	6	6
Expected return on plan assets	(8)	(7)
Prior service cost amortization	0	0
Net actuarial loss amortization	4	3
Pension plan cost	$9	$7

30

Table of Contents

Note 11. Indemnity Capital Stock

Class A and B common stock
Holders of Class B shares may, at their option, convert their shares into Class A shares at the rate of 2,400 Class A shares per Class B share. There were no share conversions in the first quarter of 2013. 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 $55 million of repurchase authority remaining under this program at March 31, 2013.

Note 12. Indemnity Accumulated Other Comprehensive Loss

Changes in Indemnity's accumulated other comprehensive loss by component attributable to the Indemnity shareholder interest is presented as follows for the three months ended March 31, 2013:

	Indemnity Shareholder Interest		
(in millions)	Unrealized holding gains (losses) on available-for-sale securities	Postretirement plans(2)	Total
Balance at December 31, 2012	$13	$(146)	$(133)
Other comprehensive loss before reclassifications, net of tax	(1)	0	(1)
Amounts reclassified from accumulated other comprehensive loss, net of tax(1)	0	0	0
Net current period other comprehensive loss, net of tax	(1)	0	(1)
Balance at March 31, 2013	$12	$(146)	$(134)

(1) See the following table for details about these reclassifications.
(2) There are no amounts reclassified out of accumulated other comprehensive loss related to postretirement plan items during interim periods.

Amounts reclassified out of accumulated other comprehensive income (loss) and the related affected line item in the Consolidated Statements of Operations where net income is presented are as follows for the three months ended March 31, 2013:

	Erie Insurance Group
	Three months ended March 31, 2013
(in millions)	Amounts reclassified from accumulated other comprehensive income (loss)(1)
Unrealized holding gains (losses) on available-for-sale securities:	
Net realized investment gains	$15
Net impairment losses recognized in earnings	0

Income from operations before income taxes and noncontrolling interest	15
Provision for income taxes	5
Net income	10
Less: Net income attributable to noncontrolling interest in consolidated entity – Exchange	10
Net income attributable to Indemnity	$0
Amortization of postretirement plan items(2):	
Net income attributable to Indemnity	$0
Net income attributable to Indemnity	$0

(1) Positive amounts indicate net income, while negative amounts indicate net loss.
(2) There are no amounts reclassified out of accumulated other comprehensive loss related to postretirement plan items during interim periods.

Table of Contents

Note 13. Indemnity Shareholders' Equity and Noncontrolling Interest

A reconciliation of the beginning and ending balances of Indemnity's shareholders' equity and the noncontrolling interest is presented as follows for the year ended December 31, 2012 and for the three months ended March 31, 2013:

(in millions, except per share data)	Erie Insurance Group Indemnity shareholder interest	Exchange noncontrolling interest	Erie Insurance Group
Balance at December 31, 2011	$781	$5,512	$6,293
Net income	160	459	619
Change in other comprehensive (loss) income, net of tax	(28)	178	150
Net purchase of treasury stock	(69)	—	(69)
Dividends declared:			
Class A $4.25 per share	(200)	—	(200)
Class B $637.50 per share	(2)	—	(2)
Balance at December 31, 2012	$642	$6,149	$6,791
Net income	37	253	290
Change in other comprehensive loss, net of tax	(1)	(21)	(22)
Net purchase of treasury stock	(14)	—	(14)
Dividends declared:			
Class A $0.5925 per share	(28)	—	(28)
Class B $88.875 per share	0	—	0
Balance at March 31, 2013	$636	$6,381	$7,017

Note 14. Commitments and Contingencies

Indemnity has contractual commitments to invest up to $36 million related to its limited partnership investments at March 31, 2013. These commitments are split between private equity securities of $13 million, mezzanine debt securities of $10 million, and real estate activities of $13 million. These commitments will be funded as required by the partnership agreements.

The Exchange, including EFL, has contractual commitments to invest up to $374 million related to its limited partnership investments at March 31, 2013. These commitments are split between private equity securities of $143 million, mezzanine debt securities of $145 million, and real estate activities of $86 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. Legal fees are expensed as incurred. We believe that our accruals for legal proceedings are appropriate and, individually and in the aggregate, are not expected to be material to our consolidated financial condition, operations or cash flows.

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

Table of Contents

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

In August 2012, we were notified that we will be subject to an audit of our compliance with the unclaimed property laws of a number of jurisdictions both within and outside our operating territory. Additionally, EFL has been named in a lawsuit filed by the State Treasurer of West Virginia. The Complaint alleges that EFL has failed to comply with the West Virginia Uniform Unclaimed Property Act.

