SAFETY INSURANCE GROUP INC
Form 10-K
March 13, 2012

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Shares, $0.01 par value per share	NASDAQ Global Select Market

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No ý

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act. Yes o No ý

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 ý 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 Regulations 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 ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 ý	Non-accelerated filer o (Do not check if a smaller reporting company)	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 ý

The aggregate market value of the registrant's voting and non-voting common equity (based on the closing sales price on NASDAQ) held by non-affiliates of the registrant as of June 30, 2011, was approximately $579,073,338.

As of March 8, 2012, there were 15,197,587 Common Shares with a par value of $0.01 per share outstanding.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement for its Annual Meeting of Shareholders to be held on May 23, 2012, which Safety Insurance Group, Inc. (the "Company", "we", "our", "us") intends to file within 120 days after its December 31, 2011 year-end, are incorporated by reference into Part II and Part III hereof.

SAFETY INSURANCE GROUP, INC.

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PART I.

ITEM 1. BUSINESS

General

We are a leading provider of private passenger automobile insurance in Massachusetts. In addition to private passenger automobile insurance (which represented 67.2% of our direct written premiums in 2011), we offer a portfolio of property and casualty insurance products, including commercial automobile, homeowners, dwelling fire, umbrella and business owner policies. Operating exclusively in Massachusetts and New Hampshire through our insurance company subsidiaries, Safety Insurance Company ("Safety Insurance"), Safety Indemnity Insurance Company ("Safety Indemnity") and Safety Property and Casualty Insurance Company ("Safety P&C") (together referred to as the "Insurance Subsidiaries"), we have established strong relationships with independent insurance agents, who numbered 852 in 987 locations throughout Massachusetts and New Hampshire during 2011. We have used these relationships and our extensive knowledge of the Massachusetts market to become the third largest private passenger automobile carrier, capturing an approximate 11.1% share of the Massachusetts private passenger automobile insurance market, and the third largest commercial automobile carrier, with an 11.4% share of the Massachusetts commercial automobile insurance market in 2011 according to statistics compiled by Commonwealth Automobile Reinsurers ("CAR"). In addition, we were also ranked the 49th largest automobile writer in the country according to A.M. Best, based on 2010 direct written premiums. We were incorporated under the laws of Delaware in 2001, but through our predecessors, we have underwritten insurance in Massachusetts since 1979.

Our Insurance Subsidiaries began writing private passenger automobile and homeowners insurance business in New Hampshire during 2008, personal umbrella business during 2009, and commercial automobile business in 2011. During the years ended December 31, 2011, 2010, and 2009, the Company wrote $5,750, $2,774, and $978 in direct written premiums, respectively, and approximately 4,500, 3,300, and 1,250 policies, respectively, in New Hampshire.

Website Access to Information

The Internet address for our website is *www.SafetyInsurance.com*. All of our press releases and United States Securities and Exchange Commission ("SEC") reports are available for viewing or download at our website. These documents are made available on our website as soon as reasonably practicable after each press release is made and SEC report is filed with, or furnished to, the SEC. Copies of any current public information about our company are available without charge upon written, telephone, faxed or e-mailed request to the Office of Investor Relations, Safety Insurance Group, Inc., 20 Custom House Street, Boston, MA 02110, Tel: 877-951-2522, Fax: 617-603-4837, or e-mail: *InvestorRelations@SafetyInsurance.com*. The materials on our website are not part of this report on Form 10-K nor are they incorporated by reference into this report and the URL above is intended to be an inactive textual reference only.

Our Competitive Strengths

We Have Strong Relationships with Independent Agents. In 2010, independent agents accounted for approximately 76.3% of the Massachusetts automobile insurance market measured by direct written premiums as compared to only about 34.9% nationwide, according to A.M. Best. For that reason, our strategy is centered around, and we sell exclusively through, a network of independent agents, who

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numbered 852 in 987 locations throughout Massachusetts and New Hampshire during 2011. In order to support our independent agents and enhance our relationships with them, we:

- provide our agents with a portfolio of property and casualty insurance products at competitive prices to help our agents address effectively the insurance needs of their clients;
- provide our agents with a variety of technological resources which enable us to deliver superior service and support to them; and
- offer our agents competitive commission schedules and profit sharing programs.

Through these measures, we strive to become the preferred provider of the independent agents in our agency network and capture a growing share of the total insurance business written by these agents in Massachusetts. We must compete with other insurance carriers for the business of independent agents.

We Have an Uninterrupted Record of Profitable Operations. In every year since our inception in 1979, we have been profitable. We have achieved our profitability, among other things, by:

- maintaining the number of private passenger automobile exposures we underwrite, which totaled 477,238 in 2011 compared to 465,416 in 2006;
- maintaining a combined ratio that is typically below industry averages (refer to Insurance Ratios under Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion on insurance ratios);
- taking advantage of the institutional knowledge our management has amassed during our long operating history in the Massachusetts market;
- introducing new lines and forms of insurance products;
- investing in technology to simplify internal processes and enhance our relationships with our agents; and
- maintaining a high-quality investment portfolio.

We Are a Technological Leader. We have dedicated significant human and financial resources to the development of advanced information systems. Our technology efforts have benefited us in two distinct ways. First, we continue to develop technology that empowers our independent agent customers to make it easier for them to transact business with their clients and with the Insurance Subsidiaries. In our largest business line, private passenger automobile insurance, our agents now submit approximately 99.0% of all applications for new policies or endorsements for existing policies to us electronically through our proprietary information portal, the Agents Virtual Community ("AVC"). Our agents can also submit commercial automobile and homeowners insurance policies electronically over AVC. Second, our investment in technology has allowed us to re-engineer internal back office processes to provide more efficient service at lower cost.

We Have an Experienced, Committed and Knowledgeable Management Team. Our senior management team owns approximately 8.1% of the common stock of Safety Insurance Group, Inc. on a fully diluted basis. Our senior management team, led by our President, Chief Executive Officer and Chairman of the Board, David F. Brussard, has an average of over 32 years of industry experience per executive, as well as an average of over 30 years of experience with Safety. The team has demonstrated an ability to operate successfully within the regulated Massachusetts private passenger automobile insurance market.

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Our Strategy

To achieve our goal of increasing shareholder value, our strategy is to maintain and develop strong independent agent relationships by providing our agents with a full package of insurance products and information technology services. We believe this strategy will allow us to:

- further penetrate the Massachusetts and New Hampshire private passenger, commercial automobile and homeowners insurance markets;

- implement rates, forms and billing options that allow us to cross-sell homeowners, dwelling fire, and personal umbrella in the personal lines market and business owner policies, commercial property package and commercial umbrella in the commercial lines market in order to capture a larger share of the total Massachusetts property and casualty insurance business written by each of our independent agents; and

- continue to expand our technology to enable independent agents to more easily serve their customers and conduct business with us, thereby strengthening their relationships with us.

The Massachusetts Property and Casualty Insurance Market

Introduction. We are licensed by the Commissioner of Insurance (the "Commissioner") to transact property and casualty insurance in Massachusetts. All of our business is extensively regulated by the Commissioner.

The Massachusetts Market for Private Passenger Automobile Insurance. Private passenger automobile insurance has been heavily regulated in Massachusetts. In many respects, the private passenger automobile insurance market in Massachusetts prior to 2008 was unique, in comparison to other states. This was due to a number of factors, including unusual regulatory conditions, the market dominance of domestic companies, the relative absence of large national companies, and the heavy reliance on independent insurance agents as the market's principal distribution channel. Perhaps most significantly, prior to 2008, the Massachusetts Commissioner of Insurance fixed and established the premium rates and the rating plan to be used by all insurance companies doing business in the private passenger automobile insurance market. The Massachusetts private passenger automobile insurance residual market mechanism featured a reinsurance program run by CAR in which companies were assigned Exclusive Representative Producers ("ERPs").

In 2008, the Commissioner issued a series of decisions to introduce what she termed "managed competition" ("Managed Competition") to Massachusetts automobile insurance premium rates and in doing so replaced the fixed and established regime with a prior approval rate review process, governed by regulations that set certain terms and conditions that insurers must comply with in establishing their rates. The Commissioner also replaced the former reinsurance program with an assigned risk plan.

These decisions removed many of the factors that had historically distinguished the Massachusetts private passenger automobile insurance market from the market in other states. However, certain of the historically unique factors have not been eliminated, including compulsory insurance, affinity group marketing, and the prominence of independent agents.

Products

Historically, we have focused on underwriting private passenger automobile insurance, which is written through our subsidiary, Safety Insurance. In 1989, we formed Safety Indemnity to offer commercial automobile insurance at preferred rates. Since 1997, we have expanded the breadth of our product line in order for agents to address a greater portion of their clients' insurance needs by selling multiple products. Homeowners, business owners policies, personal umbrella, dwelling fire and commercial umbrella insurance are written by Safety Insurance at standard rates, and written by Safety Indemnity at preferred rates. In December 2006, we formed Safety P&C to offer homeowners and commercial automobile insurance at ultra preferred rates.

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The table below shows our premiums in each of these product lines for the periods indicated and the portions of our total premiums each product line represented.

	Years Ended December 31,					
Direct Written Premiums	**2011**		**2010**		**2009**	
Private passenger automobile	**$ 436,175**	**67.2%**	$ 415,515	68.7%	$ 387,604	69.2%
Commercial automobile	**68,355**	**10.5**	62,658	10.4	67,228	12.0
Homeowners	**117,649**	**18.1**	101,594	16.8	82,290	14.7
Business owners	**15,709**	**2.4**	15,124	2.5	14,516	2.6
Personal umbrella	**4,982**	**0.8**	4,397	0.7	3,459	0.6
Dwelling fire	**5,646**	**0.9**	4,926	0.8	3,905	0.7
Commercial umbrella	**746**	**0.1**	743	0.1	745	0.2
Total	**$ 649,262**	**100.0%**	$ 604,957	100.0%	$ 559,747	100.0%

Our product lines are as follows:

Private Passenger Automobile (67.2% of 2011 direct written premiums). Private passenger automobile insurance is our primary product, and we support all Massachusetts policy forms and limits of coverage. Private passenger automobile policies provide coverage for bodily injury and property damage to others, no-fault personal injury coverage for the insured/insured's car occupants, and physical damage coverage for an insured's own vehicle for collision or other perils. We have priced our private passenger coverage competitively by offering group discounts since 1995 and we currently offer approximately 161 affinity group discount programs ranging from 3.0% to 8.0% discounts. Under Massachusetts' Managed Competition regulations, we offer various new discounts including a discount of 10.0% when a private passenger policy is issued along with an other than private passenger policy with us, a longevity/renewal credit of up to 4.0% for policyholders who maintain continuous coverage with us, and a 7.0% e-Customer discount for policyholders who want electronic policy issuance with one combined bill for all of their policies with us. During 2011, we were approved for various rate increases that totaled approximately 3.7%. As of March 1, 2012, we were using 17 rating tiers. We have filed and been approved for a rate increase of 3.6% effective May 15, 2012.

Commercial Automobile (10.5% of 2011 direct written premiums). Our commercial automobile program supports all Massachusetts policy forms and limits of coverage including endorsements that broaden coverage over and above that offered on the standard Massachusetts policy forms. Commercial automobile policies provide coverage for bodily injury and property damage to others, no-fault personal injury coverage, and physical damage coverage for an insured's own vehicle for collision or other perils resulting from the ownership or use of commercial vehicles in a business. We offer insurance for commercial vehicles used for business purposes such as private passenger-type vehicles, trucks, tractors and trailers, and insure individual vehicles as well as commercial fleets. Commercial automobile policies are written at a standard rate through Safety Insurance. We did not file for Massachusetts commercial automobile insurance rate changes during 2011. Qualifying risks eligible for preferred rates are written through Safety Indemnity which offers rates that are 20.0% lower than Safety Insurance. Qualifying risks eligible for ultra preferred rates are written through Safety P&C which offers rates that are 35.0% lower than Safety Insurance.

Homeowners (18.1% of 2011 direct written premiums). We offer a broad selection of coverage forms for qualified policyholders. Homeowners policies provide coverage for losses to a dwelling and its contents from numerous perils, and coverage for liability to others arising from ownership or occupancy. We write policies on homes, condominiums, and apartments. We offer loss-free credits of up to 16.0% for eight years of loss-free experience, an account credit of up to 20% when a home is written together with an automobile, and a 5.0% e-Customer discount for policyholders who want electronic policy issuance with one combined bill for all of their policies with us. We received approval for a Massachusetts rate increase of 7.5% effective August 5, 2011. All forms of homeowners coverage

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are written at a standard rate through Safety Insurance. Qualifying risks eligible for preferred rates are written through Safety Indemnity which offers rates that are 13.0% lower than Safety Insurance. Qualifying risks eligible for ultra preferred rates are written through Safety P&C which offers rates that are 22.0% lower than Safety Insurance.

Business Owners Policies (2.4% of 2011 direct written premiums). We serve eligible small and medium sized commercial accounts with a program that covers apartments and residential condominiums; mercantile establishments, including limited cooking restaurants; offices, including office condominiums; processing and services businesses; special trade contractors; and wholesaling businesses. Business owner policies provide liability and property coverage for many perils, including business interruption from a covered loss. Equipment breakdown coverage is automatically included, and a wide range of additional coverage is available to qualified customers. We write policies for business owners at standard rates with qualifying risks eligible for preferred lower rates.

Commercial Package Policies (Included in our Business Owners Policies direct written premiums). For larger commercial accounts or those clients that require more specialized or tailored coverages, we offer a commercial package policy program that covers a more extensive range of business enterprises. Commercial package policies provide any combination of property, general liability, crime and inland marine insurance. Property automatically includes equipment breakdown coverage, and a wide range of additional coverage is available to qualified customers. We write commercial package policies at standard rates with qualifying risks eligible for preferred lower rates.

Personal Umbrella (0.8% of 2011 direct written premiums). We offer personal excess liability coverage over and above the limits of individual automobile, watercraft, and homeowner's insurance policies to clients. We offer an account credit of 10.0% when an umbrella policy is written together with an automobile insurance policy. We write policies at standard rates with limits of $1,000 to $5,000.

