SAFETY INSURANCE GROUP INC
Form 10-Q
November 08, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 000-50070

SAFETY INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**13-4181699**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20 Custom House Street, Boston, Massachusetts 02110

(Address of principal executive offices including zip code)

(617) 951-0600

(Registrant s telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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 o

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of November 3, 2011, there were 15,186,787 shares of common stock with a par value of $0.01 per share outstanding.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except share data)

		September 30, 2011 (Unaudited)		December 31, 2010
Assets				
Investments:				
Securities available for sale:				
Fixed maturities, at fair value (amortized cost: $1,022,546 and $1,030,354)	**$**	**1,073,216**	$	1,063,237
Equity securities, at fair value (cost: $20,215 and $13,704)		**20,079**		14,624
Other invested assets, at cost, which approximates fair value		**7,783**		2,817
Total investments		**1,101,078**		1,080,678
Cash and cash equivalents		**44,266**		40,291
Accounts receivable, net of allowance for doubtful accounts		**164,203**		145,726
Receivable for securities sold		**2,511**		
Accrued investment income		**8,620**		9,471
Taxes recoverable		**9,652**		5,061
Receivable from reinsurers related to paid loss and loss adjustment expenses		**8,432**		4,579
Receivable from reinsurers related to unpaid loss and loss adjustment expenses		**52,579**		53,147
Ceded unearned premiums		**12,634**		12,461
Deferred policy acquisition costs		**59,507**		52,824
Deferred income taxes				3,643
Equity and deposits in pools		**13,949**		19,971
Other assets		**11,766**		11,600
Total assets	**$**	**1,489,197**	$	1,439,452
Liabilities				
Loss and loss adjustment expense reserves	**$**	**398,337**	$	404,391
Unearned premium reserves		**345,165**		306,053
Accounts payable and accrued liabilities		**38,972**		54,239
Payable for securities purchased		**14,668**		
Payable to reinsurers		**10,964**		5,571
Deferred income taxes		**2,381**		
Other liabilities		**23,426**		15,722
Total liabilities		**833,913**		785,976
Commitments and contingencies (Note 7)				
Shareholders equity				
Common stock: $0.01 par value; 30,000,000 shares authorized; 16,915,232 and 16,795,504 shares issued		**169**		168
Additional paid-in capital		**156,079**		151,317
Accumulated other comprehensive income, net of taxes		**32,847**		21,972
Retained earnings		**521,758**		535,545
Treasury stock, at cost: 1,728,645 and 1,727,455 shares		**(55,569)**		(55,526)
Total shareholders equity		**655,284**		653,476
Total liabilities and shareholders equity	**$**	**1,489,197**	$	1,439,452

The accompanying notes are an integral part of these financial statements.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Operations

(Unaudited)

(Dollars in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Net earned premiums	**$ 151,254**	$ 139,190	**$ 444,620**	$ 408,490
Net investment income	**10,081**	10,108	**29,716**	31,757
Net realized gains on investments	**1,844**	363	**2,702**	295
Finance and other service income	**4,856**	4,770	**13,731**	13,642
Total revenue	**168,035**	154,431	**490,769**	454,184
Losses and loss adjustment expenses	**111,545**	88,455	**347,359**	264,905
Underwriting, operating and related expenses	**45,453**	44,229	**132,153**	128,354
Interest expense	**23**	22	**66**	66
Total expenses	**157,021**	132,706	**479,578**	393,325
Income before income taxes	**11,014**	21,725	**11,191**	60,859
Income tax expense	**2,204**	6,258	**2,249**	17,529
Net income	**$ 8,810**	$ 15,467	**$ 8,942**	$ 43,330
Earnings per weighted average common share:				
Basic	**$ 0.58**	$ 1.03	**$ 0.59**	$ 2.87
Diluted	**$ 0.58**	$ 1.03	**$ 0.59**	$ 2.87
Cash dividends paid per common share	**$ 0.50**	$ 0.50	**$ 1.50**	$ 1.30
Number of shares used in computing earnings per share:				
Basic	**15,187,430**	15,018,988	**15,157,762**	15,072,238
Diluted	**15,195,819**	15,036,656	**15,169,738**	15,089,317

The accompanying notes are an integral part of these financial statements.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Changes in Shareholders Equity

(Unaudited)

(Dollars in thousands)

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders Equity
Balance at December 31, 2009	$ 166	$ 144,814	$ 18,866	$ 506,301	$ (49,712)	$ 620,435
Net income, January 1 to September 30, 2010				43,330		43,330
Other comprehensive income, net of deferred federal income taxes			17,055			17,055
Unearned compensation on restricted stock, net of deferred federal income taxes	2	3,091				3,093
Exercise of options, net of federal income taxes		895				895
Dividends paid				(19,573)		(19,573)
Acquisition of treasury stock					(5,814)	(5,814)
Balance at September 30, 2010	$ 168	$ 148,800	$ 35,921	$ 530,058	$ (55,526)	$ 659,421

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders Equity
Balance at December 31, 2010	**$ 168**	**$ 151,317**	**$ 21,972**	**$ 535,545**	**$ (55,526)**	**$ 653,476**
Net income, January 1 to September 30, 2011				**8,942**		**8,942**
Other comprehensive income, net of deferred federal income taxes			**10,875**			**10,875**
Unearned compensation on restricted stock, net of deferred federal income taxes	**1**	**3,797**				**3,798**
Exercise of options, net of federal income taxes		**965**				**965**
Dividends paid				**(22,729)**		**(22,729)**
Acquisition of treasury stock					**(43)**	**(43)**
Balance at September 30, 2011	**$ 169**	**$ 156,079**	**$ 32,847**	**$ 521,758**	**$ (55,569)**	**$ 655,284**

The accompanying notes are an integral part of these financial statements.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income

(Unaudited)

(Dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Net income	**$ 8,810**	$ 15,467	**$ 8,942**	$ 43,330
Other comprehensive income, net of tax:				
Unrealized holding gains during the period, net of tax expense of $4,200, $3,520, $6,801, and $9,287	**7,799**	6,539	**12,631**	17,247
Reclassification adjustment for gains included in net income, net of tax expense of ($646), ($126), ($946), and ($103)	**(1,198)**	(237)	**(1,756)**	(192)
Unrealized gains on securities available for sale	**6,601**	6,302	**10,875**	17,055
Comprehensive income	**$ 15,411**	$ 21,769	**$ 19,817**	$ 60,385

The accompanying notes are an integral part of these financial statements.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands)

	Nine Months Ended September 30,	
	2011	**2010**
Cash flows from operating activities:		
Net income	**$ 8,942**	$ 43,330
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, net	**9,196**	9,227
Provision (benefit) for deferred income taxes	**168**	(852)
Net realized gains on investments	**(2,702)**	(295)
Gains on sales of fixed assets		(9)
Changes in assets and liabilities:		
Accounts receivable	**(18,477)**	(21,114)
Accrued investment income	**851**	821
Receivable from reinsurers	**(3,285)**	8,299
Ceded unearned premiums	**(173)**	1,806
Deferred policy acquisition costs	**(6,683)**	(7,679)
Other assets	**2,290**	(3,892)
Loss and loss adjustment expense reserves	**(6,054)**	(26,640)
Unearned premium reserves	**39,112**	40,327
Accounts payable and accrued liabilities	**(15,267)**	(16,353)
Payable to reinsurers	**5,393**	6,280
Other liabilities	**7,704**	(2,223)
Net cash provided by operating activities	**21,015**	31,033
Cash flows from investing activities:		
Fixed maturities purchased	**(255,905)**	(215,205)
Equity securities purchased	**(12,512)**	(5,874)
Other invested assets purchased	**(5,060)**	
Proceeds from sales and paydowns of fixed maturities	**200,650**	174,953
Proceeds from maturities, redemptions, and calls of fixed maturities	**74,162**	54,932
Proceed from sales of equity securities	**6,235**	2,079
Proceeds from maturities of other invested assets	**94**	68
Fixed assets purchased	**(2,828)**	(803)
Proceeds from sales of fixed assets		9
Net cash provided by investing activities	**4,836**	10,159
Cash flows from financing activities:		
Proceeds from stock options exercised	**900**	518
Excess tax (expense) benefit from stock options exercised	**(4)**	90
Dividends paid to shareholders	**(22,729)**	(19,573)
Acquisition of treasury stock	**(43)**	(5,814)
Net cash used for financing activities	**(21,876)**	(24,779)
Net increase in cash and cash equivalents	**3,975**	16,413
Cash and cash equivalents at beginning of year	**40,291**	74,470
Cash and cash equivalents at end of period	**$ 44,266**	$ 90,883

The accompanying notes are an integral part of these financial statements.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

1. Basis of Presentation

The consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates.

The consolidated financial statements include Safety Insurance Group, Inc. and its subsidiaries (the Company). The subsidiaries consist of Safety Insurance Company, Safety Indemnity Insurance Company, Safety Property and Casualty Insurance Company, Whiteshirts Asset Management Corporation (WAMC), and Whiteshirts Management Corporation, which is WAMC s holding company. All intercompany transactions have been eliminated. Prior period amounts have been reclassified to conform to the current period presentation.

The financial information as of September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010 is unaudited; however, in the opinion of the Company, the information includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial condition and results of operations for the periods. These unaudited consolidated financial statements may not be indicative of financial results for the full year and should be read in conjunction with the audited financial statements included in the Company s annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) on March 14, 2011.

The Company is a leading provider of personal lines property and casualty insurance focused primarily on the Massachusetts market. The Company s principal product line is private passenger automobile insurance, which accounted for 68.7% of its direct written premiums in 2010. The Company operates through its insurance company subsidiaries, Safety Insurance Company, Safety Indemnity Insurance Company, and Safety Property and Casualty Insurance Company (together referred to as the Insurance Subsidiaries).

The Insurance Subsidiaries began writing private passenger automobile and homeowners insurance in New Hampshire during 2008, New Hampshire personal umbrella insurance during 2009, and New Hampshire commercial automobile insurance during 2011. For the nine months ended September 30, 2011 and 2010, the Company wrote $4,084 and $1,962, respectively, in direct written premiums in New Hampshire.

2. Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06 (Topic 820), *Improving Disclosures about Fair Value Measurements,* which amends and clarifies existing guidance related to fair value measurements and disclosures. This guidance requires new disclosures for (1) transfers in and out of Level 1 and Level 2 and reasons for such transfers; and (2) the separate presentation of purchases, sales, issuances and settlement in the Level 3 reconciliation. It also clarifies guidance around disaggregation and disclosures of inputs and valuation techniques for Level 2 and Level 3 fair value measurements. The Company adopted this guidance effective for quarter ended March 31, 2010, except for the new disclosures in the Level 3 reconciliation. The Level 3 disclosures were effective for periods ending after December 15, 2010 and were implemented for year-end December 31, 2010. The adoption of the guidance had no impact on the Company s consolidated financial condition or results of operations.

In October 2010, the FASB issued ASU No. 2010-26 (Topic 944), *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*, which updated guidance to address diversity in practice for the accounting of costs associated with acquiring or renewing insurance contracts. This guidance modifies the definition of acquisition costs to specify that a cost be directly related to the successful acquisition of a new or renewal insurance contract in order to be deferred. The guidance also specifies that advertising costs only should be included as deferred acquisition costs if the direct-response advertising accounting criteria are met. The new guidance is effective for reporting periods beginning after December 15, 2011 and should be applied prospectively, with retrospective application permitted. The impact of adoption is not expected to be material to the Company s consolidated financial condition and results of operations.

In May 2011, the FASB issued ASU No. 2011-04 (Topic 820), *Fair Value Measurements, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS)*, which clarifies the application of existing fair value measurement and disclosure requirements and amends certain fair value measurement principles, requirements and disclosures. To improve consistency in global application, changes in wording were made. The guidance is to be applied prospectively for reporting periods beginning after December 15, 2011. Early adoption is not permitted. The impact of adoption is not expected to be material to the Company s consolidated financial condition and results of operations.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

In June 2011, the FASB issued ASU 2011-05 (Topic 220), *Presentation of Comprehensive Income*, which amends the presentation of comprehensive income and its components. Under the new guidance, an entity has the option to present comprehensive income in a single continuous statement or in two separate but consecutive statements. Both options require an entity to present reclassification adjustments for items reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of comprehensive income are presented. The guidance is effective for reporting periods beginning after December 15, 2011 and is to be applied retrospectively. Early adoption is permitted. The impact of adoption is related to presentation only and will have no impact on the Company s results of operations and financial position.

3. Earnings per Weighted Average Common Share

Basic earnings per weighted average common share (EPS) is calculated by dividing net income by the weighted average number of basic common shares outstanding during the period including unvested restricted shares which are considered participating securities. Diluted earnings per share amounts are based on the weighted average number of common shares including unvested restricted shares and the net effect of potentially dilutive common shares outstanding. At September 30, 2011 and 2010, the Company s potentially dilutive instruments were common shares under options of 125,900 and 191,780, respectively.

The following table sets forth the computation of basic and diluted EPS for the periods indicated.