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

Note 15. Indemnity Supplemental Information

Consolidating Statement of Financial Position

(in millions)	Erie Insurance Group At March 31, 2013 Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	$421	$7,891	$—	$8,312
Equity securities	49	943	—	992
Trading securities, at fair value	0	2,662	—	2,662
Limited partnerships	167	1,004	—	1,171
Other invested assets	1	20	—	21
Total investments	638	12,520	—	13,158
Cash and cash equivalents	41	347	—	388
Premiums receivable from policyholders	—	1,113	—	1,113
Reinsurance recoverable	—	169	—	169
Deferred income tax asset	39	0	—	39
Deferred acquisition costs	—	510	—	510
Other assets	115	299	—	414
Receivables from the Exchange and other affiliates	287	—	(287)	—
Note receivable from EFL	25	—	(25)	—
Total assets	$1,145	$14,958	$(312)	$15,791
Liabilities				
Losses and loss expense reserves	$—	$3,628	$—	$3,628
Life policy and deposit contract reserves	—	1,726	—	1,726
Unearned premiums	—	2,399	—	2,399
Deferred income tax liability	0	410	—	410
Other liabilities	509	414	(312)	611
Total liabilities	509	8,577	(312)	8,774

Shareholders’ equity and noncontrolling interest				
Total Indemnity shareholders’ equity	636	—	—	636
Noncontrolling interest in consolidated entity – Exchange	—	6,381	—	6,381
Total equity	636	6,381	—	7,017
Total liabilities, shareholders’ equity and noncontrolling interest	$ 1,145	$ 14,958	$ (312)	$ 15,791

33

Table of Contents

Consolidating Statement of Financial Position

(in millions)	Erie Insurance Group At December 31, 2012 Indemnity shareholder interest	Exchange noncontrolling interest	Reclassifications and eliminations	Erie Insurance Group
Assets				
Investments				
Available-for-sale securities, at fair value:				
Fixed maturities	$452	$7,707	$—	$8,159
Equity securities	55	945	—	1,000
Trading securities, at fair value	0	2,417	—	2,417
Limited partnerships	180	1,037	—	1,217
Other invested assets	1	20	—	21
Total investments	688	12,126	—	12,814
Cash and cash equivalents	12	388	—	400
Premiums receivable from policyholders	—	1,062	—	1,062
Reinsurance recoverable	—	168	—	168
Deferred income tax asset	37	0	—	37
Deferred acquisition costs	—	504	—	504
Other assets	117	339	—	456
Receivables from the Exchange and other affiliates	281	—	(281)	—
Note receivable from EFL	25	—	(25)	—
Total assets	$1,160	$14,587	$(306)	$15,441
Liabilities				
Losses and loss expense reserves	$—	$3,598	$—	$3,598
Life policy and deposit contract reserves	—	1,708	—	1,708
Unearned premiums	—	2,365	—	2,365
Deferred income tax liability	0	365	—	365
Other liabilities	518	402	(306)	614
Total liabilities	518	8,438	(306)	8,650
Shareholders' equity and noncontrolling interest				
Total Indemnity shareholders' equity	642	—	—	642
Noncontrolling interest in consolidated entity – Exchange	—	6,149	—	6,149
Total equity	642	6,149	—	6,791
Total liabilities, shareholders' equity and noncontrolling interest	$1,160	$14,587	$(306)	$15,441

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

Management fees and expense allocation amounts due from the Exchange were $283 million and $278 million at March 31, 2013 and December 31, 2012, respectively. The receivable from EFL for expense allocations and interest on the surplus note totaled $4 million and $3 million at March 31, 2013 and December 31, 2012, respectively.

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 both of the three month periods ended March 31, 2013 and 2012, Indemnity recognized interest income on the note of $0.4 million.

Table of Contents

Income attributable to Indemnity shareholder interest

(in millions)	Indemnity Shareholder Interest Three months ended March 31,	
	2013	2012
Management operations:		
Management fee revenue, net	$296	$269
Service agreement revenue	7	7
Total revenue from management operations	303	276
Cost of management operations	254	230
Income from management operations before taxes	49	46
Investment operations:		
Net investment income	4	4
Net realized gains on investments	0	3
Net impairment losses recognized in earnings	0	0
Equity in earnings of limited partnerships	3	1
Income from investment operations before taxes	7	8
Income from operations before income taxes	56	54
Provision for income taxes	19	18
Net income attributable to Indemnity	$37	$36