Dwelling Fire (0.9% of 2011 direct written premiums). We underwrite dwelling fire insurance, which is a limited form of a homeowner's policy for non-owner occupied residences. We offer superior construction and protective device credits, with an account credit of 5.0% when a dwelling fire policy is issued along with an automobile policy. We write all forms of dwelling fire coverage at standard rates with qualifying risks eligible for preferred lower rates.

Commercial Umbrella (0.1% of 2011 direct written premiums). We offer an excess liability product to clients for whom we underwrite both commercial automobile and business owner policies. The program is directed at commercial automobile risks with private passenger-type automobiles or light and medium trucks. We write commercial umbrella policies at standard rates with limits ranging from $1,000 to $5,000.

Inland Marine (Included in our Homeowners direct written premiums). We offer inland marine coverage as an endorsement for all homeowners and business owner policies, and as part of our commercial package policy. Inland marine provides additional coverage for jewelry, fine arts and other items that a homeowners or business owner policy would limit or not cover. Scheduled items valued at more than $5 must meet our underwriting guidelines and be appraised.

Watercraft (Included in our Homeowners direct written premiums). We offer watercraft coverage for small and medium sized pleasure craft with maximum lengths of 32 feet, valued at less than $75 and maximum speed of 39 knots. We write this coverage as an endorsement to our homeowner's policies.

In the wake of the September 11, 2001 tragedies, the insurance industry is also impacted by terrorism, and we have filed and received approval for a number of terrorism endorsements from the Commissioner, which limit our liability and property exposure according to the Terrorism Risk Insurance Act of 2002, the Terrorism Risk Insurance Extension Act of 2005 and the Terrorism Risk Insurance Program Reauthorization Act of 2007. See "Reinsurance," discussed below.

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Distribution

We distribute our products exclusively through independent agents, unlike some of our competitors who use multiple distribution channels. We believe this gives us a competitive advantage with the agents. With the exception of personal automobile business assigned to us by the Massachusetts Automobile Insurance Plan ("MAIP") or written through CAR's commercial automobile Limited Servicing Carrier program, we do not accept business from insurance brokers. Our voluntary agents have authority pursuant to our voluntary agency agreement to bind our Insurance Subsidiaries for any coverage that is within the scope of their authority. We reserve the ability under Massachusetts law to cancel any coverage, other than private passenger automobile insurance, within the first 30 days after it is bound. In total, our independent agents numbered 852 and had 987 offices (some agencies have more than one office) and approximately 5,986 customer service representatives during 2011.

Voluntary Agents. In 2011, we obtained approximately 91.7% of our direct written premiums for automobile insurance and 100% of our direct written premiums for all of our other lines of business through our voluntary agents. As of January 31, 2012, we had agreements with 675 voluntary agents. Our voluntary agents are located in all regions of Massachusetts.

We look for agents with profitable portfolios of business. To become a voluntary agent for our Company, we generally require that an agency: (i) have been in business for at least five years; (ii) have exhibited a three year private passenger average ratio of losses, excluding loss adjustment expenses, to net earned premiums ("pure loss ratio") of 65.0% or less on the portion of the agent's portfolio that we would underwrite; (iii) make a commitment for us to underwrite at least 300 policies from the agency during the first twelve months after entering an agreement with us; and (iv) offer multiple product lines. Every year, we review the performance of our agents during the prior year. If an agent fails to meet our profitability standards, we try to work with the agent to improve the profitability of the business it places with us. We generally terminate contracts each year with a few agencies, which, despite our efforts, have been consistently unable to meet our standards. Although independent agents usually represent several unrelated insurers, our goal is to be one of the top two insurance companies represented in each of our agencies, as measured by premiums. No individual agency generated more than 3.6% of our direct written premiums in 2011.

Exclusive Representative Producers. In 2011, our ERPs (including commercial) generated approximately 8.3% of our direct written premiums for automobile insurance. CAR defines ERPs as licensed dwelling fire or casualty insurance agents or brokers who have a place of business in Massachusetts, but have no existing voluntary independent agency relationship with an automobile insurer conducting business in Massachusetts.

Massachusetts law guarantees that CAR provide motor vehicle insurance coverage to all qualified applicants. To facilitate this system, under CAR's prior rules, any qualified licensed insurance producer that was unable to obtain a voluntary automobile relationship with an insurer became an ERP and was assigned to an insurer, which was then required to write that agent's policies. The MAIP began April 1, 2008 and was fully implemented by April 1, 2009. Beginning April 1, 2009, all private passenger automobile business was eligible for MAIP except those risks that had no violations or accidents in the preceding three year period (so called "Clean in three" risks). We are required by MAIP to write Clean in three business submitted by our former ERPs. The last policy effective date on which any private passenger automobile risk could be ceded to CAR was March 31, 2009.

Under MAIP, policies will be assigned to us for three years, unless the policyholder is offered a voluntary policy by another insurer. Beginning April 1, 2008, all Massachusetts agents (including ERPs) were authorized to submit eligible business to the MAIP for random assignment to a servicing carrier such as Safety Insurance. We began receiving individual policies assigned to us from the MAIP on April 1, 2008. As a result of CAR's new rules effective April 1, 2009, ERPs were no longer assigned to us or any Massachusetts personal automobile insurer, and we have been instead allocated all residual market business through the MAIP.

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CAR runs a reinsurance pool for commercial automobile policies. On 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 for a five-year term ending January 1, 2011. During 2010 CAR requested bids through a Request for Proposal process that reduced the number of servicing carriers from six to four. CAR approved Safety and three other servicing carriers to process ceded commercial automobile insurance with a delayed effective date of July 1, 2011. Approximately $85,000 of ceded premium was spread equitably among the four servicing carriers. 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 submitted through a Request for Proposal a bid to process a portion of the Taxi/Limo Program. CAR approved Safety as one of the two servicing carriers for this program beginning January 1, 2008. During 2010, CAR requested bids through a Request for Proposal process to extend the program another five years. CAR approved Safety as one of the two servicing carriers for this program beginning January 1, 2011. Approximately $9,000 of ceded premium was spread equitably between the two servicing carriers.

We are assigned independent agents by CAR who can submit commercial business to us in the LSC and Taxi/Limo Program, and we classify those agents as commercial ERPs.

The table below shows our direct written exposures in each of our product lines for the periods indicated and the change in exposures for each product line.

	Years Ended December 31,					
	2011		2010		2009	
Line of Business	**Exposures**	**Change**	**Exposures**	**Change**	**Exposures**	**Change**
Private passenger automobile:						
Voluntary agents	**442,057**	**5.0%**	421,139	2.6%	410,405	3.6%
ERPs	**16,468**	**-47.6**	31,411	-9.1	34,562	-37.5
MAIP	**18,713**	**5.8**	17,687	73.5	10,195	13.5
Total private passenger automobile	**477,238**	**1.5**	470,237	3.3	455,162	-1.1
Commercial automobile:						
Voluntary agents	**44,133**	**3.8**	42,502	-0.4	42,670	-4.5
ERPs	**5,017**	**35.6**	3,699	-18.8	4,556	-16.8
Total commercial automobile	**49,150**	**6.4**	46,201	-2.2	47,226	-5.9
Other:						
Homeowners	**130,563**	**11.5**	117,120	19.6	97,955	23.4
Business owners	**7,815**	**0.4**	7,785	8.2	7,198	8.2
Personal umbrella	**18,646**	**12.9**	16,515	24.9	13,223	25.6
Dwelling fire	**5,207**	**10.1**	4,729	24.8	3,788	30.3
Commercial umbrella	**556**	**4.9**	530	2.9	515	12.2
Total other	**162,787**	**11.0**	146,679	19.6	122,679	22.8
Total	**689,175**	**3.9**	663,117	6.1	625,067	2.4
Total voluntary agents	**667,690**	**6.3**	628,007	7.2	585,949	6.6
Total ERPs	**21,485**	**-38.8%**	35,110	-10.3%	39,118	-35.7%

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Our total written exposures increased by 3.9% for the year ended December 31, 2011. The increase was primarily the result of our voluntary agent written exposures increasing by 6.3%. Our ERP written exposures, which include "Clean in three" exposures written by our former ERPs, decreased by 38.8%. Our private passenger automobile exposures increased by 1.5% in 2011 primarily as a result of the increase in written exposures due to the transition to MAIP effective April 1, 2008 as discussed above. Our commercial automobile exposures increased by 6.4% in 2011 primarily as a result of additional exposures being submitted from ERPs through the CAR LSC program as there are now only four Limited Servicing Carriers. Our other than auto exposures increased by 11.0% in 2011 primarily as a result of our voluntary agents' efforts to sell multiple products to their clients and our pricing strategy of offering account discounts to policyholders who insure both their home and automobile with us. In 2011, 41.4% of the private passenger automobile exposures we insure had an other than private passenger policy with us, compared to 37.6% and 30.5% in 2010 and 2009, respectively. In addition, 83.1% of our homeowners policyholders had a matching automobile policy with us in 2011 compared to 83.9% in 2010 and 2009.

Marketing

We view the independent agent as our customer and business partner. As a result, a component of our marketing efforts focuses on developing interdependent relationships with leading Massachusetts agents that write profitable business and positioning ourselves as the preferred insurance carrier of those agents, thereby receiving a larger portion of each agent's aggregate business. Our principal marketing strategies to agents are:

- to offer a range of products, which we believe enables our agents to meet the insurance needs of their clients, and overcomes the agent's resistance to placing their clients' automobile, homeowners and other coverages with different insurers;
- to price our products competitively, including offering discounts when and where appropriate for safer drivers and for affinity groups for our personal automobile products, loss-free credits for our homeowner products and also offering account discounts for policyholders that have more than one policy with us;
- to design, price and market our products to our agents for their customers to place all their insurance with us;
- to offer agents competitive commissions, with incentives for placing their more profitable business with us; and
- to provide a level of support and service that enhances the agent's ability to do business with its clients and with us.

Beginning in 2007, we started a comprehensive branding campaign using a variety of radio, television, internet and print advertisements.

Commission Schedule and Profit Sharing Plan. We have several programs designed to attract profitable new business from agents by paying them more than the minimum commission the law requires for private passenger auto (which is 13.0% of premiums for 2011 and 2010). We recognize our top performing agents by making them members of either our Chairman's Elite, Chairman's, President's, Executive's or Preferred Agent's Club. In 2011, members of these Clubs received a commission of up to 18.0% of premiums for each new private passenger auto policy and up to 25.0% of premiums for each new homeowner policy.

Further, we have a competitive agency incentive commission program under which we pay agents up to 8.5% of premiums based on the loss ratio on their business.

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We have received no inquiries from the Commissioner relative to how we conduct our contingent commissions and profit sharing programs. The Massachusetts Attorney General did question the inclusion of contingent commission expenses in her appeal of our April 1, 2008 private passenger rate filing. The Commissioner ruled on January 25, 2008 that the inclusion of expenses attributable to contingent commissions was reasonable and not prohibited by Massachusetts law.

Service and Support. We believe that the level and quality of service and support we provide helps differentiate us from other insurers. We have made a significant investment in information technology designed to facilitate our agents' business. Our AVC website helps agents manage their work efficiently. We provide a substantial amount of information online that agents need to serve their customers, such as information about the status of new policies, bill payments and claims. Providing this type of content reduces the number of customer calls we receive and empowers the agent's customer service representatives by enabling them to respond to customers' inquiries while the customer is on the telephone. Finally, we believe that the knowledge and experience of our employees enhances the quality of support we provide.

Underwriting

Our underwriting department is responsible for a number of key decisions affecting the profitability of our business, including:

- pricing of our private passenger automobile product since April 1, 2008;
- pricing of our commercial automobile, homeowners, dwelling fire, personal umbrella, business owners policies, commercial umbrella and commercial package products;
- determining underwriting guidelines for all our products; and
- evaluating whether to accept transfers of a portion of an existing or potential new agent's portfolio from another insurer.

We are organized into three underwriting units, a separate unit for private passenger automobile, a separate unit for all other personal lines underwriting including homeowners, dwelling fire, personal umbrella and inland marine coverages, and a separate unit for commercial lines, including commercial auto, business owners policies, commercial umbrella and commercial package policies.

Pricing. Prior to April 1, 2008, our pricing strategy for private passenger automobile insurance primarily depended on the maximum permitted premium rates and minimum permitted commission levels mandated by the Commissioner. Beginning April 1, 2008 subject to the Commissioner's review, we set rates for our private passenger business using industry loss cost data, our own loss experience, residual market deficits, catastrophe modeling and prices charged by our competitors in the Massachusetts market. Beginning April 1, 2008 subject to Commissioner's review, CAR sets the premium rates for personal automobile policies assigned to carriers by the MAIP. However, companies may only charge the insured the lower of the CAR/MAIP rate or the company's competitive voluntary market rate. Safety Insurance's approved rates consist of 17 tiers effective March 1, 2012.

We offer group discounts to members of 161 affinity groups. In general, we target affinity groups with a mature and stable membership base along with favorable driving records, offering between a 3.0% and 8.0% discount (with 4.0% being the average discount offered). Approximately 7.0% of the private passenger exposures we write receive an affinity group discount.

Subject to the Commissioner's review, CAR sets the premium rates for commercial automobile policies reinsured through CAR. Subject to the Commissioner's review, we set rates for commercial automobile policies that are not reinsured through CAR, and for all other insurance lines we offer, including homeowners, dwelling fire, personal umbrella, commercial umbrella, commercial package policies and business owner policies. We base our rates on industry loss cost data, our own loss

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experience, residual market deficits, catastrophe modeling and prices charged by our competitors in the Massachusetts market. We have three pricing tiers for most products, utilizing Safety Insurance for standard rates, Safety Indemnity for preferred rates and Safety P&C for ultra preferred rates.

