

Abrams David C  
Form SC 13G/A  
February 13, 2009

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

OMB APPROVAL  
OMB Number: 3235-0145  
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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**ERIE INDEMNITY COMPANY**  
(Name of Issuer)

**Class B Common Stock, stated value \$70 per share**  
(Title of Class of Securities)

**29530P201**  
(CUSIP Number)

**December 31, 2008**  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).



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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Abrams Capital, LLC

Pamet Capital Management, L.P.

Pamet Capital Management, LLC

David Abrams

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Abrams Capital, LLC - Delaware

Pamet Capital Management, L.P. - Delaware

Pamet Capital Management, LLC - Delaware

David Abrams - United States

5 Sole Voting Power

Abrams Capital, LLC - 0 shares

Pamet Capital Management, L.P. - 0 shares

Pamet Capital Management, LLC - 0 shares

David Abrams - 0 shares

Number 6 Shared Voting Power

of Shares Abrams Capital, LLC - 0 shares

Beneficially Pamet Capital Management, L.P. - 0 shares

Owned by Pamet Capital Management, LLC - 0 shares

Each David Abrams - 0 shares

Reporting Refer to Item 4 below.

7 Sole Dispositive Power

Person With

Abrams Capital, LLC - 0 shares

Pamet Capital Management, L.P. - 0 shares

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Pamet Capital Management, LLC - 0 shares

David Abrams - 0 shares  
8 Shared Dispositive Power

Abrams Capital, LLC - 0 shares

Pamet Capital Management, L.P. - 0 shares

Pamet Capital Management, LLC - 0 shares

David Abrams - 0 shares

Refer to Item 4 below.

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9 Aggregate Amount Beneficially Owned by Each Reporting Person

Abrams Capital, LLC - 0 shares

Pamet Capital Management, L.P. - 0 shares

Pamet Capital Management, LLC - 0 shares

David Abrams - 0 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

Not applicable.

11 Percent of Class Represented by Amount in Row (9)

Abrams Capital, LLC - 0.0%

Pamet Capital Management, L.P. - 0.0%

Pamet Capital Management, LLC - 0.0%

David Abrams - 0.0%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

Abrams Capital, LLC – OO (Limited Liability Company)

Pamet Capital Management, L.P. – OO (Limited Partnership)

Pamet Capital Management, LLC – OO (Limited Liability Company)

David Abrams – IN

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**Item 1.**

- (a) Name of Issuer  
Erie Indemnity Company
- (b) Address of Issuer's Principal Executive Offices  
100 Erie Insurance Place, Erie, PA 16530

**Item 2.**

- (a) Name of Person Filing  
Abrams Capital, LLC  
  
Pamet Capital Management, L.P.  
  
Pamet Capital Management, LLC  
  
David Abrams
- (b) Address of Principal Business Office or, if none, Residence  
Abrams Capital, LLC  
  
Pamet Capital Management, L.P.  
  
Pamet Capital Management, LLC  
  
David Abrams  
  
c/o Abrams Capital, LLC  
  
222 Berkeley Street, 22nd Floor  
  
Boston, MA 02116
- (c) Citizenship  
Abrams Capital, LLC - Delaware  
  
Pamet Capital Management, L.P. - Delaware  
  
Pamet Capital Management, LLC - Delaware  
  
David Abrams - United States
- (d) Title of Class of Securities  
Class B Common Stock, stated value \$70 per share
- (e) CUSIP Number  
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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

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- (e)
    - o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
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- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned
  - Abrams Capital, LLC - 0 shares
  
  - Pamet Capital Management, L.P. - 0 shares
  
  - Pamet Capital Management, LLC - 0 shares
  
  - David Abrams - 0 shares
- (b) Percent of Class
  - Abrams Capital, LLC - 0.0%
  
  - Pamet Capital Management, L.P. - 0.0%
  
  - Pamet Capital Management, LLC - 0.0%
  
  - David Abrams - 0.0%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote
    - Abrams Capital, LLC - 0 shares
  
    - Pamet Capital Management, L.P. - 0 shares
  
    - Pamet Capital Management, LLC - 0 shares
  - (ii) shared power to vote or to direct the vote
    - Abrams Capital, LLC - 0 shares
  
    - Pamet Capital Management, L.P. - 0 shares
  
    - Pamet Capital Management, LLC - 0 shares
  - (iii) sole power to dispose or to direct the disposition of
    - Abrams Capital, LLC - 0 shares
  
    - Pamet Capital Management, L.P. - 0 shares



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Pamet Capital Management, LLC - 0 shares

(iv) David Abrams - 0 shares  
shared power to dispose or to direct the disposition of

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Abrams Capital, LLC - 0 shares

Pamet Capital Management, L.P. - 0 shares

Pamet Capital Management, LLC - 0 shares

David Abrams - 0 shares

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following X.

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

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

Date: February 13, 2009  
ABRAMS CAPITAL, LLC

By: /s/ David Abrams

David Abrams

Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams

David Abrams

Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,

its General Partner

By: /s/ David Abrams

David Abrams

Managing Member

DAVID ABRAMS

/s/ David Abrams

David Abrams, individually

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Exhibit 1

**JOINT FILING AGREEMENT**

This Joint Filing Agreement, dated as of February 13, 2007, is by and among Abrams Capital, LLC, Pamet Capital Management, L.P., Pamet Capital Management, LLC and David Abrams (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to shares of Class B Common Stock, stated value \$70 per share, of Erie Indemnity Company beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D and/or 13G (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

ABRAMS CAPITAL, LLC

By: /s/ David Abrams

David Abrams

Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams

David Abrams

Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,

its General Partner

By: /s/ David Abrams

David Abrams

Managing Member

DAVID ABRAMS

/s/ David Abrams

David Abrams, individually