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

(in millions)	Indemnity Shareholder Interest Three months ended March 31,	
	2013	2012
Management fee received	$288	$266
Service agreement fee received	7	7
Net investment income received	5	7
Limited partnership distributions	7	3
Increase in reimbursements collected from affiliates	2	0
Commissions and bonuses paid to agents	(197)	(180)
Salaries and wages paid	(44)	(34)
Pension contribution and employee benefits paid	(22)	(27)
General operating expenses paid	(45)	(33)
Income taxes paid	(2)	0
Net cash (used in) provided by operating activities	(1)	9
Net cash provided by investing activities	45	53
Net cash used in financing activities	(15)	(45)
Net increase in cash and cash equivalents	29	17
Cash and cash equivalents at beginning of period	12	11
Cash and cash equivalents at end of period	$41	$28

Note 16. Subsequent Events

No items were identified in this period subsequent to the financial statement date that required adjustment or disclosure.

Table of Contents

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

The following discussion of financial condition and results of operations highlights significant factors influencing the Erie Insurance Group ("we," "us," "our"). This discussion should be read in conjunction with the historical financial statements and the related notes thereto included in Item 1. "Financial Statements" of this Quarterly Report on Form 10-Q, and with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the year ended December 31, 2012, as contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2013.

INDEX

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.

Table of Contents

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
- dependence upon the service provided by Indemnity.

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

RECENT ACCOUNTING 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.

Table of Contents

OPERATING OVERVIEW

Overview

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

The Exchange is a reciprocal insurance exchange organized under Article X of Pennsylvania's Insurance Company Law of 1921 under which individuals, partnerships and corporations are authorized to exchange reciprocal or inter-insurance contracts with each other, or with individuals, partnerships, and corporations of other states and countries, providing indemnity among themselves from any loss which may be insured against under any provision of the insurance laws except life insurance. Each applicant for insurance to the Exchange signs a subscriber's agreement, which contains an appointment of Indemnity as their attorney-in-fact to transact 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 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;
- net investment income and results on investments that belong to Indemnity; and
- other income and expenses, including income taxes, that are the responsibility of Indemnity.

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

- a 100% interest in the net underwriting results of the property and casualty insurance operations;
- a 100% interest in the net earnings of EFL's life insurance operations;

- net investment income and results on investments that belong to the Exchange and its subsidiaries; and
- other income and expenses, including income taxes, that are the responsibility of the Exchange and its subsidiaries.

Table of Contents

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

The following table represents a breakdown of the composition of the income attributable to 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 March 31,			Three months ended March 31,		Three months ended March 31,		Three months ended March 31,	
	Percent	2013	2012	Percent	2013	2012	2013	2012	2013	2012
Management operations:										
Management fee revenue, net	100 %	$ 296	$ 269		$—	$—	$ (296)	$ (269)	$—	$—
Service agreement revenue	100 %	7	7		—	—	—	—	7	7
Total revenue from management operations		303	276		—	—	(296)	(269)	7	7
Cost of management operations	100 %	254	230		—	—	(254)	(230)	—	—
Income from management operations before taxes		49	46		—	—	(42)	(39)	7	7
Property and casualty insurance operations:										
Net premiums earned		—	—	100 %	1,156	1,069	—	—	1,156	1,069
Losses and loss expenses		—	—	100 %	817	692	(1)	(1)	816	691
Policy acquisition and underwriting expenses		—	—	100 %	328	302	(44)	(41)	284	261
Income from property and casualty insurance operations before taxes		—	—		11	75	45	42	56	117
Life insurance operations:(1)										
Total revenue		—	—	100 %	46	43	0	0	46	43
Total benefits and expenses		—	—	100 %	35	34	0	0	35	34
Income from life insurance operations before taxes		—	—		11	9	0	0	11	9
Investment operations:										
Net investment income		4	4		79	83	(3)	(3)	80	84
Net realized gains on investments		0	3		246	293	—	—	246	296
Net impairment losses recognized in earnings		0	0		0	0	—	—	0	0
		3	1		33	20	—	—	36	21

Equity in earnings of limited partnerships								
Income from investment operations before taxes	7	8	358	396	(3)	(3)	362	401
Income from operations before income taxes and noncontrolling interest	56	54	380	480	—	—	436	534
Provision for income taxes	19	18	127	162	—	—	146	180
Net income	$37	$36	$253	$318	$—	$—	$290	$354

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

Net income in the first quarter of 2013 was primarily impacted by increased losses from our property and casualty insurance operations and lower earnings from our investment operations, compared to the first quarter of