CAR Reinsurance Pool. CAR runs a reinsurance pool for commercial automobile policies and beginning January 1, 2006, we became one of six servicing carriers that could service commercial automobile policies for CAR. In 2010, CAR reduced the number of servicing carriers to four, and CAR approved Safety and three other servicing carriers effective July 1, 2011 to continue the program. CAR also runs a reinsurance pool for taxi/limousine/car service commercial automobile policies and beginning January 1, 2008, we became one of two servicing carriers that can service these policies for CAR. All commercial automobile business that is not written in the voluntary market is apportioned to one of the four servicing carriers who handle the business on behalf of CAR or to one of the two servicing carriers who handle the business on behalf of CAR for taxi/limousine/car service business. Each Massachusetts commercial automobile insurer must bear a portion of the losses of the total commercial reinsurance pool that is serviced by the approved servicing carriers.

Bulk Policy Transfers and New Voluntary Agents. From time to time, we receive proposals from existing voluntary agents to transfer a portfolio of the agent's business from another insurer to us. Our underwriters model the profitability of these portfolios before we accept these transfers. Among other things, we usually require that the private passenger portion of the portfolio have a pure loss ratio of 65.0% or less on the portion of the agent's portfolio that we would underwrite. In addition, we require any new voluntary agent to commit to transfer a portfolio to us consisting of at least 300 policies.

Policy Processing and Rate Pursuit. Our underwriting department assists in processing policy applications, endorsements, renewals and cancellations. For many years, we have used and implemented proprietary software that enables agents to connect to our network and enter policy and endorsement applications for private passenger automobile insurance from their office computers. In our private passenger automobile insurance line, our agents now submit approximately 99.0% of all applications for new policies or endorsements for existing policies through our proprietary information portal, the AVC. We also offer propriety software for our commercial automobile and homeowners insurance lines of business that provides the same functionality as that of our personal automobile software.

Our rate pursuit team aggressively monitors all insurance transactions to make sure we receive the correct premium for the risk insured. We accomplish this by verifying Massachusetts pricing criteria, such as proper classification of drivers, the make, model, and age of insured vehicles, and the availability of discounts. We verify that operators are properly listed and classified, assignment of operators to vehicles, vehicle garaging, vehicle pre-inspection requirements, and in some cases the validity of discounts. In our homeowners and dwelling fire lines, our team has completed a project to update the replacement costs for each dwelling. We use third-party software to assist in these appraisal efforts.

Technology

The focuses of our information technology effort are:

- to constantly re-engineer internal processes to allow more efficient operations, resulting in lower operating costs;
- to make it easier for independent agents to transact business with us; and
- to enable agents to efficiently provide their clients with a high level of service.

We believe that our technology initiatives have increased revenue and decreased costs. For example, these initiatives have allowed us to reduce the number of call-center transactions which we perform, and to transfer many manual processing functions from our internal operations to our

independent agents. We also believe that these initiatives have contributed to overall increases in productivity.

Internal Applications (Intranet)

Our employees access our proprietary applications through our corporate intranet. Our intranet applications streamline internal processes and improve overall operational efficiencies in areas including:

Claims. Our claims workload management application allows our claims and subrogation adjusters to better manage injury claims. Subrogation refers to the process by which we are reimbursed by other insurers for claims costs we incur due to the fault of their insureds. The use of this application has reduced the time it takes for us to respond to and settle casualty claims, which we believe helps reduce the total amount of our claims expense.

The automated adjuster assignment system categorizes our new claims by severity and assigns them to the appropriate adjuster responsible for investigation. Once assigned, the integrated workload management tools facilitate the work of promptly assigning appraisers, investigating liability, issuing checks and receiving subrogation receipts.

The RadicalGlass.com application allows our claims department to contain glass costs by increasing the windshield repair to replacement ratio. For every windshield that is repaired rather than replaced there is an average savings of approximately $279 per windshield claim.

Our first VIP Claims Center was introduced during 2006 to provide increased service levels to our independent insurance agents and their clients. We currently operate three VIP Claims Centers which use a network of rental car centers and auto body repair shops to provide a higher level of service to the clients of the independent insurance agents while reducing costs, such as rental expense, through reduced cycle times.

Billing. Proprietary billing systems, integrated with the systems of our print and lock-box vendors, expedite the processing and collection of premium receipts and finance charges from agents and policyholders. We believe the sophistication of our direct bill system helps us to limit our bad debt expense. In both 2011 and 2010, our bad debt expense as a percentage of direct written premiums was 0.2%.

External Applications

Our Agent Technology offerings are centralized within our agency portal and feature PowerDesk and Safety Express. PowerDesk is a web based application that allows for billing inquiry, payment notification, policy inquiry and claims inquiry. Safety Express provides agents with new business and endorsement entry, real time policy issuance for personal lines, immediate printing of declarations pages in agents' offices, policy downloads to most major agency management systems and data imports from Boston Software's WinRater (Massachusetts) and Vertafore's PL Rater (New Hampshire). In addition, Safety provides its agents with commission downloads for all lines of business, Transformation Station and Transact Now Inquires, e-Claims online claims reporting, e-View daily transaction reports and e-Docs online electronic document file cabinet. Safety also provides online bill pay, (including credit and debit cards), online declarations pages, billing inquiry, claims inquiry, auto claims first notice of loss, online auto insurance cards, and bill pay reminder alerts to our agent's policyholders through www.SafetyInsurance.com. Safety has also updated its telephone system to provide a voice activated phone directory, automated billing inquiry and payments, and call center screen pop-up technology. In 2011, Safety also entered the mobile application space when it introduced Safety Mobile for the iPhone and Android. Safety Mobile allows consumers access to their agent information, the ability to report an automobile accident and access to their insurance card, among other features.

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Claims

Because of the unique differences between the management of casualty claims and property claims, we use separate departments for each of these types of claims.

Casualty Claims

We have adopted stringent claims settlement procedures, which include guidelines that establish maximum settlement offers for soft tissue injuries, which constituted approximately 81% of our bodily injury claims in 2011. If we are unable to settle these claims within our guidelines, we generally take the claim to litigation. We believe that these procedures result in providing our adjusters with a uniform approach to negotiation.

We believe an important component of handling claims efficiently is prompt investigation and settlement. We find that faster claims settlements often result in less expensive claims settlements. Our E-Claim reporting system is an online product that reduces the time it takes for agents to notify our adjusters about claims, thereby enabling us to contact third-party claimants and other witnesses quickly. After business hours, we outsource claims adjustment support to an independent firm whose employees contact third-party claimants and other witnesses. We believe that early notification results in our adjusters conducting prompt investigations of claims and compiling more accurate information about those claims. Our claims workload management software also assists our adjusters in handling claims quickly.

We believe the structure of our casualty claims unit allows us to respond quickly to claimants anywhere in Massachusetts and New Hampshire. Comprising 117 people, the department is organized into distinct claim units that contain loss costs for soft tissue injuries. Field adjusters are located geographically for prompt response to claims, with our litigation unit focused on managing loss costs and litigation expenses for serious injury claims.

Additionally, we utilize a special unit to investigate fraud in connection with casualty claims. This special unit has one manager and nine employees. In cases where adjusters suspect fraud in connection with a claim, we deploy this special unit to conduct investigations. We deny payment to claimants in cases in which we have succeeded in accumulating sufficient evidence of fraud.

Property Claims

Our property claims unit handles property claims arising in our private passenger and commercial automobile, homeowners and other insurance lines. Process automation has streamlined our property claims function. Many of our property claims are now handled by our agents through AVC using our Power Desk software application. As agents receive calls from claimants, Power Desk permits the agent to immediately send information related to the claim directly to us and to an independent appraiser selected by the agent to value the claim. Once we receive this information, an automated system redirects the claim to the appropriate internal adjuster responsible for investigating the claim to determine liability. Upon determination of liability, the system automatically begins the process of seeking a subrogation recovery from another insurer, if liable. We believe this process results in a shorter time period from when the claimant first contacts the agent to when the claimant receives a claim payment, while enabling our agents to build credibility with their clients by responding to claims in a timely and efficient manner. We benefit from decreased labor expenses from the need for fewer employees to handle the reduced property claims call volume.

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Another important factor in keeping our overall property claims costs low is collecting subrogation recoveries. We track the amounts we pay out in claims costs and identify cases in which we believe we can reclaim some or all of those costs through the use of our automated workload management tools.

Reserves

Significant periods of time can elapse between the occurrence of an insured loss, the reporting of the loss to the insurer and the insurer's payment of that loss. To recognize liabilities for unpaid losses, insurers establish reserves as balance sheet liabilities representing estimates of amounts needed to pay reported and unreported losses and the expenses associated with investigating and paying the losses, or loss adjustment expenses. Every quarter, we review and establish our reserves. Regulations promulgated by the Commissioner require us to annually obtain a certification from either a qualified actuary or an approved loss reserve specialist who may be one of our employees that our loss and loss adjustment expenses reserves are reasonable.

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 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.

In accordance with industry practice, we also maintain reserves for estimated losses incurred but not yet reported. Incurred but not yet reported reserves are determined in accordance with commonly accepted actuarial reserving techniques on the basis of our historical information and experience. We make adjustments to incurred but not yet reported reserves quarterly to take into account changes in the volume of business written, claims frequency and severity, our mix of business, claims processing and other items that can be expected to affect our liability for losses and loss adjustment expenses over time.

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, legislative enactments, judicial decisions, legal developments in imposition of damages, and changes and trends in general economic conditions, including the effects of inflation. 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. After taking into account all relevant factors, management believes that our provision for unpaid losses and loss adjustment expenses at December 31, 2011 is adequate to cover the ultimate net cost of losses and claims incurred as of that date.

Management determines its loss and loss adjustment expense ("LAE") reserves estimates based upon the analysis of the Company's actuaries. Management has established a process for the Company's actuaries to follow in establishing reasonable reserves. The process consists of meeting with our claims department, establishing ultimate incurred losses by using development models accepted by the actuarial community, and reviewing the analysis with management. The Company's estimate for loss and LAE reserves, net of the effect of ceded reinsurance, ranges from a low of $317,155 to a high of $363,035 as of December 31, 2011. The Company's net loss and LAE reserves, based on our actuaries' best estimate, were set at $352,098 as of December 31, 2011. The ultimate liability may be greater or less than reserves carried at the balance sheet date. Establishment of appropriate reserves is an inherently uncertain process, and there can be no certainty that currently established reserves 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

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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. We do not discount any of our reserves.

The following table presents development information on changes in the reserves for losses and LAE of our Insurance Subsidiaries for each year in the three year period ended December 31, 2011.

	Years Ended December 31,		
	2011	**2010**	**2009**
Reserves for losses and LAE at beginning of year	**$ 404,391**	$ 439,706	$ 467,559
Less receivable from reinsurers related to unpaid losses and LAE	**(53,147)**	(64,874)	(76,489)
Net reserves for losses and LAE at beginning of year	**351,244**	374,832	391,070
Incurred losses and LAE, related to:			
Current year	**503,323**	409,005	390,366
Prior years	**(36,683)**	(48,157)	(44,065)
Total incurred losses and LAE	**466,640**	360,848	346,301
Paid losses and LAE related to:			
Current year	**336,932**	253,476	235,681
Prior years	**128,854**	130,960	126,858
Total paid losses and LAE	**465,786**	384,436	362,539
Net reserves for losses and LAE at end of period	**352,098**	351,244	374,832
Plus receivable from reinsurers related to unpaid losses and LAE	**51,774**	53,147	64,874
Reserves for losses and LAE at end of period	**$ 403,872**	$ 404,391	$ 439,706

At the end of each period, the reserves were re-estimated for all prior accident years. Our prior year reserves decreased by $36,683, $48,157 and $44,065, during 2011, 2010 and 2009, respectively. The decrease in prior year reserves during 2011 resulted from re-estimations of prior year ultimate loss and LAE liabilities and is primarily composed of reductions of $28,302 in our retained automobile reserves and $4,921 in our retained homeowners. It is not appropriate to extrapolate future favorable or unfavorable development of reserves from this past experience.

The following table represents the development of reserves, net of reinsurance, for calendar years 2001 through 2011. The top line of the table shows the reserves at the balance sheet date for each of the indicated years. This represents the estimated amounts of losses and loss adjustment expenses for claims arising in all years that were unpaid at the balance sheet date, including losses that had been incurred but not yet reported to us. The upper portion of the table shows the cumulative amounts paid as of the end of each successive year with respect to those claims. The lower portion of the table shows the re-estimated amount of the previously recorded reserves based on experience as of the end of each succeeding year, including cumulative payments made since the end of the respective year. The estimate changes as more information becomes known about the payments, frequency and severity of claims for individual years. Favorable loss development, shown as a cumulative redundancy in the table, exists when the original reserve estimate is greater than the re-estimated reserves at December 31, 2011.

Information with respect to the cumulative development of gross reserves (that is, without deduction for reinsurance ceded) also appears at the bottom portion of the table.

In evaluating the information in the table, it should be noted that each amount entered incorporates the effects of all changes in amounts entered for prior periods. Thus, if the 2006 estimate for a previously incurred loss was $150,000 and the loss was reserved at $100,000 in 2002, the $50,000

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deficiency (later estimate minus original estimate) would be included in the cumulative (redundancy) deficiency in each of the years 2002-2006 shown in the table. It should further be noted that the table does not present accident or policy year development data. In addition, conditions and trends that have affected the development of liability in the past may not necessarily recur in the future. Accordingly, it is not appropriate to extrapolate future redundancies or deficiencies from the table.