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2011	**2010**	**2011**	**2010**
Net income available to common shareholders for basic and diluted earnings per share	**$ 8,810**	$ 15,467	**$ 8,942**	$ 43,330
Weighted average number of common shares outstanding	**14,933,313**	14,741,487	**14,897,410**	14,795,227
Common equivalent shares- restricted stock	**254,117**	277,501	**260,352**	277,011
Weighted average common and common equivalent shares outstanding used to calculate basic earnings per share	**15,187,430**	15,018,988	**15,157,762**	15,072,238
Common equivalent shares- stock options	**8,389**	17,668	**11,976**	17,079
Weighted average common and common equivalent shares outstanding used to calculate diluted earnings per share	**15,195,819**	15,036,656	**15,169,738**	15,089,317
Basic earnings per share	**$ 0.58**	$ 1.03	**$ 0.59**	$ 2.87
Diluted earnings per share	**$ 0.58**	$ 1.03	**$ 0.59**	$ 2.87

Diluted EPS excludes stock options with exercise prices and exercise tax benefits greater than the average market price of the Company s common stock during the period because their inclusion would be anti-dilutive. There were 82,800 anti-dilutive stock options for the three months ended September 30, 2011 and no anti-dilutive stock options for the nine months ended September 30, 2011. There were 119,725 anti-dilutive stock options for both the three and nine months ended September 30, 2010.

4. Stock-Based Compensation

Management Omnibus Incentive Plan

Long-term incentive compensation is provided under the Company s 2002 Management Omnibus Incentive Plan (the Incentive Plan) which provides for a variety of stock-based compensation awards, including nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock (RS) awards.

The maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. Shares of stock covered by an award under the Incentive Plan that are forfeited will again be available for issuance in connection with future grants of awards under the plan. At September 30, 2011, there were 718,859 shares available for future grant. The Board of Directors and the Compensation Committee intend to issue more awards under the Incentive Plan in the future.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

A summary of stock-based awards granted under the Incentive Plan during the nine months ended September 30, 2011 is as follows.

Type of Equity Awarded	Effective Date	Number of Awards Granted		Fair Value per Share (1)	Vesting Terms
RS	March 9, 2011	68,637	$	47.35	3 years, 30%-30%-40%
RS	March 9, 2011	4,000	$	47.35	No vesting period (2)
RS	March 23, 2011	22,567	$	44.94	5 years, 20% annually

(1) The fair value per share of the restricted stock grant is equal to the closing price of the Company s common stock on the grant date.

(2) The shares cannot be sold, assigned, pledged, or otherwise transferred, encumbered or disposed of until the recipient is no longer a member of the Board of Directors.

Accounting and Reporting for Stock-Based Awards

ASC 718, *Compensation Stock Compensation* requires the Company to measure and recognize the cost of employee services received in exchange for an award of equity instruments. Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period (generally the vesting period of the equity grant).

As permitted by ASC 718, the Company elected the modified prospective transition method. Under the modified prospective transition method, (i) compensation expense for share-based awards granted prior to January 1, 2006 is recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under ASC 718 as adjusted to incorporate forfeiture assumptions under ASC 718, and (ii) compensation expense for all share-based awards granted subsequent to December 31, 2005 is based on the grant date fair value estimated in accordance with the provisions of ASC 718.

Stock Options

The fair value of stock options used to compute net income and EPS for the three months ended September 30, 2010 and the nine months ended September 30, 2011 and 2010 is the estimated fair value at grant date using the Black-Scholes option-pricing model with the following assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Expected dividend yield	**NA**	1.68%	**1.68%**	1.36% - 1.68%
Expected volatility	**NA**	0.36	**0.36**	0.31 - 0.36
Risk-free interest rate	**NA**	4.76%	**4.76%**	4.35% - 4.76%
Expected holding period	**NA**	6.5 years	**6.5 years**	6.5 - 7 years

Expected dividend yield is the Company s dividend yield on the measurement date and is based on the assumption that the current yield will continue in the future. Expected volatility is based on historical volatility of the Company s common stock as well as the volatility of a peer group of property and casualty insurers measured for a period equal to the expected holding period of the option. The risk-free interest rate is based upon the yield on the measurement date of a zero-coupon U.S. Treasury bond with a maturity period equal to the expected holding period of the option. The expected holding period is based upon the simplified method provided in SEC Staff Accounting Bulletin No. 107, *Share-Based Payment*, which utilizes the mid-points between the vesting dates and the expiration date of the option award to calculate the overall expected term. There were no stock options granted during the three and nine months ended September 30, 2011 and 2010.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

The following table summarizes stock option activity under the Incentive Plan for the nine months ended September 30, 2011.

	Shares Under Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at beginning of year	151,003	$ 37.30		
Exercised	(25,103)	$ 35.84		
Outstanding at end of period	125,900	$ 37.59	3.9 years	$ 445
Exercisable at end of period	125,900	$ 37.59	3.9 years	$ 445

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based upon the Company s closing stock price of $37.83 on September 30, 2011, which would have been received by the option holders had all option holders exercised their options as of that date. The range of exercise prices on stock options outstanding under the Incentive Plan was $13.30 to $42.85 at September 30, 2011 and $12.00 to $42.85 at September 30, 2010. The total intrinsic value of options exercised during the nine months ended September 30, 2011 and 2010 was $122 and $471, respectively.

A summary of the status of non-vested options as of September 30, 2011 is presented below.

	Number of Shares	Weighted Average Grant Date Exercise Price
Non-vested at beginning of year	23,945	$ 42.85
Vested	(23,945)	$ 42.85
Non-vested at end of period		$

As of March 31, 2011, all compensation expense related to non-vested option awards had been recognized. Cash received from options exercised was $900 and $518 for the nine months ended September 30, 2011 and 2010, respectively.

Restricted Stock

Restricted stock awarded to employees in the form of unvested shares is recorded at the market value of the Company s common stock on the grant date and amortized ratably as expense over the requisite service period.

The following table summarizes restricted stock activity under the Incentive Plan during the nine months ended September 30, 2011.

	Shares Under Restriction		Weighted Average Fair Value
Outstanding at beginning of the year	**301,501**	**$**	**35.13**
Granted	**95,204**	**$**	**46.78**
Vested and unrestricted	**(114,009)**	**$**	**34.67**
Forfeited	**(579)**	**$**	**37.75**
Outstanding at end of period	**282,117**	**$**	**39.24**

As of September 30, 2011, there was $7,611 of unrecognized compensation expense related to non-vested restricted stock awards that is expected to be recognized over a weighted average period of 1.7 years. The total fair value of the shares that were vested and unrestricted during the nine months ended September 30, 2011 and 2010 was $3,953 and $3,782, respectively. For the nine months ended September 30, 2011 and 2010, the Company recorded compensation expense related to restricted stock of $2,166 and $1,970, net of income tax benefits of $1,166 and $1,060, respectively.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

5. Investments

The gross unrealized gains and losses on investments in fixed maturity securities, equity securities, including interests in mutual funds, and other invested assets were as follows for the periods indicated.

	As of September 30, 2011				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 43,324	$ 2,037	$	$	$ 45,361
Obligations of states and political subdivisions	411,711	19,091	(440)		430,362
Residential mortgage-backed securities (1)	274,031	17,614	(46)		291,599
Commercial mortgage-backed securities	50,570	1,569	(2)		52,137
Other asset-backed securities	13,489	1,018			14,507
Corporate and other securities	229,421	10,299	(470)		239,250
Subtotal, fixed maturity securities	1,022,546	51,628	(958)		1,073,216
Equity securities (2)	20,215	621	(757)		20,079
Other invested assets	7,783				7,783
Totals	$ 1,050,544	$ 52,249	$ (1,715)	$	$ 1,101,078

	As of December 31, 2010				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 87,830	$ 280	$ (1,841)	$	$ 86,269
Obligations of states and political subdivisions	436,082	12,014	(2,906)		445,190
Residential mortgage-backed securities (1)	237,405	15,295	(39)		252,661
Commercial mortgage-backed securities	61,259	2,332			63,591
Other asset-backed securities	16,543	862			17,405
Corporate and other securities	191,235	7,769	(883)		198,121
Subtotal, fixed maturity securities	1,030,354	38,552	(5,669)		1,063,237
Equity securities (2)	13,704	920			14,624
Other invested assets	2,817				2,817
Totals	$ 1,046,875	$ 39,472	$ (5,669)	$	$ 1,080,678

(1) Residential mortgage-backed securities consists primarily of obligations of U.S. Government agencies including collateralized mortgage obligations issued, guaranteed and/or insured by the following issuers: Government National Mortgage Association (GNMA), Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA) and the Federal Home Loan Bank (FHLB). The total of these fixed maturity securities was $274,031 and $237,335 at amortized cost and $291,599 and $252,592 at fair value as of September 30, 2011 and December 31, 2010, respectively.

(2) Equity securities includes interests in mutual funds of $12,721 and $11,210 at cost and $11,998 and $11,699 at fair value as of September 30, 2011 and December 31, 2010, respectively, held to fund the Company s executive deferred compensation plan.

(3) Our investment portfolio included 62 and 80 securities in an unrealized loss position at September 30, 2011 and December 31, 2010, respectively.

(4) Amounts in this column represent other-than-temporary impairment (OTTI) recognized in accumulated other comprehensive income.

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The amortized cost and the estimated fair value of fixed maturity securities, by maturity, are shown below for the period indicated. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	As of September 30, 2011	
	Amortized Cost	**Estimated Fair Value**
Due in one year or less	**$ 18,377**	**$ 18,801**
Due after one year through five years	**221,554**	**230,552**
Due after five years through ten years	**237,953**	**251,580**
Due after ten years through twenty years	**165,199**	**170,993**
Due after twenty years	**41,373**	**43,047**
Asset-backed securities	**338,090**	**358,243**
Totals	**$ 1,022,546**	**$ 1,073,216**

The gross realized gains (losses) on sales of fixed maturity and equity securities were as follows for the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Gross realized gains				
Fixed maturity securities	**$ 1,712**	$ 618	**$ 3,289**	$ 1,227
Equity securities	**132**		**234**	
Gross realized losses				
Fixed maturity securities		(255)	**(821)**	(924)
Equity securities				(8)
Net realized gains on investments	**$ 1,844**	$ 363	**$ 2,702**	$ 295

Proceeds from maturities, redemptions and calls of fixed maturity securities were $42,174 and $20,959 for the three months ended September 30, 2011 and 2010, respectively. Proceeds from maturities, redemptions and calls of fixed maturity securities were $74,162 and $54,932 for the nine months ended September 30, 2011 and 2010, respectively.

In the normal course of business, the Company enters into transactions involving various types of financial instruments, including investments in fixed maturities and equity securities. Investment transactions have credit exposure to the extent that a counter party may default on an obligation to the Company. Credit risk is a consequence of carrying, trading and investing in securities. To manage credit risk, the Company focuses on higher quality fixed income securities, reviews the credit strength of all companies in which it invests, limits its exposure in any one investment and monitors the portfolio quality, taking into account credit ratings assigned by recognized statistical rating organizations.

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The following tables as of September 30, 2011 and December 31, 2010 present the gross unrealized losses included in the Company s investment portfolio and the fair value of those securities aggregated by investment category. The tables also present the length of time that they have been in a continuous unrealized loss position.

	As of September 30, 2011					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Obligations of states and political subdivisions	**$ 17,912**	**$ 423**	**$ 4,591**	**$ 17**	**$ 22,503**	**$ 440**
Residential mortgage-backed securities	**13,494**	**40**	**215**	**6**	**13,709**	**46**
Commercial mortgage-backed securities	**2,095**	**2**			**2,095**	**2**
Corporate and other securities	**26,842**	**470**			**26,842**	**470**
Subtotal, fixed maturity securities	**60,343**	**935**	**4,806**	**23**	**65,149**	**958**
Equity securities	**6,033**	**757**			**6,033**	**757**
Total temporarily impaired securities	**$ 66,376**	**$ 1,692**	**$ 4,806**	**$ 23**	**$ 71,182**	**$ 1,715**

	As of December 31, 2010					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$ 38,318	$ 1,841	$	$	$ 38,318	$ 1,841
Obligations of states and political subdivisions	109,883	2,490	7,325	416	117,208	2,906
Residential mortgage-backed securities	1,312	31	298	8	1,610	39
Corporate and other securities	27,736	883			27,736	883
Total temporarily impaired securities	$ 177,249	$ 5,245	$ 7,623	$ 424	$ 184,872	$ 5,669

Other-Than-Temporary Impairments

ASC 320, *Investments   Debt and Equity Securities* requires entities to separate an OTTI of a debt security into two components when there are credit related losses associated with the impaired debt security for which the Company asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. Under ASC 320, the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that the Company will have to sell the debt security prior to the anticipated recovery, the decline in market value below amortized cost is recognized as an OTTI in earnings. In periods after the recognition of an OTTI on debt securities, the Company accounts for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted or amortized into net investment income.

The Company holds no subprime mortgage debt securities. All of the Company s holdings in mortgage-backed securities are either U.S. Government or Agency guaranteed or are rated investment grade by either Moody s or Standard & Poor s.

The unrealized losses in the Company s fixed income and equity portfolio as of September 30, 2011 were reviewed for potential other-than-temporary asset impairments. The Company held no securities at September 30, 2011 with a material (20% or greater) unrealized loss for four or more consecutive quarters. Specific qualitative analysis was also performed for any additional securities appearing on the Company s Watch List, if any. Qualitative analysis considered such factors as the financial condition and the near term prospects of the issuer, whether the debtor is current on its contractually obligated interest and principal payments, changes to the rating of the security by a rating agency and the historical volatility of the fair value of the security.

The qualitative analysis performed by the Company concluded that the unrealized losses recorded on the investment portfolio at September 30, 2011 resulted from fluctuations in market interest rates and other temporary market conditions as opposed to fundamental

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changes in the credit quality of the issuers of such securities. Therefore, decreases in fair values of the Company s securities are viewed as being temporary.