	As of and for the Year Ended December 31,										
	2011	**2010**	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**
Reserves for losses and LAE originally estimated:	$ 352,098	$ 351,244	$ 374,832	$ 391,070	$ 393,430	$ 370,980	$ 370,166	$ 366,730	$ 310,012	$ 266,636	$ 227,377
Cumulative amounts paid as of:											
One year later		128,854	130,960	126,858	142,259	122,806	133,213	144,600	150,354	137,092	118,141
Two years later			183,061	189,897	195,798	183,457	187,231	202,435	201,287	199,119	168,344
Three years later				217,695	234,359	212,331	221,390	233,513	232,539	225,350	196,340
Four years later					248,560	233,438	234,705	251,303	247,073	238,087	212,079
Five years later						240,275	244,454	257,061	255,798	243,677	217,009
Six years later							247,299	260,628	258,588	246,488	218,419
Seven years later								261,802	259,553	247,211	219,397
Eight years later									260,147	247,299	219,673
Nine years later										247,732	219,716
Ten years later											220,019

	As of and for the Year Ended December 31,										
	2011	**2010**	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**
Reserves re-estimated as of:											
One year later		$ 314,561	$ 326,676	$ 347,004	$ 357,492	$ 340,189	$ 327,419	$ 327,110	$ 303,234	$ 266,817	$ 225,115
Two years later			294,696	307,918	325,317	311,972	310,614	304,891	291,100	269,941	227,764
Three years later				282,565	297,224	287,875	289,109	297,790	280,507	264,961	231,190
Four years later					281,068	269,446	274,840	284,542	277,835	260,398	229,699
Five years later						258,506	264,408	276,272	271,205	257,836	227,428
Six years later							258,055	270,441	267,764	253,711	225,705
Seven years later								267,671	264,563	251,656	223,554
Eight years later									263,113	250,380	222,431
Nine years later										249,814	221,771
Ten years later											221,480
Cumulative (redundancy) deficiency 2011		$ (36,683)	$ (80,136)	$ (108,505)	$ (112,362)	$ (112,474)	$ (112,111)	$ (99,059)	$ (46,899)	$ (16,822)	$ (5,897)

	As of and for the Years Ended December 31,										
	2011	**2010**	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**
Gross liability-end of year	$ 403,872	$ 404,391	$ 439,706	$ 467,559	$ 477,720	$ 449,444	$ 450,716	$ 450,897	$ 383,551	$ 333,297	$ 302,556
Reinsurance recoverables	51,774	53,147	64,874	76,489	84,290	78,464	80,550	84,167	73,539	66,661	75,179
Net liability-end of year	352,098	351,244	374,832	391,070	393,430	370,980	370,166	366,730	310,012	266,636	227,377
Gross estimated liability-latest		365,146	351,147	340,954	341,277	313,765	313,471	327,474	324,368	309,492	274,095
Reinsurance recoverables-latest		50,588	56,451	58,389	60,209	55,259	55,416	59,803	61,255	59,678	52,615
Net estimated liability-latest		$ 314,558	$ 294,696	$ 282,565	$ 281,068	$ 258,506	$ 258,055	$ 267,671	$ 263,113	$ 249,814	$ 221,480

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As the table shows, our net reserves grew at a faster rate than our gross reserves over the ten-year period. As we have grown, we have been able to retain a greater percentage of our direct business. Additionally, in the past we conducted substantial business as a servicing carrier for other insurers, in which we would service the residual market automobile insurance business assigned to other carriers for a fee. All business generated through this program was ceded to the other carriers. As we reduced the amount of our servicing carrier business, our proportion of reinsurance ceded diminished.

The table also shows that we have substantially benefited in the current and prior years from releasing redundant reserves. In the years ended December 31, 2011, 2010, and 2009 we decreased loss reserves related to prior years by $36,683, $48,157 and $44,065, respectively. Reserves and development are discussed further in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, *Executive Summary and Overview*.

As a result of our focus on core business lines since our founding in 1979, we believe we have no exposure to asbestos or environmental pollution liabilities.

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. Reinsurance involves an insurance company transferring (ceding) a portion of its exposure on insurance underwritten by it to another insurer (reinsurer). The reinsurer assumes a portion of the exposure in return for a share of the premium. Reinsurance does not legally discharge an insurance company from its primary liability for the full amount of the policies, but it does make the reinsurer liable to the company for the reinsured portion of any loss realized.

We are selective in choosing our reinsurers, seeking only those companies that we consider to be financially stable and adequately capitalized. In an effort to minimize exposure to the insolvency of a reinsurer, we continually evaluate and review the financial condition of our reinsurers. Swiss Re, our primary reinsurer, maintains an A.M. Best rating of "A" (Excellent). Most of our reinsurers have an A.M. Best rating of "A" (Excellent), however in no case is a reinsurer rated below "A-" (Excellent).

We maintain reinsurance coverage to help lessen the effect of losses from catastrophic events, maintaining coverage that during 2011 protected us in the event of a "140-year storm" (that is, a storm of a severity expected to occur once in a 140-year period). 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 2011, we purchased four layers of excess catastrophe reinsurance providing coverage for property losses in excess of $30,000 up to a maximum of $535,000. Our reinsurers' co-participation was 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. Our losses from 2011 catastrophic weather events in Massachusetts have been less than our retention to date.

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 cost of repairs due to increased estimates in the amount of "demand surge" in the periods following a significant event. We continue to manage our exposure to catastrophes such as hurricanes, and to the changes to the various software models that we use to model our exposure, and continually adjust our reinsurance programs. For 2012, we have purchased four layers of excess catastrophe reinsurance providing coverage for property losses in excess of $50,000 up to a maximum of $535,000. Our reinsurers' co-participation is 50.0% of $30,000 for the 1st layer, 80.0% of $90,000 for the 2nd layer, 80.0% of $200,000 for the 3rd layer, and 80.0% of $165,000

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for the 4th layer. As a result of these changes to the models, and our revised reinsurance program, we maintain coverage that protects us in the event of a "140-year storm."

We also have casualty excess of loss reinsurance for large casualty losses occurring in our automobile, homeowners, dwelling fire, business owners, and commercial package lines of business in excess of $2,000 up to a maximum of $10,000. We have property excess of loss reinsurance coverage for large property losses, with coverage in excess of $2,000 up to a maximum of $15,000, for our homeowners, business owners, and commercial package policies. In addition, we have liability excess of loss reinsurance for umbrella large losses in excess of $1,000 up to a maximum of $5,000. We also have various reinsurance agreements with Hartford Steam Boiler Inspection and Insurance Company, of which the primary contract is a quota share agreement under which we cede 100% of the premiums and losses for the equipment breakdown coverage under our business owner policies and commercial package policies.

In the wake of the September 11, 2001 tragedies, reinsurers began to exclude coverage for claims in connection with any act of terrorism. Our reinsurance program excludes coverage for acts of terrorism, except for fire or collapse losses as a result of terrorism, under homeowners, dwelling fire, private passenger automobile and commercial automobile policies. For business owner policies and commercial package policies, terrorism is excluded if the total insured value is greater than $20,000.

The Terrorism Risk Insurance Act of 2002 ("TRIA") was signed into law on November 26, 2002, and expired December 31, 2005. The Terrorism Risk Insurance Extension Act of 2005 was signed into law on December 22, 2005, and expired December 31, 2007. The Terrorism Risk Insurance Extension Act of 2007 ("TRIEA") was signed into law on December 26, 2007 which reauthorized TRIA for seven years, expanded the definition of an "Act of Terrorism" while expanding the private sector role and reducing the federal share of compensation for insured losses under the program. The intent of this legislation is to provide federal assistance to the insurance industry for the needs of commercial insurance policyholders with the potential exposure for losses due to acts of terrorism. The TRIEA provides reinsurance for certified acts of terrorism. Effective January 1, 2008, we began to issue policy endorsements for all commercial policyholders to comply with TRIA after obtaining the Commissioner's approval.

In addition to the above mentioned reinsurance programs and as described in more detail above under *The Massachusetts Property and Casualty Insurance Market,* we are a participant in CAR, the Massachusetts mandated residual market under which premiums, expenses, losses and loss adjustment expenses on ceded business are shared by all insurers writing automobile insurance in Massachusetts. The personal automobile residual market mechanism is being phased out, as described earlier. We also participate in the Massachusetts Property Insurance Underwriting Association in which premiums, expenses, losses and loss adjustment expenses on homeowners business that cannot be placed in the voluntary market are shared by 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. As of December 31, 2011, we had no material amounts recoverable from any reinsurer, excluding $44,850 recoverable from CAR.

On March 10, 2005, our Board of Directors (the "Board") adopted a resolution that prohibits Safety from purchasing finite reinsurance (reinsurance that transfers only a relatively 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.

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Competition

The property and casualty insurance business is highly competitive and many of our competitors have substantially greater financial and other resources than we do. We compete with both large national writers and smaller regional companies. Our competitors include companies which, like us, serve the independent agency market, as well as companies which sell insurance directly to customers. Direct writers may have certain competitive advantages over agency writers, including increased name recognition, loyalty of the customer base to the insurer rather than to an independent agency and potentially, lower cost structures. A material reduction in the amount of business independent agents sell would adversely affect us. Further, we and others compete on the basis of the commissions and other cash and non-cash incentives provided to agents. Although historically, a number of national insurers that are much larger than we are have chosen not to 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. The Commissioner announced that Managed Competition reforms were, in part, designed to make Massachusetts more appealing to these companies. Since 2008, new companies have entered the market including Progressive Insurance Company, Peerless (a subsidiary of Liberty Mutual), AIG, Vermont Mutual, Preferred Mutual, IDS, Occidental, GEICO, Harleysville, Foremost and Allstate. These companies include some that would be able to sustain significant losses in order to acquire market share, as well as others which use distribution methods that compete with the independent agent channel. There can be no assurance that we will be able to compete effectively against these companies in the future.

Our principal competitors within the Massachusetts private passenger automobile insurance market are Commerce Group, Inc., Liberty Mutual (including Peerless) and Arbella Insurance Group, which held 28.8%, 11.5% and 9.3% market shares based on automobile exposures, respectively, in 2011 according to CAR.

Employees

At December 31, 2011, we employed 590 employees. Our employees are not covered by any collective bargaining agreement. Management considers our relationship with our employees to be good.

Investments

Investment income is an important source of revenue for us and the return on our investment portfolio has a material effect on our net earnings. Our investment objective is to focus on maximizing total returns while investing conservatively. We maintain a high-quality investment portfolio consistent with our established investment policy. As of December 31, 2011, all securities in our fixed income securities portfolio were rated investment grade by Moody's, except for two securities which represented 0.2% of our portfolio and approximately 5.1% of our portfolio which Moody's does not rate. We have no exposure to European sovereign debt.

According to our investment guidelines, no more than 2.0% of our portfolio may be invested in the securities of any one issuer (excluding U.S. government-backed securities). This one issuer must be rated "A" or above by Moody's. In addition, no more than 0.5% of our portfolio may be invested in securities of any one issuer rated "Baa," or the lowest investment grade assigned by Moody's. We continually monitor the mix of taxable and tax-exempt securities in an attempt to maximize our total after-tax return. Since 1986, we have utilized the services of a third-party investment manager.

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The following table reflects the composition of our investment portfolio as of December 31, 2011 and 2010.

	As of December 31,			
	2011		2010	
	Estimated Fair Value	% of Portfolio	Estimated Fair Value	% of Portfolio
U.S. Treasury Securities	**$ 7,891**	**0.7%**	$ 86,269	8.0%
Obligations of states and political subdivisions	**468,818**	**42.3**	445,190	41.2
Residential mortgage-backed securities(1)	**294,926**	**26.6**	252,661	23.4
Commercial mortgage-backed securities	**53,147**	**4.8**	63,591	5.9
Other asset-backed securities(2)	**13,780**	**1.2**	17,405	1.6
Corporate and other securities	**241,405**	**21.8**	198,121	18.3
Subtotal, fixed maturity securities	**1,079,967**	**97.4**	1,063,237	98.4
Equity securities(3)	**21,080**	**1.9**	14,624	1.4
Other invested assets	**7,701**	**0.7**	2,817	0.2
	$ 1,108,748	**100.0%**	$ 1,080,678	100.0%

(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 $277,885 and $237,335 at amortized cost and $294,926 and $252,592 at fair value as of December 31, 2011 and 2010, respectively.

(2) Other asset-backed securities includes obligations of the U.S. Small Business Administration which totaled $6,054 at amortized cost and $6,584 at estimated fair value at December 31, 2011.

(3) Equity securities include interest in mutual funds of $12,937 and $11,210 at cost and $12,564 and $11,699 at fair value as of December 31, 2011 and 2010, respectively.

The principal risks inherent in holding mortgage-backed securities and other pass-through securities are prepayment and extension risks, which affect the timing of when cash flows will be received. When interest rates decline, mortgages underlying mortgage-backed securities tend to be prepaid more rapidly than anticipated, causing early repayments. When interest rates rise, the underlying mortgages tend to be prepaid at a slower rate than anticipated, causing the principal repayments to be extended. Although early prepayments may result in acceleration of income from recognition of any unamortized discount, the proceeds typically are reinvested at a lower current yield, resulting in a net reduction of future investment income. In addition, in the current market environment, such investments can also contain liquidity risks.

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.

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The following table reflects our investment results for each year in the three-year period ended December 31, 2011.

	Years Ended December 31,		
	2011	**2010**	**2009**
Average cash and invested securities (at cost)	**$ 1,082,574**	$ 1,069,858	$ 1,061,916
Net investment income(1)	**$ 39,060**	$ 41,395	$ 43,308
Net effective yield(2)	**3.6%**	3.9%	4.1%

(1) After investment expenses, excluding realized investment gains or losses.

(2) Net investment income for the period divided by average invested securities and cash for the same period.

Net effective annual yield declined in 2011 to 3.6% from 3.9% in 2010 and 4.1% in 2009. The 2011 and 2010 decreases primarily resulted from lower short-term interest rates, risk reduction actions related to municipal bonds, and ongoing maintenance of short duration to protect the portfolio from rising interest rates.

As of December 31, 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 two securities which represented less than 0.2% of our total investment in fixed income securities. All of our securities received a rating assigned by Moody's of "Ba" or higher, except the few securities not rated by Moody's, all except one of which are rated investment grade by Standard & Poor's. 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.

The composition of our fixed income security portfolio by Moody's rating is presented in the following table.

	As of December 31, 2011	
	Estimated Fair Value	**Percent**
U.S. Treasury securities and obligations of U.S. Government agencies	**$ 309,401**	**28.6%**
Aaa/Aa	**526,622**	**48.8**
A	**117,735**	**10.9**
Baa	**68,850**	**6.4**
Ba	**1,932**	**0.2**
Not rated	**55,427**	**5.1**
Total	**$ 1,079,967**	**100.0%**

Ratings are assigned by Moody's or Standard & Poors as discussed above. 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.

Moody's rating system utilizes nine symbols to indicate the relative investment quality of a rated bond. "Aaa" rated bonds are judged to be of the best quality and are considered to carry the smallest degree of investment risk. "Aa" rated bonds are also judged to be of high quality by all standards. Together with "Aaa" bonds, these bonds comprise what are generally known as high grade bonds. Bonds rated "A" possess many favorable investment attributes and are considered to be upper medium grade obligations. Baa rated bonds are considered as medium grade obligations; they are neither highly

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protected nor poorly secured. Bonds rated "Ba" or lower (those rated "B", "Caa", "Ca" and "C") are considered to be too speculative to be of investment quality.

The Securities Valuation Office of the National Association of Insurance Commissioners (the "SVO") evaluates all public and private bonds purchased as investments by insurance companies. The SVO assigns one of six investment categories to each security it reviews. Category 1 is the highest quality rating and Category 6 is the lowest. Categories 1 and 2 are the equivalent of investment grade debt as defined by rating agencies such as Standard & Poor's Ratings Services and Moody's, while Categories 3-6 are the equivalent of below investment grade securities. SVO ratings are reviewed at least annually. At December 31, 2011, 93.4% of our available for sale fixed maturity investments were rated Category 1 and 6.4% were rated Category 2, the two highest ratings assigned by the SVO. One security which represents 0.2% of our available-for-sale fixed maturity investments was rated Category 3 by the SVO.

The following table indicates the composition of our fixed income security portfolio (at carrying value) by time to maturity as of December 31, 2011.

	As of December 31, 2011	
	Estimated Fair Value	**Percent**
Due in one year or less	**$ 23,678**	**2.2%**
Due after one year through five years	**224,141**	**20.8**
Due after five years through ten years	**220,341**	**20.4**
Due after ten years	**249,954**	**23.1**
Asset-backed securities(1)	**361,853**	**33.5**
Totals	**$ 1,079,967**	**100.0%**

(1) Actual maturities of asset-backed securities differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Prepayment rates are influenced by a number of factors that cannot be predicted with certainty, including: the relative sensitivity of the underlying mortgages or other collateral to changes in interest rates; a variety of economic, geographic and other factors; and the repayment priority of the securities in the overall securitization structures.

Ratings

A.M. Best, which rates insurance companies based on factors of concern to policyholders, currently assigns Safety Insurance an "A (Excellent)" rating. Our "A" rating was reaffirmed by A.M. Best on March 28, 2011. Such rating is the third highest rating of 13 ratings that A.M. Best assigns to solvent insurance companies, which currently range from "A++ (Superior)" to "D (Very Vulnerable)." Publications of A.M. Best indicate that the "A" rating is assigned to those companies that in A.M. Best's opinion have a strong ability to meet their obligations to policyholders over a long period of time. In evaluating a company's financial and operating performance, A.M. Best reviews the Company's profitability, leverage and liquidity, as well as its book of business, the adequacy and soundness of its reinsurance, the quality and estimated fair value of its assets, the adequacy of its loss reserves, the adequacy of its surplus, its capital structure, the experience and competence of its management and its market presence. A.M. Best's ratings reflect its opinion of an insurance company's financial strength, operating performance and ability to meet its obligations to policyholders and are not evaluations directed to purchasers of an insurance company's securities.

In assigning Safety Insurance's rating, A.M. Best recognized its solid risk-adjusted capitalization and trend of strong operating income and market position as a leading personal automobile writer in

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Massachusetts. A.M. Best also noted among our positive attributes our low investment leverage, our disciplined underwriting approach, and our expertise in the closely managed Massachusetts automobile insurance market, where rates, until recently, were historically established by the Commissioner. A.M. Best cited other factors that partially offset these positive attributes, including our concentration of business in the Massachusetts private passenger automobile market which exposes our business to regulatory actions.

Supervision and Regulation

Introduction. Our principal operations are conducted through the Insurance Subsidiaries which are subject to comprehensive regulation by the Division of Insurance, of which the Commissioner is the senior official. The Commissioner is appointed by the Governor. We are subject to the authority of the Commissioner in many areas of our business under Massachusetts law, including:

- our licenses to transact insurance;
- the premium rates and policy forms we may use;
- our financial condition including the adequacy of our reserves and provisions for unearned premium;
- the solvency standards that we must maintain;
- the type and size of investments we may make;
- the prescribed or permitted statutory accounting practices we must use; and
- the nature of the transactions we may engage in with our affiliates.

In addition, the Commissioner periodically conducts a financial examination of all licensees domiciled in Massachusetts. We were most recently examined for the five-year period ending December 31, 2008. The Division had no material findings as a result of this examination.

Insurance Holding Company Regulation. Our principal operating subsidiaries are insurance companies, and therefore we are subject to certain laws in Massachusetts regulating insurance holding company systems. These laws require that we file a registration statement with the Commissioner that discloses the identity, financial condition, capital structure and ownership of each entity within our corporate structure and any transactions among the members of our holding company system. In some instances, we must provide prior notice to the Commissioner for material transactions between our insurance company subsidiaries and other affiliates in our holding company system. These holding company statutes also require, among other things, prior approval of the payment of extraordinary dividends or distributions and any acquisition of a domestic insurer.

Insurance Regulation Concerning Dividends. We rely on dividends from the Insurance Subsidiaries for our cash requirements. The insurance holding company law of Massachusetts requires notice to the Commissioner of any dividend to the shareholders of an insurance company. The Insurance Subsidiaries may not make an "extraordinary dividend" until thirty days after the Commissioner has received notice of the intended dividend and has not objected in such time. As historically administered by the Commissioner, this provision requires the prior approval by the Commissioner of an extraordinary dividend. An extraordinary dividend is defined as any dividend or distribution that, together with other distributions made within the preceding twelve months exceeds the greater of 10% of the insurer's surplus as of the preceding December 31, or 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. Under Massachusetts law, an insurer may pay cash dividends only from its unassigned funds, also known as its 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

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2011, the statutory surplus of Safety Insurance was $570,492 and its net income for 2011 was $8,958. A maximum of $57,049 will be available during 2012 for such dividends without prior approval of the Commissioner.

Acquisition of Control of a Massachusetts Domiciled Insurance Company. Massachusetts law requires advance approval by the Commissioner of any change in control of an insurance company that is domiciled in Massachusetts. That law presumes that control exists where any person, directly or indirectly, owns, controls, holds the power to vote or holds proxies representing 10% or more of our outstanding voting stock. Even persons who do not acquire beneficial ownership of more than 10% of the outstanding shares of our common stock may be deemed to have acquired control if the Commissioner determines that control exists in fact. Any purchaser of shares of common stock representing 10% or more of the voting power of our capital stock will be presumed to have acquired control of the Insurance Subsidiaries unless, following application by that purchaser the Commissioner determines that the acquisition does not constitute a change of control or is otherwise not subject to regulatory review. These requirements may deter, delay or prevent transactions affecting the control of or the ownership of our common stock, including transactions that could be advantageous to our stockholders.

Protection Against Insurer Insolvency. Massachusetts law requires that insurers licensed to do business in Massachusetts participate in the Massachusetts Insurers Insolvency Fund ("Insolvency Fund"). The Insolvency Fund must pay any claim up to $300 of a policyholder of an insolvent insurer if the claim existed prior to the declaration of insolvency or arose within sixty days after the declaration of insolvency. Members of the Insolvency Fund are assessed the amount the Insolvency Fund deems necessary to pay its obligations and expenses in connection with handling covered claims. Subject to certain exceptions, assessments are made in the proportion that each member's net written premiums for the prior calendar year for all property and casualty lines bore to the corresponding net written premiums for Insolvency Fund members for the same period. As a matter of Massachusetts law, insurance rates and premiums include amounts to recoup any amounts paid by insurers for the costs of the Insolvency Fund. By statute, no insurer in Massachusetts may be assessed in any year an amount greater than two percent of that insurer's direct written premium for the calendar year prior to the assessment. We account for allocations from the Insolvency Fund as underwriting expenses. CAR also assesses its members as a result of insurer insolvencies. Because CAR is not able to recover an insolvent company's share of the net CAR losses from the Insolvency Fund, CAR must increase each of its member's share of the deficit in order to compensate for the insolvent carrier's inability to pay its deficit assessment. It is anticipated that there will be future assessments from time to time relating to various insolvencies.

The Insurance Regulatory Information System. The Insurance Regulatory Information System ("IRIS") was developed to help state regulators identify companies that may require special financial attention. IRIS consists of a statistical phase and an analytical phase whereby financial examiners review annual statements and financial ratios. The statistical phase consists of 13 key financial ratios based on year-end data that are generated annually from the database of the National Association of Insurance Commissioners ("NAIC"). Each ratio has an established "usual range" of results. These ratios assist state insurance departments in executing their statutory mandate to oversee the financial condition of insurance companies.

A ratio result falling outside the usual range of IRIS ratios is not considered a failing result; rather, unusual values are viewed as part of the regulatory early monitoring system. Furthermore, in some years, it may not be unusual for financially sound companies to have several ratios with results outside the usual ranges. Generally, an insurance company will become subject to regulatory scrutiny if it falls outside the usual ranges of four or more of the ratios. In 2011, 2010 and 2009 all our ratios for all our Insurance Subsidiaries were within the normal range.

Risk-Based Capital Requirements. The NAIC has adopted a formula and model law to implement risk-based capital requirements for most property and casualty insurance companies, which are designed to determine minimum capital requirements and to raise the level of protection that statutory surplus provides for policyholder obligations. The risk-based capital formula for property and casualty insurance companies measures three major areas of risk facing property and casualty insurers:

- underwriting, which encompasses the risk of adverse loss developments and inadequate pricing;
- declines in asset values arising from market and/or credit risk; and
- off-balance sheet risk arising from adverse experience from non-controlled assets, guarantees for affiliates or other contingent liabilities and reserve and premium growth.

Under Massachusetts law, insurers having less total adjusted capital than that required by the risk-based capital calculation will be subject to varying degrees of regulatory action, depending on the level of capital inadequacy.

The risk-based capital law provides for four levels of regulatory action. The extent of regulatory intervention and action increases as the level of total adjusted capital to risk-based capital falls. The first level, the company action level, as defined by the NAIC, requires an insurer to submit a plan of corrective actions to the Commissioner if total adjusted capital falls below 200% of the risk-based capital amount. The regulatory action level, as defined by the NAIC requires an insurer to submit a plan containing corrective actions and requires the Commissioner to perform an examination or other analysis and issue a corrective order if total adjusted capital falls below 150% of the risk-based capital amount. The authorized control level, as defined by the NAIC, authorizes the Commissioner to take whatever regulatory actions he or she considers necessary to protect the best interest of the policyholders and creditors of the insurer which may include the actions necessary to cause the insurer to be placed under regulatory control, i.e., rehabilitation or liquidation, if total adjusted capital falls below 100% of the risk-based capital amount. The fourth action level is the mandatory control level, as defined by the NAIC, which requires the Commissioner to place the insurer under regulatory control if total adjusted capital falls below 70% of the risk-based capital amount.

The formulas have not been designed to differentiate among adequately capitalized companies that operate with higher levels of capital. Therefore, it is inappropriate and ineffective to use the formulas to rate or to rank these companies. At December 31, 2011, our Insurance Subsidiaries had total adjusted capital in excess of amounts requiring company or regulatory action at any prescribed risk-based capital action level.

Regulation of Private Passenger Automobile Insurance in Massachusetts. Our principal line of business is Massachusetts private passenger automobile insurance. Prior to April 1, 2008, regulation of private passenger automobile insurance in Massachusetts differed significantly from how this line of insurance is regulated in other states. In 2008, the Commissioner issued a series of decisions to introduce what she termed "managed competition" which removed many of the factors that had historically distinguished the Massachusetts private passenger automobile insurance market from the market in other states. However, certain of the historically unique factors have not been eliminated, including compulsory insurance, affinity group marketing, and the prominence of independent agents.

Dodd-Frank Wall Street Reform and Consumer Protection Act. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Reform Act") was signed into law. The Reform Act makes sweeping changes to the regulation of financial services entities, products and markets. Although the provisions of the bill do not appear to directly affect our business, as detailed regulations are developed to implement the provisions of the bill, there may be changes in the regulatory environment that affect the way we conduct our operations or the cost of compliance, or both.

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Executive Officers and Directors

The table below sets forth certain information concerning our directors and executive officers as of the date of this annual report.

Name	Age(1)	Position	Years Employed by Safety
David F. Brussard	60	President, Chief Executive Officer and Chairman of the Board	36
William J. Begley, Jr.	57	Vice President, Chief Financial Officer and Secretary	26
James D. Berry	52	Vice President Insurance Operations	29
George M. Murphy	45	Vice President Marketing	23
Robert J. Kerton	65	Vice President Claims	25
David E. Krupa	51	Vice President Claims Operations	29
Daniel D. Loranger	72	Vice President Management Information Systems and Chief Information Officer	31
Edward N. Patrick, Jr.	63	Vice President Underwriting	38
A. Richard Caputo, Jr.	46	Director	
Frederic H. Lindeberg	71	Director	
Peter J. Manning	73	Director	
David K. McKown	74	Director	

(1) As of March 5, 2012.

David F. Brussard was appointed Chairman of the Board in March 2004 and President and Chief Executive Officer ("CEO") in June 2001. Mr. Brussard has served as a Director of the Company since October 2001. Since January 1999, Mr. Brussard has been the CEO and President of the Insurance Subsidiaries. Previously, Mr. Brussard served as Executive Vice President of the Insurance Subsidiaries from 1985 to 1999 and as Chief Financial Officer and Treasurer of the Insurance Subsidiaries from 1979 to 1999. Mr. Brussard has been employed by one or more of our subsidiaries for over 36 years. Mr. Brussard is also Chairman of the Governing Committee and a member of the Budget Committee, Executive Committee and Nominating Committee of the Automobile Insurers Bureau of Massachusetts. Mr. Brussard is also on the Board of Trustees of the Insurance Library Association of Boston.