During the nine months ended September 30, 2011 and 2010, there was no significant deterioration in the credit quality of any of the Company s holdings and no OTTI charges were recorded related to the Company s portfolio of investment securities. At September 30, 2011 and December 31, 2010, there were no amounts included in accumulated other comprehensive income related to securities which were considered by the Company to be other-than-temporarily impaired.

Based upon the qualitative analysis performed, the Company s decision to hold these securities, the Company s current level of liquidity and its positive operating cash flows, management believes it is more likely than not that it will not be required to sell any of its securities before the anticipated recovery in the fair value to its amortized cost basis.

Net Investment Income

The components of net investment income were as follows for the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Interest on fixed maturity securities	**$ 10,228**	$ 10,343	**$ 30,324**	$ 32,530
Dividends on equity securities	**136**	62	**221**	160
Interest on other invested assets	**69**	3	**159**	9
Interest on cash and cash equivalents	**3**	27	**26**	59
Total investment income	**10,436**	10,435	**30,730**	32,758
Investment expenses	**355**	327	**1,014**	1,001
Net investment income	**$ 10,081**	$ 10,108	**$ 29,716**	$ 31,757

Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosure* provides a revised definition of fair value, establishes a framework for measuring fair value and expands financial statement disclosure requirements for fair value information. Under ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price). ASC 820 establishes a fair value hierarchy that distinguishes between inputs based on market data from independent sources (observable inputs) and a reporting entity s internal assumptions based upon the best information available when external market data is limited or unavailable (unobservable inputs). The fair value hierarchy in ASC 820 prioritizes fair value measurements into three levels based on the nature of the inputs as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets and liabilities;

Level 2 Valuations based on observable inputs that do not meet the criteria for Level 1, including quoted prices in inactive markets and quoted prices in active markets for similar, but not identical instruments; and

Level 3 Valuations based on unobservable inputs.

Fair values for the Company s fixed maturity securities are based on prices provided by its custodian bank and its investment manager. Both the Company s custodian bank and investment manager use a variety of independent, nationally recognized pricing services to determine market valuations. If the pricing service cannot provide fair value determinations, the Company obtains non-binding price quotes from broker-dealers. A minimum of two quoted prices is obtained for the majority of the Company s available for sale fixed maturity securities in its investment portfolio. The Company s custodian bank is its primary provider of quoted prices from third-party pricing services and broker-dealers. To provide reasonable assurance of the validity of each price or quote, a secondary third-party pricing service or broker-dealer quote is obtained from the Company s investment manager. An examination of the pricing data is then performed for each security. If the variance between the primary and secondary price quotes for a security is within an accepted tolerance level, the quoted price obtained from the Company s custodian bank is used in the financial statements for the security. If the variance between the primary and secondary price quotes exceeds an accepted tolerance level, the Company obtains a quote from an alternative source, if possible, and documents and resolves any differences between the pricing sources. In addition, the Company may request that its investment manager and its traders provide input as to which vendor is providing prices

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that its traders believe are reflective of fair value for the security. Following this process, the Company may decide to value the security in its financial statements using the secondary or alternative source if it believes that pricing is more reflective of the security s value than the primary pricing provided by its custodian bank. The Company analyzes market valuations received to verify reasonableness, to understand the key assumptions used and their sources, and to determine an appropriate ASC 820 fair value hierarchy level based upon trading activity and the observability of market inputs. Based on this evaluation and investment class analysis, each price is classified into Level 1, 2 or 3.

Fair values of instruments are based on (i) quoted prices in active markets for identical assets (Level 1), (ii) quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs are observable in active markets (Level 2) or (iii) valuations derived from valuation techniques in which one or more significant inputs are unobservable in the marketplace (Level 3).

The Company s Level 1 securities consist of equity securities whose values are based on quoted prices in active markets for identical assets. The Company s Level 2 securities are comprised of available-for-sale fixed maturity securities whose fair value was determined using observable market inputs and a real estate investment trust equity investment whose fair value was determined using the trust s net asset value obtained from its audited financial statements. Fair values for securities for which quoted market prices were unavailable were estimated based upon reference to observable inputs such as benchmark interest rates, market comparables, and other relevant inputs. Investments valued using these inputs include U.S. Treasury securities and obligations of U.S. Government agencies, obligations of international government agencies, obligations of states and political subdivisions, corporate securities, commercial and residential mortgage-backed securities, and other asset-backed securities. Inputs into the fair value application that are utilized by asset class include but are not limited to:

- *States and political subdivisions*: overall credit quality, including assessments of market sectors and the level and variability of sources of payment such as general obligation, revenue or lease; credit support such as insurance, state or local economic and political base, prefunded and escrowed to maturity covenants.

- *Corporate fixed maturities*: overall credit quality, the establishment of a risk adjusted credit spread over the applicable risk free yield curve for discounted cash flow valuations; assessments of the level of industry economic sensitivity, company financial policies, indenture restrictive covenants, and/or security and collateral.

- *Residential mortgage-backed securities, U.S. agency pass-throughs, collateralized mortgage obligations (CMOs), non U.S. agency CMOs*: estimates of prepayment speeds based upon historical prepayment rate trends, underlying collateral interest rates, original weighted average maturity, vintage year, borrower credit quality characteristics, interest rate and yield curve forecasts, U.S. government support programs, tax policies, and delinquency/default trends.

- *Commercial mortgage-backed securities:* overall credit quality, including assessments of the level and variability of credit support and collateral type such as office, retail, or lodging, predictability of cash flows for the deal structure, prevailing economic market conditions.

- *Other asset-backed securities*: overall credit quality, estimates of prepayment speeds based upon historical trends and characteristics of underlying loans, including assessments of the level and variability of collateral, revenue generating agreements, area licenses agreements, product sourcing agreements and equipment and property leases.

- *Real estate investment trust* (REIT): net asset value per share derived from member ownership in capital venture to which a proportionate share of independently appraised net assets is attributed.

All unadjusted estimates of fair value for our fixed maturities priced by the pricing services as described above are included in the amounts disclosed in Level 2.

In order to ensure the fair value determination is representative of an exit price (consistent with ASC 820), the Company s procedures for validating quotes or prices obtained from third-parties include, but are not limited to, obtaining a minimum of two price quotes for each fixed maturity security if possible, as discussed above, the periodic testing of sales activity to determine if there are any significant differences between the market price used to value the security as of the balance sheet date and the sales price of the security for sales that occurred around the balance sheet date, and the periodic review of reports provided by its investment manager regarding those securities with ratings changes and securities placed on its Watch List. In addition, valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by the Company s external investment manager, whose investment professionals are familiar with the securities being priced and the markets in which they trade, to ensure the fair value determination is representative of an exit price (consistent with ASC 820).

The Company s entire available-for-sale portfolio was priced based upon quoted market prices or other observable inputs as of September 30, 2011. There were no significant changes to the valuation process during the nine months ending September 30,

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2011. As of September 30, 2011 and December 31, 2010, no quotes or prices obtained were adjusted by management. All broker quotes obtained were non-binding.

The following tables summarize the Company s total fair value measurements for available-for-sale investments for the periods indicated.

	As of September 30, 2011			
	Total	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**
U.S. Treasury securities	**$ 45,361**	**$**	**$ 45,361**	**$**
Obligations of states and political subdivisions	**430,362**		**430,362**	
Residential mortgage-backed securities	**291,599**		**291,599**	
Commercial mortgage-backed securities	**52,137**		**52,137**	
Other asset-backed securities	**14,507**		**14,507**	
Corporate and other securities	**239,250**		**239,250**	
Equity securities	**20,079**	**14,903**	**5,176**	
Total investment securities	**$ 1,093,295**	**$ 14,903**	**$ 1,078,392**	**$**

	As of December 31, 2010			
	Total	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**
U.S. Treasury securities	$ 86,269	$	$ 86,269	$
Obligations of states and political subdivisions	445,190		445,190	
Residential mortgage-backed securities	252,661		252,661	
Commercial mortgage-backed securities	63,591		63,591	
Other asset-backed securities	17,405		17,405	
Corporate and other securities	198,121		198,121	
Equity securities	14,624	14,624		
Total investment securities	$ 1,077,861	$ 14,624	$ 1,063,237	$

There were no transfers between Level 1 and Level 2 during the three and nine months ended September 30, 2011 and 2010.

The following tables summarize the changes in the Company s Level 3 fair value measurements for the periods indicated.

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2011	**2010**	**2011**	**2010**
	Level 3	**Level 3**	**Level 3**	**Level 3**

	Fair Value Securities	**Fair Value Securities**	**Fair Value Securities**	**Fair Value Securities**
Balance at beginning of period	**$**	$ 3,182	**$**	$ 2,504
Net gains and losses included in earnings				
Net gains included in other comprehensive income		685		1,363
Purchases and sales				
Transfers in (out) of Level 3		(3,867)		(3,867)
Balance at end of period	**$**	$	**$**	$
Amount of total losses included in earnings attributable to the change in unrealized losses related to assets still held at end of period	**$**	$	**$**	$

Transfers in and out of Level 3 are attributable to changes in the ability to observe significant inputs in determining fair value exit pricing. As noted in the table above, no transfers were made in or out of Level 3 during the three and nine months ended September 30, 2011. On January 1 and July 1, 2010, the Company s Level 3 securities consisted of one asset-backed security whose price was based solely on a single broker quote which was deemed to be obtained through unobservable inputs. During the quarter ended September 30, 2010, a cash tender offer was received for this security. As a result, the fair value of the security at September 30, 2010 was deemed to be based on observable inputs and accordingly, was transferred into Level 2. This security was sold during October 2010.

6. Loss and Loss Adjustment Expense Reserves

The following table sets forth a reconciliation of beginning and ending reserves for losses and loss adjustment expenses (LAE), as shown in the Company s consolidated financial statements for the periods indicated.

	Nine Months Ended September 30,	
	2011	**2010**
Reserves for losses and LAE at beginning of year	**$ 404,391**	$ 439,706
Less receivable from reinsurers related to unpaid losses and LAE	**(53,147)**	(64,874)
Net reserves for losses and LAE at beginning of year	**351,244**	374,832
Incurred losses and LAE, related to:		
Current year	**372,481**	297,800
Prior years	**(25,122)**	(32,895)
Total incurred losses and LAE	**347,359**	264,905
Paid losses and LAE related to:		
Current year	**237,742**	174,087
Prior years	**115,103**	109,310
Total paid losses and LAE	**352,845**	283,397
Net reserves for losses and LAE at end of period	**345,758**	356,340
Plus receivable from reinsurers related to unpaid losses and LAE	**52,579**	56,726
Reserves for losses and LAE at end of period	**$ 398,337**	$ 413,066

At the end of each period, the reserves were re-estimated for all prior accident years. The Company s prior year reserves decreased by $25,122 and $32,895 for the nine months ended September 30, 2011 and 2010, respectively, and resulted from re-estimations of prior years ultimate loss and LAE liabilities. The decrease in prior years reserves during the 2011 period is primarily composed of reductions of $19,335 in the Company s retained automobile reserves and $2,765 in the Company s retained homeowners reserves. The decrease in prior year reserves during the 2010 period is primarily composed of reductions of $23,066 in the Company s retained automobile reserves and $5,038 in reserves assumed from Commonwealth Automobile Reinsurers (CAR).

The Company s private passenger automobile line of business prior year reserves decreased by $17,064 for the nine months ended September 30, 2011. The decrease was primarily due to improved retained private passenger results of $15,704 for the accident years 2005 through 2009. The Company s private passenger automobile line of business prior year reserves decreased by $23,129 for the nine months ended September 30, 2010. The decrease was primarily due to improved retained private passenger results of $16,622 for the accident years 2005 through 2009, and improved assumed CAR results for the private passenger automobile pool of $3,507 for accident years 2007 through 2009. The improved retained private passenger results were primarily due to fewer incurred but not yet reported claims than previously estimated and better than previously estimated severity on the Company s established bodily injury and property damage case reserves. The improved CAR results were due primarily to improved CAR private passenger loss ratios as published and reported by the CAR Loss Reserving Committee.

Due to the nature of the risks that the Company underwrites and has historically underwritten, management does not believe that it has an exposure to asbestos or environmental pollution liabilities.

7. Commitments and Contingencies

Various claims, generally incidental to the conduct of normal business, are pending or alleged against the Company from time to time. In the opinion of management, based in part on the advice of legal counsel, the ultimate resolution of such claims will not have a material adverse effect on the Company s consolidated financial statements. However, if estimates of the ultimate resolutions of those proceedings are revised, liabilities related to those proceedings could be adjusted in the near term.

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Massachusetts law requires that insurers licensed to do business in Massachusetts participate in the Massachusetts Insurers Insolvency Fund (Insolvency Fund). Members of the Insolvency Fund are assessed a proportionate share of the obligations and expenses of the Insolvency Fund in connection with an insolvent insurer. It is anticipated that there will be additional assessments from time to time relating to various insolvencies. Although the timing and amounts of any future assessments are not known, based upon existing knowledge, management s opinion is that such future assessments will not have a material effect upon the financial position of the Company.

8. Debt

On August 14, 2008, the Company entered into an Amended and Restated Revolving Credit Agreement (the New Credit Agreement) with RBS Citizens, NA (RBS Citizens). The New Credit Agreement amended and restated the terms of the Company s existing Revolving Credit Agreement with RBS Citizens prior to its expiration date of August 17, 2008. The New Credit Agreement extends the maturity date to August 14, 2013 and provides a $30,000 revolving credit facility with an accordion feature allowing for future expansion of the committed amount up to $50,000. Loans under the credit facility bear interest at the Company s option at either (i) the LIBOR rate plus 1.25% per annum or (ii) the higher of RBS Citizens prime rate or 0.5% above the federal funds rate plus 1.25% per annum. Interest only is payable prior to maturity.