William J. Begley, Jr. was appointed Chief Financial Officer, Vice President and Secretary of the Company on March 4, 2002. Since January 1999, Mr. Begley has been the Chief Financial Officer and Treasurer of the Insurance Subsidiaries. Previously, Mr. Begley served as Assistant Controller of the Insurance Subsidiaries from 1985 to 1987, as Controller from 1987 to 1990 and as Assistant Vice President/Controller from 1990 to 1999. Mr. Begley has been employed by the Insurance Subsidiaries for over 26 years. Mr. Begley also serves on the Audit Committee of Guaranty Fund Management Services, and is a member of the Board of Directors of the Massachusetts Insurers Insolvency Fund.

James D. Berry, CPCU, was appointed Vice President of Insurance Operations of the Company on October 1, 2005. Mr. Berry has been employed by the Insurance Subsidiaries for over 29 years and has directed the Company's Massachusetts Private Passenger line of business since 2001. Mr. Berry represents Safety on the Computer Sciences Corporation Series II Advisory Council.

George M. Murphy, CPCU, was appointed Vice President of Marketing on October 1, 2005. Mr. Murphy has been employed by the Insurance Subsidiaries for over 23 years and most recently served as Director of Marketing.

Robert J. Kerton was appointed Vice President of Casualty Claims of the Company on March 4, 2002. Mr. Kerton has served as Vice President of Claims of the Insurance Subsidiaries since 1986 and

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has been employed by the Insurance Subsidiaries for over 25 years. Mr. Kerton previously served 18 years with Allstate Insurance Company in various Massachusetts claim management assignments. Mr. Kerton has served as Chairman of the Claims Committee of the Automobile Insurers Bureau of Massachusetts, and he was a member of the Governing Board of the Massachusetts Insurance Fraud Bureau.

David E. Krupa, CPCU, was appointed Vice President of Property Claims of the Company on March 4, 2002. Mr. Krupa has served as Vice President of Claims of the Insurance Subsidiaries since July 1990 and has been employed by the Insurance Subsidiaries for over 29 years. Mr. Krupa was first employed by the Company in 1982 and held a series of management positions in the Claims Department before being appointed Vice President in 1990. Mr. Krupa is a member of the Auto Damage Appraisers Licensing Board of Massachusetts. In addition, Mr. Krupa has been a member of several claims committees both at the Automobile Insurers Bureau of Massachusetts and CAR.

Daniel D. Loranger was appointed Vice President of Management Information Systems of the Company on March 4, 2002. Mr. Loranger has served as Vice President of Management Information Systems and Chief Information Officer of the Insurance Subsidiaries since 1980 and has been employed by the Insurance Subsidiaries for over 31 years. Mr. Loranger began his data processing career with Raytheon Manufacturing in 1960.

Edward N. Patrick, Jr. was appointed Vice President of Underwriting of the Company on March 4, 2002. Mr. Patrick has served as Vice President of Underwriting of the Insurance Subsidiaries since 1979 and as Secretary since 1999. He has been employed by one or more of our subsidiaries for over 38 years. Mr. Patrick has served on several committees of CAR, including the MAIP Steering, Actuarial, Market Review, Servicing Carrier, Statistical, Automation, Reinsurance and Operations Committee. Mr. Patrick is also on the Board of Directors of the Massachusetts Property Insurance Underwriting Association (FAIR Plan).

A. Richard Caputo, Jr. has served as a director of the Company since June 2001. Mr. Caputo is a Partner and Managing Principal of The Jordan Company, a private investment firm, which he has been with since 1990. Mr. Caputo is also a director of TAL International, Inc., Universal Technical Institute, Inc. and various privately held companies.

Frederic H. Lindeberg has served as a director of the Company since August 2004. Mr. Lindeberg has had a consulting practice providing taxation, management and investment counsel since 1991, focusing on finance, real estate, manufacturing and retail industries. Mr. Lindeberg retired in 1991 as Partner-In-Charge of various KPMG tax offices, after 24 years of service where he provided both accounting and tax counsel to various clients. Mr. Lindeberg is an attorney and certified public accountant. Mr. Lindeberg was formerly an adjunct professor at Penn State Graduate School of Business. Mr. Lindeberg is currently a director of TAL International, Inc.

Peter J. Manning has served as a director of the Company since September 2003. Mr. Manning retired in 2003, as Vice Chairman Strategic Business Development of FleetBoston Financial, after 31 years with FleetBoston Financial Corporation (formerly BankBoston) where he also held the positions of Comptroller and Executive Vice President and Chief Financial Officer. Mr. Manning started his career with Coopers & Lybrand in 1962 prior to his 1972 employment with BankBoston. He currently is a director of Thermo Fisher Scientific, the non-profit Catholic Schools Foundation, the Blue Hills Bank, and the Lahey Clinic.

David K. McKown has served as director of the Company since November 2002. Mr. McKown has been a Senior Advisor to Eaton Vance Management since 2000, focusing on business origination in real estate and asset-based loans. Mr. McKown retired in March 2000 having served as a Group Executive with BankBoston since 1993, where he focused on acquisitions and high-yield bank debt financings. Mr. McKown has been in the banking industry for 51 years, worked for BankBoston for over 32 years

and had previously been the head of BankBoston's real estate department, corporate finance department, and a managing director of BankBoston's private equity unit. Mr. McKown is currently a director of Global Partners L.P., Newcastle Investment Corp., and various privately held companies.

ITEM 1A. RISK FACTORS

An investment in our common stock involves a number of risks. Any of the risks described below could result in a significant or material adverse effect on our results of operations or financial condition, and a corresponding decline in the market price of our common stock.

Because we are primarily a private passenger automobile insurance carrier, our business may be adversely affected by conditions in this industry.

Approximately 67.2% of our direct written premiums for the year ended December 31, 2011, were generated from private passenger automobile insurance policies. As a result of our focus on that line of business, negative developments in the economic, competitive or regulatory conditions affecting the private passenger automobile insurance industry could have a material adverse effect on our results of operations and financial condition. In addition, these developments would have a disproportionate effect on us, compared to insurers which conduct operations in multiple business lines.

Because we write insurance principally in Massachusetts, our business may be adversely affected by conditions in Massachusetts, including the potential effect of the Commissioner's new Managed Competition.

Almost all of our direct written premiums are currently generated in Massachusetts. Our revenues and profitability are therefore subject to prevailing regulatory, economic, demographic, competitive and other conditions in Massachusetts. Changes in any of these conditions could make it more costly or difficult for us to conduct our business. Massachusetts has recently enacted significant changes to the regulatory framework relating to private passenger automobile insurance. These changes include rate competition and restructuring the private passenger automobile insurance residual market. The Commissioner intends that these changes will increase competition and result in lower premiums in private passenger automobile insurance in the state. We cannot estimate how these regulatory changes will affect our private passenger automobile insurance business over the longer term. Adverse results could include loss of market share, decreased revenue, and/or increased costs. Additional competitors have entered the market in response to these changes. In addition, these developments could have a disproportionate effect on us, compared to insurers which conduct operations in multiple states.

We have exposure to claims related to severe weather conditions, which may result in an increase in claims frequency and severity.

We are subject to claims arising out of severe weather conditions, such as rainstorms, snowstorms and icestorms, that may have a significant effect on our results of operations and financial condition. The incidence and severity of weather conditions are inherently unpredictable. There is generally an increase in claims frequency and severity under the private passenger automobile insurance we write when severe weather occurs because a higher incidence of vehicular accidents and other insured losses tend to occur as a result of severe weather conditions. In addition, we have exposure to an increase in claims frequency and severity under the homeowners and other property insurance we write because property damage may result from severe weather conditions.

Because some of our insureds live near the Massachusetts coastline, we also have a potential exposure to losses from hurricanes and major coastal storms such as Nor'easters. Although we purchase catastrophe reinsurance to limit our exposure to these types of natural catastrophes, in the event of a major catastrophe resulting in property losses to us in excess of $535,000 our losses would exceed the

limits of this reinsurance in addition to losses from our quota share retention of a portion of the risk up to $535,000.

Climate change may adversely impact our results of operations.

There are concerns that the increase in weather-related catastrophes and other losses incurred by the industry in recent years may be indicative of changing weather patterns. This change in weather patterns could lead to higher overall losses which we may not be able to recover, particularly in light of the current competitive environment, and higher reinsurance costs. Climate change could also have an impact on issuers of securities in which we invest, resulting in realized and unrealized losses in future periods which could have a material adverse impact on our results of operations and/or financial position.

If we are not able to attract and retain independent agents, it could adversely affect our business.

We market our insurance solely through independent agents. We must compete with other insurance carriers for the business of independent agents. Some of our competitors offer a larger variety of products, lower prices for insurance coverage or higher commissions. While we believe that the commissions and services we provide to our agents are competitive with other insurers, changes in commissions, services or products offered by our competitors could make it harder for us to attract and retain independent agents to sell our insurance products.

Established competitors with greater resources may make it difficult for us to market our products effectively and offer our products at a profit.

The property and casualty insurance business is highly competitive and many of our competitors have substantially greater financial and other resources than we do. We compete with both large national writers and smaller regional companies. Further, our competitors include other companies which, like us, serve the independent agency market, as well as companies which sell insurance directly to customers. Direct writers may have certain competitive advantages over agency writers, including increased name recognition, loyalty of the customer base to the insurer rather than to an independent agency and, potentially, lower cost structures. A material reduction in the amount of business independent agents sell would directly and negatively affect our profitability and our ability to compete with insurers that do not rely solely on the independent agency market to sell their products. Further, our Company and others compete on the basis of the commissions and other cash and non-cash incentives provided to agents. Although a number of national insurers that are much larger than we are do not currently compete in a material way in the Massachusetts personal auto market, if one or more of these companies decided to aggressively enter the market it could reduce our share of the Massachusetts market and thereby have a material adverse effect on us. These companies include some that would be able to sustain significant losses in order to acquire market share, as well as others which use distribution methods that compete with the independent agent channel. Progressive Corporation, GEICO and Allstate, large insurers that market directly to policyholders rather than through agents, along with other carriers have entered the Massachusetts private passenger automobile insurance market. We are unable to predict the long-term effects on our business of the new Managed Competition regulatory environment.

As a holding company, Safety Insurance Group, Inc. is dependent on the results of operations of the Safety Insurance Company.

Safety Insurance Group, Inc. is a company and a legal entity separate and distinct from Safety Insurance Company, our principal operating subsidiary. As a holding company without significant operations of its own, the principal sources of Safety Insurance Group, Inc.'s funds are dividends and other distributions from Safety Insurance Company. Our rights to participate in any distribution of

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assets of Safety Insurance Company are subject to prior claims of policyholders, creditors and preferred shareholders, if any, of Safety Insurance Company (except to the extent that our rights, if any, as a creditor are recognized). Consequently, our ability to pay debts, expenses and cash dividends to our shareholders may be limited. The ability of Safety Insurance Company to pay dividends is subject to limits under Massachusetts insurance law. Further, the ability of Safety Insurance Group, Inc. to pay dividends, and our subsidiaries' ability to incur indebtedness or to use the proceeds of equity offerings, will be subject to limits under our revolving credit facility.

We are subject to comprehensive regulation by Massachusetts and our ability to earn profits may be restricted by these regulations.

General Regulation. We are subject to regulation by government agencies in Massachusetts, and we must obtain prior approval for certain corporate actions. We must comply with regulations involving:

- transactions between an insurance company and any of its affiliates;
- the payment of dividends;
- the acquisition of an insurance company or of any company controlling an insurance company;
- approval or filing of premium rates and policy forms;
- solvency standards;
- minimum amounts of capital and surplus which must be maintained;
- limitations on types and amounts of investments;
- restrictions on the size of risks which may be insured by a single company;
- limitation of the right to cancel or non-renew policies in some lines;
- regulation of the right to withdraw from markets or terminate involvement with agencies;
- requirements to participate in residual markets;
- licensing of insurers and agents;
- deposits of securities for the benefit of policyholders; and
- reporting with respect to financial condition.

In addition, insurance department examiners from Massachusetts perform periodic financial and market conduct examinations of insurance companies. Such regulation is generally intended for the protection of policyholders rather than security holders.

Massachusetts requires that all licensed property and casualty insurers bear a portion of the losses suffered by some insureds as a result of impaired or insolvent insurance companies by participating 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. These assessments are made by the Insolvency Fund to cover the cost of paying eligible claims of policyholders of these insolvent insurers, and by CAR, to recover the shares of net CAR losses that would have been assessed to the insolvent companies but for their insolvencies. In addition, Massachusetts has established an underwriting association in order to ensure that property insurance is available for owners of high risk property who are not able to obtain insurance from private insurers. The losses of this underwriting association are shared by all insurers that write property and casualty insurance in Massachusetts. We are assessed from time to time to pay these

losses. The effect of these assessments could reduce our profitability in any given period and limit our ability to grow our business.

Because we are unable to predict with certainty changes in the political, economic or regulatory environments in Massachusetts in the future, there can be no assurance that existing insurance-related laws and regulations will not become more restrictive in the future or that new restrictive laws will not be enacted and, therefore, it is not possible to predict the potential effects of these laws and regulations on us.

We may enter new markets and there can be no assurance that our diversification strategy will be effective.

Although we intend to concentrate on our core businesses in Massachusetts, we also may seek to take advantage of prudent opportunities to expand our core businesses into other states where we believe the independent agent distribution channel is strong. As a result of a number of factors, including the difficulties of finding appropriate expansion opportunities and the challenges of operating in an unfamiliar market, we may not be successful in this diversification. Additionally, in order to carry out any such strategy we would need to obtain the appropriate licenses from the insurance regulatory authority of any such state.

On June 20, 2007, we applied for admission in the State of New Hampshire for a Certificate of Authority to transact insurance business. On October 16, 2007, the State of New Hampshire Insurance Department issued a Certificate of Authority for property and casualty insurance to each of the Insurance Subsidiaries. We began writing business in New Hampshire late in 2008.

Our failure to maintain a commercially acceptable financial strength rating would significantly and negatively affect our ability to implement our business strategy successfully.