The Company s obligations under the credit facility are secured by pledges of its assets and the capital stock of its operating subsidiaries. The credit facility is guaranteed by the Company s non-insurance company subsidiaries. The credit facility contains covenants including requirements to maintain minimum risk-based capital ratios and statutory surplus of Safety Insurance Company as well as limitations or restrictions on indebtedness, liens, and other matters. Among other covenants, the credit facility restricts the Company s payment of dividends (i) if a default under the credit facility is continuing or would result therefrom or (ii) in an amount in excess of 50% of the Company s prior year s net income, as determined in accordance with GAAP. As of September 30, 2011, the Company was in compliance with all such covenants. In addition, the credit facility includes customary events of default, including a cross-default provision permitting the lenders to accelerate the facility if the Company (i) defaults in any payment obligation under debt having a principal amount in excess of $10,000 or (ii) fails to perform any other covenant permitting acceleration of all such debt.

The Company had no amounts outstanding on its credit facility at September 30, 2011 and December 31, 2010. The credit facility commitment fee included in interest expenses was computed at a rate of 0.25% per annum on the $30,000 commitment at September 30, 2011 and 2010.

9. Income Taxes

Federal income tax expense for the nine months ended September 30, 2011 and 2010 has been computed using estimated effective tax rates. These rates are revised, if necessary, at the end of each successive interim period to reflect the current estimates of the annual effective tax rates.

The Company believes that the positions taken on its income tax returns for open tax years will be sustained upon examination by the Internal Revenue Service (IRS). Therefore, the Company has not recorded a liability under ASC 740, *Income Taxes*.

During the nine months ended September 30, 2011, there were no material changes to the amount of the Company s unrecognized tax benefits or to any assumptions regarding the amount of its ASC 740 liability.

As of September 30, 2011 and December 31, 2010, the Company was no longer subject to examination of its U.S. federal tax returns for years prior to 2008. The Company is not currently under examination by the IRS.

10. Share Repurchase Program

On August 3, 2007, the Board of Directors approved a share repurchase program of up to $30,000 of the Company s outstanding common shares. On March 19, 2009, the Board of Directors increased this existing share repurchase program by authorizing repurchase of up to $60,000 of the Company s outstanding common shares. On August 4, 2010, the Board of Directors again increased the existing share repurchase program by authorizing repurchase of up to $90,000 of the Company s outstanding common shares. Under the program, the Company may repurchase shares of its common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not

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require the Company to repurchase any specific number of shares and it may be modified, suspended or terminated at any time without prior notice.

During the nine months ended September 30, 2011, the Company purchased 1,190 shares of its common shares on the open market under the program at a cost of $43. During the nine months ended September 30, 2010, the Company purchased 162,907 shares of its common shares on the open market under the program at a cost of $5,815. As of September 30, 2011, the Company had purchased 1,728,645 shares on the open market at a cost of $55,569. As of December 31, 2010, the Company had purchased 1,727,455 shares on the open market at a cost of $55,526.

11.   Subsequent Events

The Company has evaluated subsequent events for recognition or disclosure in the consolidated financial statements filed on this Form 10-Q with the SEC and no events have occurred that require recognition or disclosure.

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Item 2.

MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our accompanying consolidated financial statements and notes thereto, which appear elsewhere in this document. In this discussion, all dollar amounts are presented in thousands, except share and per share data.

The following discussion contains forward-looking statements. We intend statements which are not historical in nature to be, and are hereby identified as forward-looking statements to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, the Company s senior management may make forward-looking statements orally to analysts, investors, the media and others. This safe harbor requires that we specify important factors that could cause actual results to differ materially from those contained in forward-looking statements made by or on behalf of us. We cannot promise that our expectations in such forward-looking statements will turn out to be correct. Our actual results could be materially different from and worse than our expectations. See Forward-Looking Statements below for specific important factors that could cause actual results to differ materially from those contained in forward-looking statements.

Executive Summary and Overview

In this discussion, Safety refers to Safety Insurance Group, Inc. and our Company, we, us and our refer to Safety Insurance Group, Inc. and i consolidated subsidiaries. Our subsidiaries consist of Safety Insurance Company (Safety Insurance), Safety Indemnity Insurance Company (Safety Indemnity), Safety Property and Casualty Insurance Company (Safety P&C), Whiteshirts Asset Management Corporation (WAMC), and Whiteshirts Management Corporation, which is WAMC s holding company.

We are a leading provider of private passenger automobile insurance in Massachusetts. In addition to private passenger automobile insurance (which represented 68.7% of our direct written premiums in 2010), we offer a portfolio of other insurance products, including commercial automobile (10.4% of 2010 direct written premiums), homeowners (16.8% of 2010 direct written premiums), dwelling fire, umbrella and business owner policies (totaling 4.1% of 2010 direct written premiums). Operating exclusively in Massachusetts and New Hampshire through our insurance company subsidiaries, Safety Insurance, Safety Indemnity, and Safety P&C (together referred to as the Insurance Subsidiaries), we have established strong relationships with independent insurance agents, who numbered 783 in 939 locations throughout Massachusetts and New Hampshire during 2010. We have used these relationships and our extensive knowledge of the Massachusetts market to become the second largest private passenger automobile and the third largest commercial automobile insurance carrier in Massachusetts, capturing an approximate 11.4% share of each of the Massachusetts private passenger and commercial automobile markets in 2011 based on automobile exposures, according to the Commonwealth Automobile Reinsurers (CAR) Cession Volume Analysis Report of October 26, 2011. These statistics total, for each vehicle insured, the number of months during the year insurance for that vehicle is in effect, to arrive at an aggregate number of car-months for each insurer; this aggregate number divided by 12 equals the insurer s number of car-years, a measure we refer to in this report as automobile exposures.

The Insurance Subsidiaries began writing private passenger automobile and homeowners insurance in New Hampshire during 2008, New Hampshire personal umbrella insurance during 2009, and New Hampshire commercial automobile insurance during 2011. During the nine months ended September 30, 2011 and 2010, we wrote $4,084 and $1,962, respectively, in direct written premiums in New Hampshire.

Recent Trends and Events

- We experienced $12,375 of catastrophe losses in our automobile and property lines for the quarter ended September 30, 2011 as a result of the Western Massachusetts wind and hail storm which occurred in July 2011 and Tropical Storm Irene which occurred in August 2011.
- We increased our Massachusetts private passenger automobile rates 3.9% effective May 15, 2011.
- We increased our Massachusetts homeowners rates 7.5% effective August 15, 2011.

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Massachusetts Automobile Insurance Market

We have been subject to extensive regulation in the private passenger automobile insurance industry in Massachusetts, which represented 68.7% of our direct written premiums in 2010. Owners of registered automobiles in Massachusetts are required to maintain minimum automobile insurance coverage. Prior to April 1, 2008, the Commissioner of Insurance (the Commissioner) had fixed and established the maximum rates that could be charged for private passenger automobile insurance. Prior to April 1, 2008, as a servicing carrier of CAR, we were required to issue a policy to all qualified applicants. In addition, based on our market share prior to April 1, 2009, we had been assigned certain licensed producers by CAR that were unable to obtain a voluntary contract with another insurer. We call these agents Exclusive Representative Producers, or ERPs.

On July 16, 2007, the Commissioner issued two decisions that significantly changed how private passenger automobile insurance was regulated in Massachusetts. In the first decision, the Commissioner approved and set a time table for the implementation of new CAR rules pursuant to which the reinsurance program run by CAR was replaced with an assigned risk plan, the Massachusetts Automobile Insurance Plan (MAIP). Under these new rules, as of April 1, 2009 we are no longer assigned ERPs and instead, we are assigned individual policies by CAR. The MAIP began with business effective on or after April 1, 2008 for new business and those risks that had 10 or more Safe Driver Points. Beginning April 1, 2009, all business was eligible for MAIP except those risks that have no violations or accidents in the preceding three-year period (so called Clean in three risks). The last policy effective date on which any risk could be ceded to CAR was March 31, 2009.

In the second decision referenced above, the Commissioner announced that the Commissioner would not fix and establish the maximum premium rates that can be charged for private passenger automobile insurance policies issued or renewed after April 1, 2008. In a letter accompanying the decision, the Commissioner stated that in place of the fixed and established system, the Commissioner would institute a system that introduces competitive pricing to the Massachusetts private passenger automobile insurance market, which the Commissioner described as managed competition (Managed Competition). On October 5, 2007, the Commissioner issued regulation that describes the technical details of Managed Competition. The Commissioner has also issued a number of bulletins addressing issues related to the implementation of Managed Competition.

On May 27, 2010, the Massachusetts Office of the Attorney General (the AG) issued proposed regulations that would have applied to the sale, marketing, claims processing, rating, and underwriting of private passenger automobile insurance offered or provided in the Commonwealth of Massachusetts. The proposed regulations described various acts by insurers and insurance producers which would be considered to be unfair trade practices under Massachusetts unfair trade practices act. The AG held two public hearings on the proposed regulations in June 2010. In April 2011, the AG announced that although she continues to believe that additional consumer protections are necessary regarding automobile insurance, the proposed regulations will not be promulgated as proposed. No other regulations have been proposed at this time.

CAR runs a reinsurance pool for commercial automobile policies and beginning January 1, 2006, CAR implemented a Limited Servicing Carrier Program (LSC) for ceded commercial automobile policies. CAR approved Safety Insurance and five other servicing carriers through a Request for Proposal to process ceded commercial automobile business, which was spread equitably among the six servicing carriers. In 2010 CAR reduced the number of servicing carriers to four, and CAR has approved Safety Insurance and three other servicing carriers effective July 1, 2011 to continue the program. Subject to the Commissioner s review, CAR sets the premium rates for commercial automobile policies reinsured through CAR and this reinsurance pool can generate an underwriting result that is a profit or deficit based upon CAR s rate level. This underwriting result is allocated among every Massachusetts commercial automobile insurance company, including us, based on a company s commercial automobile voluntary market share.

CAR also runs a reinsurance pool for Taxi, Limousine and Car Service risks (the Taxi/Limo Program). On April 25, 2007, Safety Insurance submitted through a Request for Proposal a bid to process a portion of the Taxi/Limo Program. CAR approved Safety Insurance as one of the two servicing carriers for this program beginning January 1, 2008, and CAR again approved Safety Insurance beginning January 1, 2011 as one of the two servicing carriers.

During 2009, we increased our private passenger automobile rates an average of 2.6% in a series of rate filings during the year. We began using three rating tiers effective April 1, 2009. We filed and were approved for a 0.3% rate decrease effective June 1, 2009 and a 2.9% rate increase effective October 1, 2009. We filed and were approved for a rate increase of 0.4% and began using four rating tiers effective January 1, 2010. A Companion Policy Client Tier, which is policyholders who have an other than private passenger automobile policy with us, receives a rate decrease of 2.5% from our filed base rates. A Loyal Automobile Client Tier, which is policyholders who have been insured with us for two or more years, receives our filed base rates. A New Insurance Client Tier, which is policyholders with twelve or more months of continuous coverage or who qualify for a multi-car discount, receives a rate increase of 2.5% from our filed base rates. A New Policyholder Tier, which is policyholders who do not qualify for the other three tiers, receives MAIP rates. We filed and were approved for a 1.9% increase in our private passenger automobile rates effective April 19, 2010 and we filed and were approved for a 0.5% decrease in those rates effective June 15, 2010. In addition, we filed and have been approved for a 3.9% increase in our private passenger automobile rates effective May 15, 2011. Our rates include a 13.0% commission rate for agents. Our direct written premiums increased by 8.1% in 2010 primarily as a result of increased exposures and average written premium per exposure in our private passenger and homeowner lines of business.

Insurance Ratios

The property and casualty insurance industry uses the combined ratio as a measure of underwriting profitability. The combined ratio is the sum of the loss ratio (losses and loss adjustment expenses incurred as a percent of net earned premiums) plus the expense ratio (underwriting and other expenses as a percent of net earned premiums, calculated on a GAAP basis). The combined ratio reflects only underwriting results and does not include income from investments or finance and other service income. Underwriting profitability is subject to significant fluctuations due to competition, catastrophic events, weather, economic and social conditions, and other factors.

Our GAAP insurance ratios are outlined in the following table.

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2011	**2010**	**2011**	**2010**
GAAP ratios:				
Loss ratio	**73.7%**	63.5%	**78.1%**	64.8%
Expense ratio	**30.1**	31.8	**29.7**	31.4
Combined ratio	**103.8%**	95.3%	**107.8%**	96.2%

Stock-Based Compensation

Long-term incentive compensation is provided under the our 2002 Management Omnibus Incentive Plan (the Incentive Plan) which provides for a variety of stock-based compensation awards, including nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock (RS) awards.

The maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. Shares of stock covered by an award under the Incentive Plan that are forfeited will again be available for issuance in connection with future grants of awards under the plan. At September 30, 2011, there were 718,859 shares available for future grant. The Board of Directors and the Compensation Committee intend to issue more awards under the Incentive Plan in the future.

A summary of stock based awards granted under the Incentive Plan during the nine months ended September 30, 2011 is as follows.

Type of Equity	**Number of Awards**	**Fair Value per**

Awarded	Effective Date	Granted	Share (1)		Vesting Terms
RS	**March 9, 2011**	**68,637**	**$**	**47.35**	**3 years, 30%-30%-40%**
RS	**March 9, 2011**	**4,000**	**$**	**47.35**	**No vesting period (2)**
RS	**March 23, 2011**	**22,567**	**$**	**44.94**	**5 years, 20% annually**

(1) The fair value per share of the restricted stock grant is equal to the closing price of our common stock on the grant date.

(2) The shares cannot be sold, assigned, pledged, or otherwise transferred, encumbered or disposed of until the recipient is no longer a member of the Board of Directors.

Reinsurance

We reinsure with other insurance companies a portion of our potential liability under the policies we have underwritten, thereby protecting us against an unexpectedly large loss or a catastrophic occurrence that could produce large losses, primarily in our homeowners line of business. We use various software products to measure our exposure to catastrophe losses and the probable maximum loss to us for catastrophe losses such as hurricanes. The models include estimates for our share of the catastrophe losses generated in the residual market for property insurance by the Massachusetts Property Insurance Underwriting Association (FAIR Plan). In the aftermath of Hurricane Katrina in 2005, the reinsurance market has seen from the various software modelers, increases in the estimate of damage from hurricanes in the southern and northeast portions of the United States due to revised estimations of increased hurricane activity and increases in the estimation of demand surge in the periods following a significant event. We continue to adjust our reinsurance programs as a result of the changes to the models. As of January 1, 2011, we have purchased four layers of excess catastrophe reinsurance providing $505,000 of coverage for property losses in excess of $30,000 up to a maximum of $535,000. Our reinsurers co-participation is 85.0% of $50,000 for the 1st layer, 85.0% of $80,000 for the 2nd layer, 80.0% of $250,000 for the 3rd layer, and 80.0% of $125,000 for the 4th layer. As a result of the changes to the models, and our revised reinsurance program, our catastrophe reinsurance in 2011 protects us in the event of a 125-year storm (that is, a storm of a severity expected to occur once in a 125-year period). Swiss Re, our primary reinsurer, maintains an A.M. Best rating of A (Excellent). Most of our other reinsurers have an A.M. Best rating of A (Excellent) however in no case is a reinsurer rated below A- (Excellent). Our losses from 2011 catastrophic weather events in Massachusetts have been less than our retention to date.

We are a participant in CAR, a state-established body that runs the residual market reinsurance programs for both private passenger and commercial automobile insurance in Massachusetts under which premiums, expenses, losses and loss adjustment expenses on ceded business are shared by all insurers writing automobile insurance in Massachusetts. We also participate in the FAIR Plan in which premiums, expenses, losses and loss adjustment expenses on homeowners business that cannot be placed in the voluntary market are shared by all insurers writing homeowners insurance in Massachusetts. The FAIR Plan has grown dramatically over the past few years as insurance carriers have reduced their exposure to coastal property. The FAIR Plan s exposure to catastrophe losses increased and as a result, the FAIR Plan decided to buy reinsurance to reduce their exposure to catastrophe losses. On July 1, 2011, the FAIR Plan purchased $1,000,000 of catastrophe reinsurance for property losses in excess of $200,000. At September 30, 2011, we had no material amounts recoverable from any reinsurer, excluding $42,491 recoverable from CAR.

On March 10, 2005, our Board of Directors adopted a resolution that prohibits Safety from purchasing finite reinsurance (reinsurance that transfers only a finite or limited amount of risk to the reinsurer) without approval by the Board. To date, the Company has never purchased a finite reinsurance contract.

Effects of Inflation

We do not believe that inflation has had a material effect on our consolidated results of operations, except insofar as inflation may affect interest rates.

Results of Operations

Three and Nine Months Ended September 30, 2011 Compared to Three and Nine Months Ended September 30, 2010

The following table shows certain of our selected financial results.

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2011	**2010**	**2011**	**2010**

Direct written premiums	**$**	**167,168**	$	157,038	**$**	**504,382**	$	471,527
Net written premiums	**$**	**158,215**	$	150,004	**$**	**483,559**	$	450,623
Net earned premiums	**$**	**151,254**	$	139,190	**$**	**444,620**	$	408,490
Net investment income		**10,081**		10,108		**29,716**		31,757
Net realized gains on investments		**1,844**		363		**2,702**		295
Finance and other service income		**4,856**		4,770		**13,731**		13,642
Total revenue		**168,035**		154,431		**490,769**		454,184
Loss and loss adjustment expenses		**111,545**		88,455		**347,359**		264,905
Underwriting, operating and related expenses		**45,453**		44,229		**132,153**		128,354
Interest expense		**23**		22		**66**		66
Total expenses		**157,021**		132,706		**479,578**		393,325
Income before income taxes		**11,014**		21,725		**11,191**		60,859
Income tax expense		**2,204**		6,258		**2,249**		17,529
Net income	**$**	**8,810**	**$**	15,467	**$**	**8,942**	**$**	43,330
Earnings per weighted average common share:								
Basic	**$**	**0.58**	**$**	1.03	**$**	**0.59**	**$**	2.87
Diluted	**$**	**0.58**	**$**	1.03	**$**	**0.59**	**$**	2.87
Cash dividends paid per common share	**$**	**0.50**	**$**	0.50	**$**	**1.50**	**$**	1.30

Direct Written Premiums. Direct written premiums for the quarter ended September 30, 2011 increased by $10,130, or 6.5%, to $167,168 from $157,038 for the comparable 2010 period. Direct written premiums for the nine months ended September 30, 2011 increased by $32,855, or 7.0%, to $504,382 from $471,527 for the comparable 2010 period. The 2011 increases occurred primarily in our personal automobile and homeowners lines, which both experienced an increase of 3.1% in average written premium per exposure and increases of 1.7% and 12.5%, respectively, in written exposures for the nine months ended September 30, 2011 from the comparable 2010 period. The increase in homeowners exposures is primarily the result of our pricing strategy of offering account discounts to policyholders who insure both an automobile and home with us.

Net Written Premiums. Net written premiums for the quarter ended September 30, 2011 increased by $8,211, or 5.5%, to $158,215 from $150,004 for the comparable 2010 period. Net written premiums for the nine months ended September 30, 2011 increased by $32,936, or 7.3%, to $483,559 from $450,623 for the comparable 2010 period. The 2011 increase was primarily due to the factors that increased direct written premiums.

Net Earned Premiums. Net earned premiums for the quarter ended September 30, 2011 increased by $12,064, or 8.7%, to $151,254 from $139,190 for the comparable 2010 period. Net earned premiums for the nine months ended September 30, 2011 increased by $36,130, or 8.8% to $444,620 from $408,490 for the comparable 2010 period. The 2011 increase was primarily due to the factors that increased direct written premiums.

The effect of reinsurance on net written and net earned premiums is presented in the following table.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Written Premiums				
Direct	**$ 167,168**	$ 157,038	**$ 504,382**	$ 471,527
Assumed	**3,115**	2,617	**11,812**	9,557
Ceded	**(12,068)**	(9,651)	**(32,635)**	(30,461)
Net written premiums	**$ 158,215**	$ 150,004	**$ 483,559**	$ 450,623
Earned Premiums				
Direct	**$ 158,631**	$ 147,440	**$ 465,583**	$ 430,506
Assumed	**3,609**	2,463	**11,499**	10,251
Ceded	**(10,986)**	(10,713)	**(32,462)**	(32,267)
Net earned premiums	**$ 151,254**	$ 139,190	**$ 444,620**	$ 408,490

Net Investment Income. Net investment income for the quarter ended September 30, 2011 decreased by $27, or 0.3%, to $10,081 from $10,108 for the comparable 2010 period. Net investment income for the nine months ended September 30, 2011 decreased by $2,041, or 6.4%, to $29,716 from $31,757 for the comparable 2010 period. The 2011 decrease primarily resulted from lower short-term interest rates and ongoing maintenance of short duration to protect the portfolio from rising interest rates. Net effective annualized yield on the investment portfolio decreased to 3.7% for the quarter and nine months ended September 30, 2011 from 3.8% and 4.0%, respectively, for the comparable 2010 periods. Our duration was 3.8 years at September 30, 2011, up from 3.3 years at December 31, 2010.

Net Realized Gains on Investments. Net realized gains on investments were $1,844 for the quarter ended September 30, 2011 compared to net realized gains of $363 for the comparable 2010 period. Net realized gains on investments were $2,702 for the nine months ended September 30, 2011 compared to net realized gains of $295 for the comparable 2010 period.

The gross unrealized gains and losses on investments in fixed maturity securities, equity securities, including interests in mutual funds, and other invested assets were as follows:

	As of September 30, 2011				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 43,324	$ 2,037	$	$	$ 45,361
Obligations of states and political subdivisions	411,711	19,091	(440)		430,362
Residential mortgage-backed securities (1)	274,031	17,614	(46)		291,599
Commercial mortgage-backed securities	50,570	1,569	(2)		52,137
Other asset-backed securities	13,489	1,018			14,507
Corporate and other securities	229,421	10,299	(470)		239,250
Subtotal, fixed maturity securities	1,022,546	51,628	(958)		1,073,216
Equity securities (2)	20,215	621	(757)		20,079
Other invested assets	7,783				7,783
Totals	$ 1,050,544	$ 52,249	$ (1,715)	$	$ 1,101,078

(1) Residential mortgage-backed securities consists primarily of obligations of U.S. Government agencies including collateralized mortgage obligations and mortgage-backed securities guaranteed and/or insured by the following issuers: Government National Mortgage Association (GNMA), Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA) and the Federal Home Loan Bank (FHLB). The total of these fixed maturity securities was $274,031 at amortized cost and $291,599 at fair value as of September 30, 2011.

(2) Equity securities includes interests in mutual funds of $12,721 at cost and $11,998 at fair value as of September 30, 2011 held to fund the Company s executive deferred compensation plan.

(3) Our investment portfolio included 62 securities in an unrealized loss position at September 30, 2011.

(4) Amounts in this column represent other-than-temporary impairments recognized in accumulated other comprehensive income.

We continue to hold no subprime mortgage debt securities. All of our holdings in mortgage-backed securities are either U.S. Government or Agency guaranteed or are rated investment grade by either Moody s or Standard & Poor s.

The composition of our fixed income security portfolio by Moody s rating was as follows:

	As of September 30, 2011	
	Estimated Fair Value	Percent
U.S. Treasury securities and obligations of U.S. Government agencies	$ 344,242	32.1%
Aaa/Aa	508,064	47.3
A	106,491	9.9

Baa		**66,136**	**6.2**
Not rated		**48,283**	**4.5**
Total	**$**	**1,073,216**	**100.0%**

As of September 30, 2011, our portfolio of fixed maturity investments was comprised entirely of investment grade corporate fixed maturity securities, U.S. government and agency securities, and asset-backed securities, with the exception of one security which represented less than 0.5% of our total investment in fixed income securities. All of the securities not rated by Moody s were rated investment grade by Standard & Poor s except for the one security mentioned above which was not rated by either rating agency. Such ratings are generally assigned upon the issuance of the securities and are subject to revision on the basis of ongoing evaluations. Ratings in the table are as of the date indicated.

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The following table illustrates the gross unrealized losses included in our investment portfolio and the fair value of those securities, aggregated by investment category. The table also illustrates the length of time that they have been in a continuous unrealized loss position as of September 30, 2011.

	As of September 30, 2011					
	Less than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Obligations of states and political subdivisions	$ 17,912	$ 423	$ 4,591	$ 17	$ 22,503	$ 440
Residential mortgage-backed securities	13,494	40	215	6	13,709	46
Commercial mortgage-backed securities	2,095	2			2,095	2
Corporate and other securities	26,842	470			26,842	470
Subtotal, fixed maturity securities	60,343	935	4,806	23	65,149	958
Equity securities	6,033	757			6,033	757
Total temporarily impaired securities	$ 66,376	$ 1,692	$ 4,806	$ 23	$ 71,182	$ 1,715

As of September 30, 2011, we held insured investment securities of approximately $143,284, which represented approximately 13.0% of our total investments. Approximately $39,378 of these securities are pre-refunded, meaning that funds have been set aside in escrow to satisfy the future interest and principal obligations of the bond.

The following table shows our insured investment securities that are backed by financial guarantors including pre-refunded securities as of September 30, 2011. We do not have any direct investment holdings in a financial guarantee insurance company.

	As of September 30, 2011		
Financial Guarantor	Total	Pre-refunded Securities	Exposure Net of Pre-refunded Securities
Municipal bonds			
Ambac Assurance Corporation	$ 18,635	$ 3,386	$ 15,249
Financial Guaranty Insurance Company	279	279	
Assured Guaranty Municipal Corporation	64,041	31,175	32,866
National Public Finance Guaranty Corporation	56,170	4,538	51,632
Total municipal bonds	139,125	39,378	99,747
Other asset-backed securities			
Ambac Assurance Corporation	4,159		4,159
Total other asset-backed securities	4,159		4,159
Total	$ 143,284	$ 39,378	$ 103,906

The Moody s ratings of the Company s insured investments held at September 30, 2011 are essentially the same with or without the investment guarantees.

We reviewed the unrealized losses in our fixed income and equity portfolio as of September 30, 2011 for potential other-than-temporary asset impairments. We held no debt securities at September 30, 2011 with a material (20% or greater) unrealized loss for four or more consecutive quarters. Specific qualitative analysis was performed for securities appearing on our Watch List, if any. Qualitative analysis considered such factors as the financial condition and the near term prospects of the issuer, whether the debtor is current on its contractually obligated interest and principal payments, changes to the rating of the security by a rating agency and the historical volatility of the fair value of the security.