A.M. Best has currently assigned Safety Insurance an "A (Excellent)" rating. An "A" rating is A.M. Best's third highest rating, out of 13 possible rating classifications for solvent companies. An "A" rating is assigned to insurers that in A.M. Best's opinion have a strong ability to meet their ongoing obligations to policyholders. Moreover, an "A" rating is assigned to companies that have, on balance, excellent balance sheet strength, operating performance and business profile when compared to the standards established by A.M. Best. A.M. Best bases its ratings on factors that concern policyholders and not upon factors concerning investor protection. Such ratings are subject to change and are not recommendations to buy, sell, or hold securities. An important factor in an insurer's ability to compete effectively is its A.M. Best rating. Our A.M. Best rating is lower than those of some of our competitors. Any future decrease in our rating could affect our competitive position.

Our losses and loss adjustment expenses may exceed our reserves, which could significantly affect our business.

The reserves for losses and loss adjustment expenses that we have established are estimates of amounts needed to pay reported and unreported claims and related expenses based on facts and circumstances known to us as of the time we established the reserves. Reserves are based on historical claims information, industry statistics and other factors. The establishment of appropriate reserves is an inherently uncertain process. If our reserves are inadequate and are strengthened, we would have to treat the amount of such increase as a charge to our earnings in the period that the deficiency is recognized. As a result of these factors, there can be no assurance that our ultimate liability will not materially exceed our reserves and have a negative effect on our results of operations and financial condition.

Due to the inherent uncertainty of estimating reserves, it has been necessary, and may over time continue to be necessary, to revise estimated future liabilities as reflected in our reserves for claims and policy expenses. The historic development of reserves for losses and loss adjustment expenses may not

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necessarily reflect future trends in the development of these amounts. Accordingly, it is not appropriate to extrapolate redundancies or deficiencies based on historical information.

If we lose key personnel, our ability to implement our business strategy could be delayed or hindered.

Our future success depends significantly upon the efforts of certain key management personnel, including David F. Brussard, our Chief Executive Officer and President. We have entered into employment agreements with Messrs. Brussard, Begley, Kerton, Krupa, Loranger, Patrick, Murphy, and Berry, the eight members of our Management Team. The loss of key personnel could prevent us from fully implementing our business strategy and could significantly and negatively affect our financial condition and results of operations. As we continue to grow, we will need to recruit and retain additional qualified management personnel, and our ability to do so will depend upon a number of factors, such as our results of operations and prospects and the level of competition then prevailing in the market for qualified personnel.

Market fluctuations and changes in interest rates can have significant and negative effects on our investment portfolio.

Our results of operations depend in part on the performance of our invested assets. As of December 31, 2011, based upon fair value measurement, 97.4% of our investment portfolio was invested in fixed maturity securities 1.9% in common equity securities and 0.7% in other invested assets. Certain risks are inherent in connection with debt securities including loss upon default and price volatility in reaction to changes in interest rates and general market factors.

We have a significant investment portfolio and adverse capital market conditions, including but not limited to volatility and credit spread changes, will impact the liquidity and value of our investments, potentially resulting in higher realized or unrealized losses. Values of our investments can also be impacted by reductions in price transparency and changes in investor confidence and preferences, potentially resulting in higher realized or unrealized losses. If the carrying value of our investments exceeds the fair value, and the decline in fair value is deemed to be other-than-temporary, we will be required to write down the value of our investments, which could materially harm our results of operations and financial condition.

Developments in the global financial markets may adversely affect our investment portfolio and overall performance. Global financial markets have recently experienced unprecedented and challenging conditions. If conditions further deteriorate, our business could be affected in different ways. Continued turbulence in the U.S. economy and contraction in the credit markets could adversely affect our profitability, demand for our products or our ability to raise rates, and could also result in declines in market value and future impairments of our investment assets.

We may not be able to successfully alleviate risk through reinsurance arrangements which could cause us to reduce our premiums written in certain lines or could result in losses.

In order to reduce risk and to increase our underwriting capacity, we purchase reinsurance. The availability and the cost of reinsurance protection are subject to market conditions, which are outside of our control. As a result, we may not be able to successfully alleviate risk through these arrangements. For example, if reinsurance capacity for homeowner's risks were reduced as a result of terrorist attacks, climate change or other causes, we might seek to reduce the amount of homeowners business we write. In addition, we are subject to credit risk with respect to our reinsurance because the ceding of risk to reinsurers does not relieve us of our liability to our policyholders. A significant reinsurer's insolvency or inability to make payments under the terms of a reinsurance treaty could have a material adverse effect on our results of operations and financial condition.

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There are anti-takeover provisions contained in our organizational documents and in laws of the State of Delaware and the Commonwealth of Massachusetts that could impede an attempt to replace or remove our management or prevent the sale of our company, which could diminish the value of our common stock.

Our certificate of incorporation, bylaws and the laws of Delaware contain provisions that may delay, deter or prevent a takeover attempt that shareholders might consider in their best interests. For example, our organizational documents provide for a classified board of directors with staggered terms, prevent shareholders from taking action by written consent, prevent shareholders from calling a special meeting of shareholders, provide for supermajority voting requirements to amend our certificate of incorporation and certain provisions of our bylaws and provide for the filling of vacancies on our board of directors by the vote of a majority of the directors then in office. These provisions will render the removal of the incumbent board of directors or management more difficult. In addition, these provisions may prevent shareholders from receiving the benefit of any premium over the market price of our common stock offered by a bidder in a potential takeover. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

The Massachusetts insurance law prohibits any person from acquiring control of us, and thus indirect control of Safety Insurance Group, Inc., without the prior approval of the Commissioner. That law presumes that control exists where any person, directly or indirectly, owns, controls, holds the power to vote or holds proxies representing 10% or more of our outstanding voting stock. Even persons who do not acquire beneficial ownership of more than 10% of the outstanding shares of our common stock may be deemed to have acquired such control if the Commissioner determines that such control exists in fact. Therefore, any person seeking to acquire a controlling interest in us would face regulatory obstacles which could delay, deter or prevent an acquisition that shareholders might consider in their best interests.

Section 203 of the General Corporation Law of Delaware, the jurisdiction in which the Company is organized, may affect the ability of an "interested stockholder" to engage in certain business combinations including mergers, consolidations or acquisitions of additional shares, for a period of three years following the time that the stockholder becomes an interested stockholder. An interested stockholder is defined to include persons owning directly or indirectly 15% or more of the outstanding voting stock of the corporation.

Future sales of shares of our common stock by our existing shareholders in the public market, or the possibility or perception of such future sales, could adversely affect the market price of our stock.

Investors currently known to be the beneficial owners of greater than 5.0% of our outstanding common stock hold approximately 44.8% of the common stock of Safety Insurance Group, Inc. on a fully diluted basis. No prediction can be made as to the effect, if any, that future sales of shares by our existing shareholders, or the availability of shares for future sale, will have on the prevailing market price of our common stock from time to time. Sales of substantial amounts of our common stock in the public market by our existing shareholders, or the possibility or perception that such sales could occur, could cause the prevailing market prices for our common stock to decrease. If such sales reduce the market price of our common stock, our ability to raise additional capital in the equity markets may be adversely affected.

Our business depends on the uninterrupted operation of our systems and business functions, including our information technology, telecommunications and other business systems. Our business continuity and disaster recovery plans may not sufficiently address all contingencies.

Our business is highly dependent upon our ability to execute, in an efficient and uninterrupted fashion, necessary business functions, such as processing new and renewal business, providing customer

service, and processing and paying claims. A shut-down of or inability to access our facility, a power outage, or a failure of one or more of our information technology, telecommunications or other systems could significantly impair our ability to perform such functions on a timely basis. If sustained or repeated, such a business interruption, systems failure or service denial could result in a deterioration in the level of service we provide to our agents and policyholders. We have established a business continuity plan in an effort to ensure the continuation of core business operations in the event that normal business operations could not be performed due to a catastrophic event. While we continue to test and assess our business continuity plan to ensure it meets the needs of our core business operations and addresses multiple business interruption events, there is no assurance that core business operations could be performed upon the occurrence of such an event, which may result in a material adverse effect on our financial position and results of operations.

If we experience difficulties with outsourcing relationships, our ability to conduct our business might be negatively impacted.

We outsource certain business and administrative functions to third parties and may do so increasingly in the future. If we fail to develop and implement our outsourcing strategies or our third-party providers fail to perform as anticipated, we may experience operational difficulties, increased costs and a loss of business that may have a material adverse effect on our results of operations or financial condition. By outsourcing certain business and administrative functions to third parties, we may be exposed to enhanced risk of data security breaches. Any breach of data security could damage our reputation and/or result in monetary damages, which, in turn, could have a material adverse effect on our results of operations or financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

As of the date of this report, the Company had no unresolved comments from the Commission staff regarding its periodic or current reports under the Exchange Act.

ITEM 2. PROPERTIES

We conduct most of our operations in approximately 104 thousand square feet of leased space at 20 Custom House Street in downtown Boston, Massachusetts. Our lease expires in December 2018.

ITEM 3. LEGAL PROCEEDINGS

Our Insurance Subsidiaries are parties to a number of lawsuits arising in the ordinary course of their insurance business. We believe that the ultimate resolution of these lawsuits will not, individually or in the aggregate, have a material adverse effect on our financial condition.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

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PART II.

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

As of March 5, 2012, there were 27 holders of record of the Company's common stock, par value $0.01 per share, and we estimate another 6,200 held in "Street Name."

The Company's common stock (symbol: SAFT) is listed on the NASDAQ Global Select Market. The following table sets forth the high and low close prices per share for each full quarterly period within the Company's two most recent fiscal years.

2011	High	Low
First quarter	**$ 49.85**	**$ 44.05**
Second quarter	**$ 47.49**	**$ 41.24**
Third quarter	**$ 42.94**	**$ 36.25**
Fourth quarter	**$ 44.01**	**$ 36.78**

2010	High	Low
First quarter	$ 39.20	$ 33.83
Second quarter	$ 38.57	$ 35.02
Third quarter	$ 43.82	$ 37.28
Fourth quarter	$ 49.36	$ 42.20

The closing price of the Company's common stock on March 5, 2012 was $42.10 per share.

During 2011 and 2010, the Company's Board of Directors declared and paid four quarterly cash dividends to shareholders, which totaled $30,322 and $27,098, respectively. On February 15, 2012, the Company's Board of Directors declared a quarterly cash dividend of $0.50 per share to shareholders of record on March 1, 2012, payable on March 15, 2012. The Company plans to continue to declare and pay quarterly cash dividends in 2012, depending on the Company's financial position and the regularity of its cash flows.

The Company relies on dividends from its Insurance Subsidiaries for a portion of its cash requirements. The payment by the Company of any cash dividends to the holders of common stock therefore depends on the receipt of dividend payments from its Insurance Subsidiaries. The payment of dividends by the Insurance Subsidiaries is subject to limitations imposed by Massachusetts law, as discussed in Item 1 Business, Supervision and Regulation, *Insurance Regulation Concerning Dividends*, and also in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, Liquidity and Capital Resources.

The information called for by Item 201 (d) of Regulation S-K regarding securities authorized for issuance under equity compensation plans will be contained in the Company's Proxy Statement for its Annual Meeting of Shareholders, to be held on May 23, 2012 in Boston, MA, which the Company intends to file with the U.S. Securities and Exchange Commission within 120 days after December 31, 2011 (the Company's fiscal year end), and such information is incorporated herein by reference.

For information regarding our share repurchase program, refer to Item 8 Financial Statements and Supplementary Data, Note 11, Share Repurchase Program, of this Form 10-K.

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COMMON STOCK PERFORMANCE GRAPH

Set forth below is a line graph comparing the dollar change in the cumulative total shareholder return on the Company's Common Stock, for the period beginning on December 31, 2006 and ending on December 31, 2011 with the cumulative total return of the NASDAQ Stock Market Index and a peer group comprised of six selected property & casualty insurance companies over the same period. The peer group consists of Baldwin & Lyons, Inc., Infinity Property & Casualty Corp., Mercury General Corp., State Auto Financial Corp., Selective Insurance Group, Inc., and Donegal Group, Inc. The graph shows the change in value of an initial $100 investment over the period indicated, assuming re-investment of all dividends.

Comparative Cumulative Total Returns since December 31, 2006 Among
Safety Insurance Group, Inc.,
Property & Casualty Insurance Peer Group and the NASDAQ Stock Market Index

The foregoing performance graph and data shall not be deemed "filed" as part of this Form 10-K for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section and should not be deemed incorporated by reference into any other filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such filing.

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ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected historical consolidated financial data as of and for each of the five years ended December 31, 2011, 2010, 2009, 2008 and 2007.

The selected historical consolidated financial data for the years ended December 31, 2011, 2010 and 2009 and as of December 31, 2011 and 2010 have been derived from the financial statements of Safety Insurance Group, Inc. included in this annual report which have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The selected historical consolidated financial data for the years ended December 31, 2008 and 2007 and as of December 31, 2009, 2008 and 2007 have been derived from Safety Insurance Group, Inc.'s consolidated financial statements not included in this annual report, which have been audited by PricewaterhouseCoopers LLP.

We have prepared the selected historical consolidated financial data in conformity with U. S. generally accepted accounting principles.

The selected financial data presented below should be read in conjunction with Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the accompanying notes included in this Form 10-K in order to more fully understand the historical consolidated financial data.