Of the $1,715 gross unrealized losses as of September 30, 2011, $440 relates to obligations of states and political subdivisions. The remaining $1,275 of gross unrealized losses relates primarily to holdings of investment grade asset-backed, corporate, other fixed maturity and equity securities.

The unrealized losses recorded on the investment portfolio at September 30, 2011 resulted from fluctuations in market interest rates and other temporary market conditions as opposed to fundamental changes in the credit quality of the issuers of such securities. Given our current level of liquidity, the fact that we do not intend to sell these securities, and that it is more likely than not that we will not be required to sell these securities prior to recovery of the cost basis of these securities, these decreases in values are viewed as being temporary.

During the nine months ended September 30, 2011 and 2010, there was no significant deterioration in the credit quality of any of our holdings and no other-than-temporary impairment (OTTI) charges were recorded related to our portfolio of investment securities.

For information regarding fair value measurements of our investment portfolio, refer to Item 1-Financial Statements, Note 5, Investments, of this Form 10-Q.

Finance and Other Service Income. Finance and other service income includes revenues from premium installment charges, which we recognize when earned, and other miscellaneous income and fees. Finance and other service income increased by $86, or 1.8%, to $4,856 for the quarter ended September 30, 2011 from $4,770 for the comparable 2010 period. Finance and other service income increased by $89, or 0.7%, to $13,731 for the nine months ended September 30, 2011 from $13,642 for the comparable 2010 period.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses incurred for the quarter ended September 30, 2011 increased by $23,090, or 26.1%, to $111,545 from $88,455 for the comparable 2010 period. Losses and loss adjustment expenses incurred for the nine months ended September 30, 2011 increased by $82,454, or 31.1%, to $347,359 from $264,905 for the comparable 2010 period. Our GAAP loss ratio for the quarter ended September 30, 2011 increased to 73.7% from 63.5% for the comparable 2010 period. Our GAAP loss ratio for the nine months ended September 30, 2011 increased to 78.1% from 64.8% for the comparable 2010 period. The Western Massachusetts wind and hail storm which occurred in July 2011 and Tropical Storm Irene which occurred in August 2011 caused extensive damage and as a result, we experienced $12,375 of catastrophe losses in our automobile and property lines for the quarter ended September 30, 2011 compared to no catastrophe losses for the comparable 2010 period. Included in the nine months ended September 30, 2011 pre-tax results is $53,043 attributable to catastrophic weather event losses compared to $9,439 for the comparable 2010 period. Our GAAP loss ratio excluding loss adjustment expenses for the quarter ended September 30, 2011 increased to 64.8% from 54.4% for the comparable 2010 period. Our GAAP loss ratio excluding loss adjustment expenses for the nine months ended September 30, 2011 increased to 68.8% from 55.5% for the comparable 2010 period. Total prior year favorable development included in the pre-tax results for the quarter and nine months ended September 30, 2011 was $6,275 and $25,122, respectively, compared to prior years favorable development of $10,337 and $32,895, respectively, for the comparable 2010 periods.

Underwriting, Operating and Related Expenses. Underwriting, operating and related expenses for the quarter ended September 30, 2011 increased by $1,224, or 2.8%, to $44,453 from $44,229 for the comparable 2010 period. Underwriting, operating and related expenses for the nine months ended September 30, 2011 increased by $3,799, or 3.0%, to $132,153 from $128,354 for the comparable 2010 period. Our GAAP expense ratio for the quarter ended September 30, 2011 decreased to 30.1 % from 31.8% for the comparable 2010 period. Our GAAP expense ratio for the nine months ended September 30, 2011 decreased to 29.7 % from 31.4% for the comparable 2010 period.

Interest Expense. Interest expense for the quarter ended September 30, 2011 was $23, compared to $22 for the comparable 2010 period. Interest expense for the nine months ended September 30, 2011 was $66, the same as for the comparable 2010 period. The credit facility commitment fee included in interest expense for both the three and nine months ended September 30, 2011 and 2010 was $19 and $56, respectively.

Income Tax Expense. Our effective tax rates were 20.0% and 28.8% for the quarters ended September 30, 2011 and 2010, respectively. Our effective tax rates were 20.1% and 28.8% for the nine months ended September 30, 2011 and 2010, respectively. These effective rates were lower than the statutory rate of 35.0% primarily due to adjustments for tax-exempt investment income.

Net Income. Net income for the quarter ended September 30, 2011 was $8,810 compared to $15,467 for the comparable 2010 period. Net income for the nine months ended September 30, 2011 was $8,942 compared to $43,330 for the comparable 2010 period. The decreases in net income for the three and nine months ended September 30, 2011 from the comparable 2010 periods were primarily attributable to the increases in losses and loss adjustment expenses, as discussed above.

Liquidity and Capital Resources

As a holding company, Safety s assets consist primarily of the stock of our direct and indirect subsidiaries. Our principal source of funds to meet our obligations and pay dividends to shareholders, therefore, is dividends and other permitted payments from our subsidiaries, principally Safety Insurance. Safety is the borrower under our credit facility.

Safety Insurance s sources of funds primarily include premiums received, investment income, and proceeds from sales and redemptions of investments. Safety Insurance s principal uses of cash are the payment of claims, operating expenses and taxes, the purchase of investments, and payment of dividends to Safety.

Net cash provided by operating activities was $21,015 and $31,033 during the nine months ended September 30, 2011 and 2010, respectively. Our operations typically generate positive cash flows from operations as most premiums are received in advance of the time when claim and benefit payments are required. These positive operating cash flows are expected to continue to meet our liquidity requirements.

Net cash provided by investing activities during the nine months ended September 30, 2011 and 2010 was $4,836 and $10,159 primarily the result of proceeds from sales, paydowns, redemptions, calls and maturities of fixed maturity securities exceeding purchases of fixed maturity securities.

Net cash used for financing activities was $21,876 and $24,779 during the nine months ended September 30, 2011 and 2010, respectively. Net cash used for financing activities is primarily comprised of dividend payments to shareholders.

Credit Facility

On August 14, 2008, we entered into an Amended and Restated Revolving Credit Agreement (the   New Credit Agreement) with RBS Citizens, NA (RBS Citizens). The New Credit Agreement amended and restated the terms of our existing Revolving Credit Agreement with RBS Citizens prior to its expiration date of August 17, 2008. The New Credit Agreement extends the maturity date to August 14, 2013 and provides a $30,000 revolving credit facility with an accordion feature allowing for future expansion of the committed amount up to $50,000. Loans under the credit facility bear interest at the Company s option at either (i) the LIBOR rate plus 1.25% per annum or (ii) the higher of RBS Citizens prime rate or 0.5% above the federal funds rate plus 1.25% per annum. Interest only is payable prior to maturity.

Our obligations under the credit facility are secured by pledges of our assets and the capital stock of our operating subsidiaries. The credit facility is guaranteed by our non-insurance company subsidiaries. The credit facility contains covenants including requirements to maintain minimum risk based capital ratios and statutory surplus of Safety Insurance as well as limitations or restrictions on indebtedness, liens, and other matters. Among other covenants, the credit facility restricts the Company s payment of dividends (i) if a default under the credit facility is continuing or would result therefrom or (ii) in an amount in excess of 50% of our prior year s net income, as determined in accordance with GAAP. As of September 30, 2011, we were in compliance with all such covenants. In addition, the credit facility includes customary events of default, including a cross-default provision permitting the lenders to accelerate the facility if the Company (i) defaults in any payment obligation under debt having a principal amount in excess of $10,000 or (ii) fails to perform any other covenant permitting acceleration of all such debt.

We had no amounts outstanding on our credit facility at September 30, 2011 and December 31, 2010. The credit facility commitment fee included in interest expenses was computed at an annual rate of 0.25% on the $30,000 commitment at September 30, 2011 and 2010.

Regulatory Matters

Our insurance company s subsidiaries are subject to various regulatory restrictions that limit the maximum amount of dividends available to be paid to their parent without prior approval of the Commissioner. The Massachusetts statute limits the dividends an insurer may pay in any twelve-month period, without the prior permission of the Commissioner, to the greater of (i) 10% of the insurer s surplus as of the preceding December 31 or (ii) the insurer s net income for the twelve-month period ending the preceding December 31, in each case determined in accordance with statutory accounting practices. Our insurance company subsidiaries may not declare an extraordinary dividend (defined as any dividend or distribution that, together with other distributions made within the preceding twelve months, exceeds the limits established by Massachusetts statute) until thirty days after the Commissioner has received notice of the intended dividend and has not objected. As historically administered by the Commissioner, this provision requires the Commissioner s prior approval of an extraordinary dividend. Under Massachusetts law, an insurer may pay cash dividends only from its unassigned funds, also known as earned surplus, and the insurer s remaining surplus must be both reasonable in relation to its outstanding liabilities and adequate to its financial needs. At year-end 2010, the statutory surplus of Safety Insurance was $582,432, and its net income for 2010 was $51,560. As a result, a maximum of $58,243 is available in 2011 for such dividends without prior approval of the Commissioner. During the nine months ended September 30, 2011, Safety Insurance recorded dividends to Safety of $19,079.

The maximum dividend permitted by law is not indicative of an insurer s actual ability to pay dividends, which may be constrained by business and regulatory considerations, such as the impact of dividends on surplus, which could affect an insurer s ratings or competitive position, the amount of premiums that can be written and the ability to pay future dividends.

On February 15, 2011, our Board approved and declared a quarterly cash dividend on our common stock of $0.50 per share, or $7,542, which was paid on March 15, 2011 to shareholders of record on March 1, 2011. On May 4, 2011, our Board approved and declared a quarterly cash dividend of $0.50 per share, or $7,593, which was paid on June 15, 2011 to shareholders of record on June 1, 2011. On August 3, 2011, our Board approved and declared a quarterly cash dividend on our common stock of $0.50 per share or $7,594 which was paid on September 15, 2011 to shareholders of record on September 1, 2011. On November 2, 2011, our Board approved and declared a quarterly cash dividend on our common stock of $0.50 per share which will be paid on December 15, 2011 to shareholders of record on December 1, 2011. We plan to continue to declare and pay quarterly cash dividends in 2012, depending on our financial position and the regularity of our cash flows.

On August 3, 2007, our Board approved a share repurchase program of up to $30,000 of the Company s outstanding common shares. On March 19, 2009, our Board increased this existing share repurchase program by authorizing repurchase of up to $60,000 of the Company s outstanding common shares. On August 4, 2010, our Board again increased the existing share repurchase program by authorizing repurchase of up to $90,000 of the Company s outstanding common shares. Under the program, we may repurchase shares of our common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not require us to repurchase any specific number of shares and may be modified, suspended or terminated at any time without prior notice. During the nine months ended September 30, 2011, the Company purchased 1,190 shares of its common shares on the open market under the program at a cost of $43. During the nine months ended September 30, 2010, the Company purchased 162,907 shares of its common shares on the open market under the program at a cost of $5,815. As of September 30, 2011, the Company had purchased 1,728,645 shares on the open market at a cost of $55,569. As of December 31, 2010, the Company had purchased 1,727,455 shares on the open market at a cost of $55,526.

Management believes that the current level of cash flow from operations provides us with sufficient liquidity to meet our operating needs over the next 12 months. We expect to be able to continue to meet our operating needs after the next 12 months from internally generated funds. Since our ability to meet our obligations in the long term (beyond such twelve-month period) is dependent upon such factors as market changes, insurance regulatory changes and economic conditions, no assurance can be given that the available net cash flow will be sufficient to meet our operating needs. We expect that we would need to borrow or issue capital stock if we needed additional funds, for example, to pay for an acquisition or a significant expansion of our operations. There can be no assurance that sufficient funds for any of the foregoing purposes would be available to us at such time.

Off-Balance Sheet Arrangements

We have no material obligations under a guarantee contract meeting the characteristics identified in ASC 460, *Guarantees.* We have no material retained or contingent interests in assets transferred to an unconsolidated entity. We have no material obligations, including contingent obligations, under contracts that would be accounted for as derivative instruments. We have no obligations, including contingent obligations, arising out of a variable interest in an unconsolidated entity held by, and material to, us, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with us. We have no direct investments in real estate and no holdings of mortgages secured by commercial real estate. Accordingly, we have no material off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Loss and Loss Adjustment Expense Reserves

Significant periods of time can elapse between the occurrence of an insured loss, the reporting to us of that loss and our final payment of that loss. To recognize liabilities for unpaid losses, we establish reserves as balance sheet liabilities. Our reserves represent estimates of amounts needed to pay reported and unreported losses and the expenses of investigating and paying those losses, or loss adjustment expenses. Every quarter, we review our previously established reserves and adjust them, if necessary.

When a claim is reported, claims personnel establish a   case reserve   for the estimated amount of the ultimate payment. The amount of the reserve is primarily based upon an evaluation of the type of claim involved, the circumstances surrounding each claim and the policy provisions relating to the loss. The estimate reflects the informed judgment of such personnel based on general insurance reserving practices and on the experience and knowledge of the claims person. During the loss adjustment period, these estimates are revised as deemed necessary by our claims department based on subsequent developments and periodic reviews of the cases. When a claim is closed with or without a payment, the difference between the case reserve and the settlement amount creates a reserve deficiency if the payment exceeds the case reserve or a reserve redundancy if the payment is less than the case reserve.

In accordance with industry practice, we also maintain reserves for estimated losses incurred but not yet reported (IBNR). IBNR reserves are determined in accordance with commonly accepted actuarial reserving techniques on the basis of our historical information and experience. We review and make adjustments to incurred but not yet reported reserves quarterly. In addition, IBNR reserves can also be expressed as the total loss reserves required less the case reserves on reported claims.

When reviewing reserves, we analyze historical data and estimate the impact of various loss development factors, such as our historical loss experience and that of the industry, trends in claims frequency and severity, our mix of business, our claims processing procedures, legislative enactments, judicial decisions, legal developments in imposition of damages, and changes and trends in general economic conditions, including the effects of inflation. A change in any of these factors from the assumption implicit in our estimate can cause our actual loss experience to be better or worse than our reserves, and the difference can be material. There is no precise method, however, for evaluating the impact of any specific factor on the adequacy of reserves, because the eventual development of reserves is affected by many factors.

Management determines our loss and LAE reserves estimate based upon the analysis of our actuaries. A reasonable estimate is derived by selecting a point estimate within a range of indications as calculated by our actuaries using generally accepted actuarial techniques. The key assumption in most actuarial analysis is that past patterns of frequency and severity will repeat in the future, unless a significant change in the factors described above takes place. Our key factors and resulting assumptions are the ultimate frequency and severity of claims, based upon the most recent ten years of claims reported to the Company, and the data CAR reports to us to calculate our share of the residual market, as of the date of the applicable balance sheet. For each accident year and each coverage within a line of business our actuaries calculate the ultimate losses incurred. Our total reserves are the difference between the ultimate losses incurred and the cumulative loss and loss adjustment payments made to date. Our IBNR reserves are calculated as the difference between our total reserves and the outstanding case reserves at the end of the accounting period. To determine ultimate losses, our actuaries calculate a range of indications and select a point estimation using such actuarial techniques as:

- *Paid Loss Indications:* This method projects ultimate loss estimates based upon extrapolations of historic paid loss trends. This method tends to be used on short tail lines such as automobile physical damage.

- *Incurred Loss Indications:* This method projects ultimate loss estimates based upon extrapolations of historic incurred loss trends. This method tends to be used on long tail lines of business such as automobile liability and homeowner s liability.

- *Bornhuetter-Ferguson Indications:* This method projects ultimate loss estimates based upon extrapolations of an expected amount of IBNR, which is added to current incurred losses or paid losses. This method tends to be used on small, immature, or volatile lines of business, such as our BOP and umbrella lines of business.

- *Bodily Injury Code Indications:* This method projects ultimate loss estimates for our private passenger and commercial automobile bodily injury coverage based upon extrapolations of the historic number of accidents and the historic number of bodily injury claims per accident. Projected ultimate bodily injury claims are then segregated into expected claims by type of injury (e.g. soft tissue injury vs. hard tissue injury) based on past experience. An ultimate severity, or average paid loss amounts, is estimated based upon extrapolating historic trends. Projected ultimate loss estimates using this method are the aggregate of estimated losses by injury type.

Such techniques assume that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting our ultimate losses, total reserves and resulting IBNR reserves. It is possible that the final outcome may fall above or below these amounts as a result of a number of factors, including immature data, sparse data, or significant growth in a line of business. Using these methodologies our actuaries established a range of reasonably possible estimations for net reserves of approximately $311,592 to $357,291 as of September 30, 2011. In general, the low and high values of the ranges represent reasonable minimum and maximum values of the indications based on the techniques described above. Our selected point estimate of net loss and LAE reserves based upon the analysis of our actuaries was $345,758 as of September 30, 2011.

The following table presents the point estimation of the recorded reserves and the range of estimations by line of business for net loss and LAE reserves as of September 30, 2011. We have recorded reserves closer to the high end of the ranges of our projections.

Line of Business		Low		Recorded		High
Private passenger automobile	$	205,118	$	222,551	$	229,894
Commercial automobile		35,228		42,215		42,519
Homeowners		48,706		54,419		56,018
All other		22,540		26,573		28,860
Total	$	311,592	$	345,758	$	357,291

The following table presents our total net reserves and the corresponding case reserves and IBNR reserves for each line of business as of September 30, 2011.

Line of Business		Case		IBNR		Total
Private passenger automobile	$	235,825	$	(18,674)	$	217,151
CAR assumed private passenger auto		4,134		1,266		5,400
Commercial automobile		27,066		3,909		30,975
CAR assumed commercial automobile		6,933		4,307		11,240
Homeowners		42,345		7,473		49,818
FAIR Plan assumed homeowners		2,514		2,087		4,601
All other		20,420		6,153		26,573
Total net reserves for losses and LAE	$	339,237	$	6,521	$	345,758

Our IBNR reserves consist of our estimate of the total loss reserves required less our case reserves. The IBNR reserves for CAR assumed private passenger and commercial automobile business are 23.4% and 38.3%, respectively, of our total reserves for these lines of business as of September 30, 2011 due to the reporting delays in the information we receive from CAR, as described further in the section on *CAR Loss and Loss Adjustment Expense Reserves.* Our IBNR reserves for FAIR Plan assumed homeowners are 45.4% of our total reserves for this line of business at September 30, 2011 due to similar reporting delays in the information we receive from FAIR Plan. Our IBNR reserves for private passenger automobile have decreased due to the favorable development of case reserves in recent years.

The following table presents information by line of business for our total net reserves and the corresponding retained (i.e. direct less ceded) reserves and assumed reserves as of September 30, 2011.

Line of Business		Retained		Assumed		Net
Private passenger automobile	$	217,151				
CAR assumed private passenger automobile			$	5,400		
Net private passenger automobile					$	222,551
Commercial automobile		30,975				
CAR assumed commercial automobile				11,240		
Net commercial automobile						42,215
Homeowners		49,818				
FAIR Plan assumed homeowners				4,601		
Net homeowners						54,419
All other		26,573				26,573

Total net reserves for losses and LAE	$	**324,517**	$	**21,241**	$	**345,758**

CAR Loss and Loss Adjustment Expense Reserves

We are a participant in CAR and assume a portion of losses and LAE on business ceded by the industry participants to CAR. We estimate reserves for assumed losses and LAE that have not yet been reported to us by CAR. Our estimations are based upon the same factors we use for our own reserves, plus additional factors due to the nature of and the information we receive from CAR. The

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portion of reserves based upon CAR estimates for private passenger automobile line of business has declined substantially over time as a result of the institution of the MAIP and phase-out of the private passenger automobile CAR reinsurance pool on April 1, 2009, as described elsewhere in this report.

The CAR deficit, which consists of premium ceded to CAR less CAR losses and LAE, is allocated among every automobile insurance company writing business in Massachusetts based on a complex formula (the Participation Ratio) that takes into consideration a company s voluntary market share, the amount of business it cedes to CAR and credits the company earns under a system CAR has designed to encourage carriers to voluntarily write business in selected under-priced classes and territories.

We receive a Settlement of Balances report from CAR that reports our share of CAR premium, losses and LAE on a lagged basis, seventy-five days after the end of every quarter. CAR-published financial data is always at least one quarter behind the financial data we report. For example, when we reported our financial results for the year ended December 31, 2010, we had nine months of reported 2010 CAR financial data, and we had to estimate and record as IBNR reserves what CAR would report to us for the last three months of the year.

We receive our final calendar year Participation Ratio report from CAR eight months after the end of that year, and thus we have to estimate for six quarters our share of the CAR deficit. For example, for the year ended December 31, 2010 we had to estimate our 2010 policy year CAR Participation Ratio beginning with the first quarter of 2010 through the second quarter of 2011.

Because of the lag in CAR estimates, and in order to try to validate to the extent possible the information CAR does provide, we must try to estimate the effects of the actions of our competitors in order to establish our Participation Ratio. Before final Participation Ratios are available, we estimate the size of CAR and the resulting deficit based on historical analysis of CAR results and estimations of our competitors cession strategies. Even after our final Participation Ratio is available from CAR, we must continue to estimate the size of CAR and the resulting deficit based upon data published by CAR and our own continuing analysis. As a result, changes in our reserves for CAR may continue to occur until all claims are finally settled. The Loss Reserving Committee at CAR meets 70 days after the end of each quarter to estimate the CAR deficit for all active policy years and publishes estimations, which we use to estimate our share of the deficit. The estimation that CAR calculates is based on data it collects from 19 servicing carriers which settle, reserve and report claims using a variety of methods. Any delays or errors in the collection of this data could have a significant impact on the accuracy of CAR s estimations.

Although we rely to a significant extent in setting our reserves on the information CAR provides, we are cautious in our use of that information, both because of the delays described above and because the CAR estimates incorporate data CAR receives from all other CAR servicing carriers in Massachusetts. We do not have direct access to that data or firsthand knowledge of how those carriers are currently conducting their operations. As a result, we are cautious in recording CAR reserves for the calendar years for which we have to estimate our Participation Ratio and these reserves are subject to significant judgments and estimates.

Sensitivity Analysis

Establishment of appropriate reserves is an inherently uncertain process. There can be no certainty that currently established reserves based on our key assumptions regarding frequency and severity in our lines of business, or our assumptions regarding our share of the CAR loss will prove adequate in light of subsequent actual experience. To the extent that reserves are inadequate and are strengthened, the amount of such increase is treated as a charge to earnings in the period that the deficiency is recognized. To the extent that reserves are redundant and are released, the amount of the release is a credit to earnings in the period the redundancy is recognized. For the nine months ended September 30, 2011, a 1 percentage-point change in the loss and LAE ratio would result in a change in reserves of $4,446. Each 1 percentage-point change in the loss and loss expense ratio would have had a $2,890 effect on net income, or $0.19 per diluted share.

Our assumptions consider that past experience, adjusted for the effects of current developments and anticipated trends, are an appropriate basis for establishing our reserves. Our individual key assumptions could each have a reasonable possible range of plus or minus 5 percentage-points for each estimation, although there is no guarantee that our assumptions will not have more than a 5 percentage point variation. The following sensitivity tables present information for each of our primary lines of business on the effect each 1 percentage-point change in each of our key assumptions on unpaid frequency and severity could have on our retained (i.e., direct minus ceded) loss and LAE reserves and net income for the nine months ended September 30, 2011. In evaluating the information in the table, it should be noted that a 1 percentage-point change in a single assumption would change estimated reserves by 1 percentage-point. A 1 percentage-point change in both our key assumptions would change estimated reserves within a range of plus or minus 2 percentage-points.

	-1 Percent Change in Frequency	No Change in Frequency	+1 Percent Change in Frequency
Private passenger automobile retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	$ (4,343)	$ (2,172)	$
Estimated increase in net income	2,823	1,412	
No Change in Severity			
Estimated (decrease) increase in reserves	(2,172)		2,172
Estimated increase (decrease) in net income	1,412		(1,412)
+1 Percent Change in Severity			
Estimated increase in reserves		2,172	4,343
Estimated decrease in net income		(1,412)	(2,823)
Commercial automobile retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(620)	(310)	
Estimated increase in net income	403	202	
No Change in Severity			
Estimated (decrease) increase in reserves	(310)		310
Estimated increase (decrease) in net income	202		(202)
+1 Percent Change in Severity			
Estimated increase in reserves		310	620
Estimated decrease in net income		(202)	(403)
Homeowners retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(996)	(498)	
Estimated increase in net income	647	324	
No Change in Severity			
Estimated (decrease) increase in reserves	(498)		498
Estimated increase (decrease) in net income	324		(324)
+1 Percent Change in Severity			
Estimated increase in reserves		498	996
Estimated decrease in net income		(324)	(647)
All other retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(531)	(266)	
Estimated increase in net income	345	173	
No Change in Severity			
Estimated (decrease) increase in reserves	(266)		266
Estimated increase (decrease) in net income	173		(173)
+1 Percent Change in Severity			
Estimated increase in reserves		266	531
Estimated decrease in net income		(173)	(345)

Our estimated share of CAR loss and LAE reserves is based on assumptions about our Participation Ratio, the size of CAR, and the resulting deficit (similar assumptions apply with respect to the FAIR Plan). Our assumptions consider that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for establishing our CAR reserves. Each of our assumptions could have a reasonably possible range of plus or minus 5 percentage-points for each estimation.

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The following sensitivity table presents information of the effect each 1 percentage-point change in our assumptions on our share of reserves for CAR and other residual markets could have on our assumed loss and LAE reserves and net income for the nine months ended September 30, 2011. In evaluating the information in the table, it should be noted that a 1 percentage-point change in our assumptions would change estimated reserves by 1 percentage-point.

	-1 Percent Change in Estimation	+1 Percent Change in Estimation
CAR assumed private passenger automobile		
Estimated (decrease) increase in reserves	**$ (54)**	**$ 54**
Estimated increase (decrease) in net income	**35**	**(35)**
CAR assumed commercial automobile		
Estimated (decrease) increase in reserves	**(112)**	**112**
Estimated increase (decrease) in net income	**73**	**(73)**
FAIR Plan assumed homeowners		
Estimated (decrease) increase in reserves	**(46)**	**46**
Estimated increase (decrease) in net income	**30**	**(30)**

Reserve Development Summary

The changes we have recorded in our reserves in the past illustrate the uncertainty of estimating reserves. Our prior year reserves decreased by $25,122, and $32,895 during the nine months ended September 30, 2011 and 2010, respectively.

The following table presents a comparison of prior year development of our net reserves for losses and LAE for the nine months ended September 30, 2011 and 2010. Each accident year represents all claims for an annual accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid. Our financial statements reflect the aggregate results of the current and all prior accident years.

	Nine Months Ended September 30,	
Accident Year	**2011**	**2010**
2001 & prior	**$ (21)**	$ (651)
2002	**(138)**	(587)
2003	**(447)**	(1,273)
2004	**(815)**	(1,548)
2005	**(2,900)**	(3,626)
2006	**(3,789)**	(6,358)
2007	**(4,128)**	(6,866)
2008	**(7,506)**	(7,199)
2009	**(4,062)**	(4,787)
2010	**(1,316)**	
All prior years	**$ (25,122)**	**$** (32,895)

The decreases in prior years reserves during the nine months ended September 30, 2011 and 2010 resulted from re-estimations of prior year ultimate loss and LAE liabilities. The 2011 decrease is primarily composed of reductions of $19,335 in our retained automobile reserves and $2,765 in our retained homeowners reserves. The 2010 decrease is primarily composed of reductions of $23,066 in our retained automobile reserves and $5,038 in CAR assumed reserves.

The following table presents information by line of business for prior year development of our net reserves for losses and LAE for the nine months ended September 30, 2011.

Accident Year	Private Passenger Automobile	Commercial Automobile	Homeowners	All Other	Total
2001 & prior	$ 130	$ (147)	$ (4)	$	$ (21)
2002	(136)	(2)			(138)
2003	(269)	(178)			(447)
2004	(524)	(239)	(52)		(815)
2005	(2,441)	(460)	1		(2,900)
2006	(2,552)	(238)	(763)	(236)	(3,789)
2007	(2,321)	(815)	(690)	(302)	(4,128)
2008	(4,802)	(830)	(891)	(983)	(7,506)
2009	(4,052)	(197)	247	(60)	(4,062)
2010	(97)	(180)	(1,031)	(8)	(1,316)
All prior years	$ (17,064)	$ (3,286)	$ (3,183)	$ (1,589)	$ (25,122)

To further clarify the effects of changes in our reserve estimates for CAR and other residual markets, the next two tables break out the information in the table above by source of the business (i.e., non-residual market vs. residual market).

The following table presents information by line of business for prior year development of retained reserves for losses and LAE for the nine months ended September 30, 2011; that is, all our reserves except for business ceded or assumed from CAR and other residual markets.

Accident Year	Retained Private Passenger Automobile	Retained Commercial Automobile	Retained Homeowners	Retained All Other	Total
2001 & prior	$ 130	$ (147)	$ (4)	$	$ (21)
2002	(136)	(2)			(138)
2003	(239)	(173)			(412)
2004	(496)	(224)	(51)		(771)
2005	(2,414)	(430)			(2,844)
2006	(2,484)	(184)	(751)	(236)	(3,655)
2007	(2,281)	(672)	(672)	(302)	(3,927)
2008	(4,693)	(723)	(843)	(983)	(7,242)
2009	(3,832)	(136)	441	(60)	(3,587)
2010	1	(200)	(885)	(8)	(1,092)
All prior years	$ (16,444)	$ (2,891)	$ (2,765)	$ (1,589)	$ (23,689)

The following table presents information by line of business for prior year development of reserves assumed from residual markets for losses and LAE for the nine months ended September 30, 2011.

Accident Year	CAR Assumed Private Passenger Automobile	CAR Assumed Commercial Automobile	FAIR Plan Homeowners	Total
2001 & prior	$	$	$	$
2002				
2003	**(30)**	**(5)**		**(35)**
2004	**(28)**	**(15)**	**(1)**	**(44)**
2005	**(27)**	**(30)**	**1**	**(56)**
2006	**(68)**	**(54)**	**(12)**	**(134)**
2007	**(40)**	**(143)**	**(18)**	**(201)**
2008	**(109)**	**(107)**	**(48)**	**(264)**
2009	**(220)**	**(61)**	**(194)**	**(475)**
2010	**(98)**	**20**	**(146)**	**(224)**
All prior years	$ **(620)**	$ **(395)**	$ **(418)**	$ **(1,433)**

Our private passenger automobile line of business prior year reserves decreased by $17,064 for the nine months ended September 30, 2011. The decrease was primarily due to improved retained private passenger results of $15,704 for the accident years 2005 through 2009 The improved retained private passenger results were primarily due to fewer IBNR claims than previously estimated and better than previously estimated severity on our established bodily injury and property damage case reserves.

Our commercial automobile line of business prior year reserves decreased by $3,286 for the nine months ended September 30, 2011 due primarily to fewer IBNR claims than previously estimated.

Our retained homeowners line of business prior year reserves decreased by $2,765 for the nine months ended September 30, 2011. Our FAIR Plan homeowners reserve decreased by $418 for the nine months ended September 30, 2011.

In estimating all our loss reserves, including CAR, we follow the guidance prescribed by Accounting Standards Codification (ASC) 944, *Financial Services-Insurance.*

For further information, see Results of Operations: *Losses and Loss Adjustment Expense*s.

Other-Than-Temporary Impairments

We use a systematic methodology to evaluate declines in fair values below cost or amortized cost of our investments. This methodology ensures that we evaluate available evidence concerning any declines in a disciplined manner.

In our determination of whether a decline in fair value below amortized cost is an other-than-temporary impairment (OTTI), we consider and evaluate several factors and circumstances including the issuer s overall financial condition, the issuer s credit and financial strength ratings, a weakening of the general market conditions in the industry or geographic region in which the issuer operates, a prolonged period (typically six months or longer) in which the fair value of an issuer s securities remains below our amortized cost, and any other factors that may raise doubt about the issuer s ability to continue as a going concern.

ASC 320, *Investments Debt and Equity Securities* requires entities to separate an OTTI of a debt security into two components when there are credit related losses associated with the impaired debt security for which the Company asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. Under ASC 320, the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that the Company will have to sell the debt security prior to the anticipated recovery, the decline in market value below amortized cost is recognized as an OTTI in earnings. In periods after the recognition of an OTTI on debt securities, the Company accounts for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted or amortized into net investment income.

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For further information, see Results of Operations: *Net Realized Gains on Investments.*

Forward-Looking Statements

Forward-looking statements might include one or more of the following, among others:

- Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
- Descriptions of plans or objectives of management for future operations, products or services;
- Forecasts of future economic performance, liquidity, need for funding and income;
- Descriptions of assumptions underlying or relating to any of the foregoing; and
- Future performance of credit markets.

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as believe, expect, anticipate, intend, plan, estimate, aim, projects, or words of similar meaning and expressions that indicate f and trends, or future or conditional verbs such as will, would, should, could, or may. All statements that address expectations or projections about the future, including statements about the Company s strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

Forward-looking statements are not guarantees of future performance. By their nature, forward-looking statements are subject to risks and uncertainties. There are a number of factors, many of which are beyond our control, that could cause actual future conditions, events, results or trends to differ significantly and/or materially from historical results or those projected in the forward-looking statements. These factors include but are not limited to the competitive nature of our industry and the possible adverse effects of such competition. Although a number of national insurers that are much larger than we are do not currently compete in a material way in the Massachusetts private passenger automobile market, if one or more of these companies decided to aggressively enter the market it could have a material adverse effect on us. Other significant factors include conditions for business operations and restrictive regulations in Massachusetts, the possibility of losses due to claims resulting from severe weather, the possibility that the Commissioner may approve future Rule changes that change the operation of the residual market, the possibility that existing insurance-related laws and regulations will become further restrictive in the future, our possible need for and availability of additional financing, and our dependence on strategic relationships, among others, and other risks and factors identified from time to time in our reports filed with the SEC. Refer to Part I, Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2010.

Some other factors, such as market, operational, liquidity, interest rate, equity and other risks, are described elsewhere in this Quarterly Report on Form 10-Q. Factors relating to the regulation and supervision of our Company are also described or incorporated in this report. There are other factors besides those described or incorporated in this report that could cause actual conditions, events or results to differ from those in the forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not undertake any obligation to update publicly or revise any forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

Item 3. Quantitative and Qualitative Information about Market Risk (Dollars in thousands)

Market Risk. Market risk is the risk that we will incur losses due to adverse changes in market rates and prices. We have exposure to market risk through our investment activities and our financing activities. Our primary market risk exposure is to changes in interest rates. We use both fixed and variable rate debt as sources of financing. We have not entered, and do not plan to enter, into any derivative financial instruments for trading or speculative purposes.

Interest Rate Risk. Interest rate risk is the risk that we will incur economic losses due to adverse changes in interest rates. Our exposure to interest rate changes primarily results from our significant holdings of fixed rate investments and from our financing activities. Our fixed maturity investments include U.S. and foreign government bonds, securities issued by government agencies, obligations of state and local governments and governmental authorities, corporate bonds and asset-backed securities, most of which are exposed to changes in prevailing interest rates.

We manage our exposure to risks associated with interest rate fluctuations through active review of our investment portfolio by our management and Board and consultation with third-party financial advisors. As a general matter, we do not attempt to match the durations of our assets with the durations of our liabilities, and the majority of our liabilities are short tail. Our goal is to maximize the total after-tax return on all of our investments. An important strategy that we employ to achieve this goal is to try to hold enough in cash and short-term investments in order to avoid liquidating longer-term investments to pay claims.

Based upon the results of interest rate sensitivity analysis, the following table shows the interest rate risk of our investments in fixed maturities, measured in terms of fair value (which is equal to the carrying value for all our fixed maturity securities).

	As of September 30, 2011		
	-100 Basis Point Change	No Change	+100 Basis Point Change
Estimated fair value	$ 1,114,106	$ 1,073,216	$ 1,028,139
Estimated increase (decrease) in fair value	$ 40,890	$	$ (45,077)

With respect to floating rate debt, we are exposed to the effects of changes in prevailing interest rates. At September 30, 2011, we had no debt outstanding under our credit facility. Assuming the full utilization of our current available credit facility, a 2.0% increase in the prevailing interest rate on our variable rate debt would result in interest expense increasing approximately $600 for 2011, assuming that all of such debt is outstanding for the entire year.

In addition, in the current market environment, our investments can also contain liquidity risks.

Equity Risk. Equity risk is the risk that we will incur economic losses due to adverse changes in equity prices. Our exposure to changes in equity prices results from our holdings of common stock and mutual funds held to fund the executive deferred compensation plan. We continuously evaluate market conditions and we expect in the future to purchase additional equity securities. We principally manage equity price risk through industry and issuer diversification and asset allocation techniques.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), we evaluated the effectiveness of the design and operation of our disclosure controls and procedures [as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)] as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures are adequate and effective and ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and that information required to be disclosed in such reports is accumulated and communicated to management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings - Please see Item 1 Financial Statements - Note 7, Commitments and Contingencies.

Item 1A. Risk Factors

There have been no subsequent material changes from the risk factors previously disclosed in the Company s 2010 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds (Dollars in thousands)

On August 3, 2007, the Board approved a share repurchase program of up to $30,000 of the Company s outstanding common shares. On March 19, 2009, the Board increased this existing share repurchase program by authorizing repurchase of up to $60,000 of the Company s outstanding common shares. On August 4, 2010, the Board again increased the existing share repurchase program by authorizing repurchase of up to $90,000 of the Company s outstanding common shares. Under the program, we may repurchase shares of our common stock for cash in public or private transactions, in the open market or otherwise. The timing of such repurchases and actual number of shares repurchased will depend on a variety of factors including price, market conditions and applicable regulatory and corporate requirements. The program does not require us to repurchase any specific number of shares and may be modified, suspended or terminated at any time without prior notice.

The following table provides information about Safety s share repurchase activity for the quarter ended September 30, 2011.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plan
July 1-31		**$**	**1,727,455**	**$ 34,474**
August 1-31		**$**	**1,727,455**	**$ 34,474**
September 1-30	**1,190**	**$ 36.03**	**1,728,645**	**$ 34,431**

Item 3. Defaults upon Senior Securities - None.

Item 4. Removed and Reserved.

Item 5. Other Information - None.

Item 6. Exhibits - The exhibits are contained herein as listed in the Exhibit Index.

SIGNATURE

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

SAFETY INSURANCE GROUP, INC. (Registrant)

Date: November 8, 2011

By: /s/ WILLIAM J. BEGLEY, JR.
William J. Begley, Jr.
Vice President, Chief Financial Officer and Secretary

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SAFETY INSURANCE GROUP, INC.

EXHIBIT INDEX

Exhibit Number	Description
10.1	Umbrella Liability Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Safety Property and Casualty Insurance Company and Swiss Reinsurance America Corporation Effective January 1, 2011. (2)
10.2	Property Catastrophe Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Safety Property and Casualty Insurance Company and Swiss Reinsurance America Corporation Effective January 1, 2011. (2)
10.3	Excess Catastrophe Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Safety Property and Casualty Insurance Company and AON Benfield Effective January 1, 2011.(2)
11.0	Statement re: Computation of Per Share Earnings.(1)
31.1	CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002.(2)
31.2	CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes Oxley Act of 2002.(2)
32.1	CEO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.(2)
32.2	CFO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.(2)
101	The following materials from Safety Insurance Group, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Statements of Income for the three and nine months ended September 30, 2011 and 2010; (ii) Consolidated Balance Sheets at September 30, 2011 and December 31, 2010; (iii) Consolidated Statements of Shareholders Equity for the nine months ended September 30, 2011 and 2010; (iv) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2011 and 2010; (v) Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010, and (vi) related notes to these financial statements, tagged as blocks of text.(2)

(1) Not included herein as the information is included as part of this Form 10-Q, Item 1 - Financial Statements, Note 3, Earnings per Weighted Average Common Share.

(2) Included herein.