	Years Ended December 31,				
	2011	2010	2009	2008	2007
Direct written premiums	**$ 649,262**	$ 604,957	$ 559,747	$ 573,509	$ 619,848
Net written premiums	**620,316**	576,807	532,629	552,904	600,572
Net earned premiums	**598,368**	551,950	531,969	576,556	609,208
Net investment income	**39,060**	41,395	43,308	45,771	44,255
Net realized gains (losses) on investments	**4,360**	863	(167)	678	(6)
Finance and other service income	**18,370**	18,511	16,844	17,995	16,623
Total revenue	**660,158**	612,719	591,954	641,000	670,080
Loss and loss adjustment expenses	**466,640**	360,848	346,301	369,823	374,493
Underwriting, operating and related expenses	**179,157**	172,823	171,124	172,987	170,657
Interest expenses	**88**	88	135	81	83
Total expenses	**645,885**	533,759	517,560	542,891	545,233
Income before income taxes	**14,273**	78,960	74,394	98,109	124,847
Income tax expense	**571**	22,618	20,242	27,851	37,434
Net income	**13,702**	56,342	54,152	70,258	87,413
Earnings per weighted average common share:					
Basic(1)	**$ 0.90**	$ 3.74	$ 3.49	$ 4.32	$ 5.40
Diluted(1)	**$ 0.90**	$ 3.74	$ 3.48	$ 4.31	$ 5.38
Cash dividends paid per common share	**$ 2.00**	$ 1.80	$ 1.60	$ 1.60	$ 1.30
Number of shares used in computing earnings per share:					

earnings per share:

Basic(1)	**15,165,065**	15,065,696	15,533,331	16,265,185	16,189,131
Diluted(1)	**15,176,006**	15,084,295	15,552,063	16,308,394	16,251,067

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	Years Ended December 31,				
	2011	**2010**	**2009**	**2008**	**2007**
Balance Sheet Data:					
Total cash and investment securities	**$ 1,146,638**	$ 1,120,969	$ 1,103,084	$ 1,071,590	$ 1,055,316
Total assets	**1,472,566**	1,439,452	1,427,837	1,437,817	1,446,992
Losses and loss adjustment expense reserves	**403,872**	404,391	439,706	467,559	477,720
Total liabilities	**816,253**	785,976	807,402	834,446	876,992
Total shareholders' equity	**656,313**	653,476	620,435	603,371	570,000
GAAP Ratios:					
Loss ratio(2)	**78.0%**	65.4%	65.1%	64.1%	61.5%
Expense ratio(2)	**29.9**	31.3	32.2	30.0	28.0
Combined ratio(2)	**107.9%**	96.7%	97.3%	94.1%	89.5%

(1) Earnings per share data and number of shares used in computing shares outstanding for years 2007-2008 have been restated to conform to ASC 260, *Participating Securities and the Two Class Method*. Please refer to Financial Statement footnote 2 for additional details.

(2) The loss ratio is the ratio of losses and loss adjustment expenses to net earned premiums. The expense ratio, when calculated on a GAAP basis is the ratio of underwriting expense to net earned premiums. The combined ratio is the sum of the loss ratio and the expense ratio. Please refer to *Insurance Ratios* under Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion on our GAAP ratios.

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ITEM 7. 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 its 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 67.2% of our direct written premiums in 2011), we offer a portfolio of other insurance products, including commercial automobile (10.5% of 2011 direct written premiums), homeowners (18.1% of 2011 direct written premiums), dwelling fire, umbrella and business owner policies (totaling 4.2% of 2011 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 852 in 987 locations throughout Massachusetts and New Hampshire during 2011. We have used these relationships and our extensive knowledge of the Massachusetts market to become the third largest private passenger automobile and the third largest commercial automobile insurance carrier in Massachusetts, capturing an approximate 11.1% and 11.4% share, respectively, of the Massachusetts private passenger and commercial automobile markets in 2011, according to the Commonwealth Automobile Reinsurers ("CAR") Cession Volume Analysis Report of February 29, 2012, based on automobile exposures. 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, personal umbrella business during 2009, and commercial automobile business during 2011. During the years ended December 31, 2011, 2010, and 2009, we wrote $5,750, $2,774, and $978 in direct written premiums, respectively, and approximately 4,500, 3,300, and 1,250 policies, respectively, in New Hampshire.

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Recent Trends and Events

The quarter ended December 31, 2011 was marked by two severe weather events in October, the 2011 Halloween snow storm and the Eastern Massachusetts flood event, both of which caused extensive property damage. Similar to the prior three quarters of 2011, we experienced elevated catastrophe claims activity in our personal and commercial property lines for the quarter ended December 31, 2011. As a result, we incurred $9,625 of catastrophe losses for the quarter ended December 31, 2011.

For the year ended December 31, 2011, we incurred $62,668 million of catastrophe losses compared to $9,429 and $3,054 for the comparable 2010 and 2009 periods, respectively.

We increased our Massachusetts homeowners rates 7.5% effective August 15, 2011.

We increased our Massachusetts private passenger automobile rates 3.9% effective May 15, 2011 and 0.7% effective March 1, 2012.

We filed and were approved for a private passenger automobile rate increase of 3.6% to be effective May 15, 2012.

We define a "catastrophe" as an event that produces pre-tax losses before reinsurance in excess of $1,000 and involves multiple first-party policyholders, or an event that produces a number of claims in excess of a preset, per-event threshold of average claims in a specific area, occurring within a certain amount of time following the event. Catastrophes are caused by various natural events including high winds, winter storms, tornadoes, hailstorms, and hurricanes. The nature and level of catastrophes in any period cannot be reliably predicted.

Catastrophe losses incurred by the type of event are shown in the following table.

	Years Ended December 31,		
Event	**2011**	**2010**	**2009**
Windstorms and hailstorms	**$ 12,311**	$	$ 3,054
Tornado	**16,697**	3,300	
Rainstorms		6,129	
Floods	**1,380**		
Icestorms and snowstorms	**25,255**		
Hurricane and tropical storms	**7,025**		
Total losses incurred(1)	**$ 62,668**	$ 9,429	$ 3,054

(1) Total losses incurred includes losses plus defense and cost containment expenses and excludes adjusting and other claims settlement expenses.

We did not have any recoveries from our primary catastrophe reinsurance treaties during the three-year period ended December 31, 2011 because there was no individual catastrophe for which our losses exceeded our retention under the treaties.

Massachusetts Automobile Insurance Market

We have been subject to extensive regulation in the private passenger automobile insurance industry in Massachusetts, which represented 67.2% of our direct written premiums in 2011. Private passenger automobile insurance has been heavily regulated in Massachusetts. In any respects, the private passenger automobile insurance market in Massachusetts prior to 2008 was unique, in comparison to other states. This was due to a number of factors, including unusual regulatory conditions, the market dominance of domestic companies, the relative absence of large

national companies, and the heavy reliance on independent insurance agents as the market's principal

distribution channel. Perhaps most significantly, prior to 2008, the Massachusetts Commissioner of Insurance fixed and established the premium rates and the rating plan to be used by all insurance companies doing business in the private passenger automobile insurance market and the Massachusetts private passenger automobile insurance residual market mechanism featured a reinsurance program run by CAR in which companies were assigned producers.

In 2008, the Commissioner issued a series of decisions to introduce what she termed "managed competition" to Massachusetts automobile insurance premium rates and in doing so replaced the fixed and established regime with a prior approval rate review process, governed by regulations that set certain terms and conditions that insurers must comply with in establishing their rates. The Commissioner also replaced the former reinsurance program with an assigned risk plan.

These decisions removed many of the factors that had historically distinguished the Massachusetts private passenger automobile insurance market from the market in other states. However, certain of the historically unique factors have not been eliminated, including compulsory insurance, affinity group marketing, and the prominence of independent agents.

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 has again approved Safety Insurance beginning January 1, 2011 as one of the two servicing carriers.

During 2011, we increased our rates approximately 3.7%, and on March 1, 2012, we began using 17 rating tiers which resulted in a rate increase of 0.7%. Our rates include a 13.0% commission rate for agents. Our direct automobile written premiums increased by 5.5% in 2011 with increased exposures and average written premium per exposure in our private passenger and commercial automobile lines of business.

Statutory Accounting Principles

Our results are reported in accordance with GAAP, which differ from amounts reported in accordance with statutory accounting principles ("SAP") as prescribed by insurance regulatory authorities, which in general reflect a liquidating, rather than going concern concept of accounting. Specifically, under GAAP:

- Policy acquisition costs such as commissions, premium taxes and other variable costs incurred in connection with writing new and renewal business are capitalized and amortized on a pro rata basis over the period in which the related premiums are earned, rather than expensed as incurred, as required by SAP.

- Certain assets are included in the consolidated balance sheets whereas, under SAP, such assets are designated as "nonadmitted assets," and charged directly against statutory surplus. These

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assets consist primarily of premium receivables that are outstanding over ninety days, federal deferred tax assets in excess of statutory limitations, furniture, equipment, leasehold improvements and prepaid expenses.

Amounts related to ceded reinsurance are shown gross of ceded unearned premiums and reinsurance recoverables, rather than netted against unearned premium reserves and loss and loss adjustment expense reserves, respectively, as required by SAP.

Fixed maturities securities, which are classified as available-for-sale, are reported at current fair values, rather than at amortized cost, or the lower of amortized cost or market, depending on the specific type of security, as required by SAP.

The differing treatment of income and expense items results in a corresponding difference in federal income tax expense. Changes in deferred income taxes are reflected as an item of income tax benefit or expense, rather than recorded directly to surplus as regards policyholders, as required by SAP. Admittance testing may result in a charge to unassigned surplus for non-admitted portions of deferred tax assets. Under GAAP reporting, a valuation allowance may be recorded against the deferred tax asset and reflected as an expense.

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 presented in the following table for the periods indicated.

	Years Ended December 31,		
	2011	**2010**	**2009**
GAAP ratios:			
Loss ratio	**78.0%**	65.4%	65.1%
Expense ratio	**29.9**	31.3	32.2
Combined ratio	**107.9%**	96.7%	97.3%

Stock-Based Compensation

On June 25, 2002, the Board of Directors of the Company (the "Board") adopted the 2002 Management Omnibus Incentive Plan (the "Incentive Plan"). The Incentive Plan provides for a variety of awards, including nonqualified stock options ("NQSOs"), stock appreciation rights and restricted stock ("RS") awards.

On March 10, 2006, the Board approved amendments to the Incentive Plan, subject to shareholder approval, to (i) increase the number of shares of common stock available for issuance by 1,250,000 shares, (ii) remove obsolete provisions, and (iii) make other non-material changes. A total of 1,250,000 shares of common stock had previously been authorized for issuance under the Incentive Plan. The Incentive Plan, as amended, was approved by the shareholders at the 2006 Annual Meeting of Shareholders which was held on May 19, 2006. Under the Incentive Plan, as amended, the maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. As of December 31, 2011, there were 718,859 shares available for future grant. The Board and the Compensation Committee intend to issue more awards under the Incentive Plan in the future. Grants

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outstanding under the Incentive Plan as of December 31, 2011, were comprised of 254,117 restricted shares and 125,700 nonqualified stock options.

Grants made under the Incentive Plan during the years 2007 through 2011 are as follows:

Type of Equity Awarded	Effective Date	Number of Awards Granted	Fair Value per Share	Vesting Terms
RS	February 26, 2007	65,760	$ 45.62(1)	3 years, 30%-30%-40%
RS	February 26, 2007	4,000	$ 45.62(1)	No vesting period(2)
RS	March 22, 2007	49,971	$ 38.78(1)	5 years, 20% annually
RS	March 10, 2008	76,816	$ 35.80(1)	3 years, 30%-30%-40%
RS	March 10, 2008	4,000	$ 35.80(1)	No vesting period(2)
RS	March 20, 2008	45,779	$ 34.37(1)	5 years, 20% annually
RS	March 9, 2009	95,953	$ 28.66(1)	3 years, 30%-30%-40%
RS	March 9, 2009	4,000	$ 28.66(1)	No vesting period(2)
RS	March 19, 2009	38,046	$ 33.24(1)	5 years, 20% annually
RS	March 9, 2010	77,360	$ 38.78(1)	3 years, 30%-30%-40%
RS	March 9, 2010	4,000	$ 38.78(1)	No vesting period(2)
RS	March 23, 2010	25,590	$ 38.09(1)	5 years, 20% annually
RS	**March 9, 2011**	**68,637**	**$ 47.35**(1)	**3 years, 30%-30%-40%**
RS	**March 9, 2011**	**4,000**	**$ 47.35**(1)	**No vesting period(2)**
RS	**March 23, 2011**	**22,567**	**$ 44.94**(1)	**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.

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"). 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 manage and model our exposure and adjust our reinsurance programs as a result of the changes to the models. As of January 1, 2012, we have purchased four layers of excess catastrophe reinsurance providing $485,000 of coverage for property losses in excess of $50,000 up to a maximum of $535,000. Our reinsurers co-participation is 50.0% of $30,000 for the 1st layer, 80.0% of $90,000 for the 2nd layer, 80.0% of $200,000 for the 3rd layer, and 80.0% of $165,000 for the 4th layer. As a result of the changes to the models, and our revised reinsurance program, our catastrophe reinsurance in 2012 protects us in the event of a "140-year storm" (that is, a storm of a severity expected to occur once in a 140-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 the individual catastrophe events of 2011 were less than our reinsurance retention.

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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 December 31, 2011, we had no material amounts recoverable from any reinsurer, excluding $44,850 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

The following table shows certain of our selected financial results.

	Years Ended December 31,		
	2011	**2010**	**2009**
Direct written premiums	**$ 649,262**	$ 604,957	$ 559,747
Net written premiums	**$ 620,316**	$ 576,807	$ 532,629
Net earned premiums	**$ 598,368**	$ 551,950	$ 531,969
Net investment income	**39,060**	41,395	43,308
Net realized gains (losses) on investments	**4,360**	863	(167)
Finance and other service income	**18,370**	18,511	16,844
Total revenue	**660,158**	612,719	591,954
Loss and loss adjustment expenses	**466,640**	360,848	346,301
Underwriting, operating and related expenses	**179,157**	172,823	171,124
Interest expense	**88**	88	135
Total expenses	**645,885**	533,759	517,560
Income before income taxes	**14,273**	78,960	74,394
Income tax expense	**571**	22,618	20,242
Net income	**$ 13,702**	$ 56,342	$ 54,152
Earnings per weighted average common share:			
Basic	**$ 0.90**	$ 3.74	$ 3.49
Diluted	**$ 0.90**	$ 3.74	$ 3.48

Cash dividends paid per common share	**$ 2.00**	$ 1.80	$ 1.60

YEAR ENDED DECEMBER 31, 2011 COMPARED TO YEAR ENDED DECEMBER 31, 2010

Direct Written Premiums. Direct written premiums for the year ended December 31, 2011 increased by $44,305, or 7.3%, to $649,262 from $604,957 for the comparable 2010 period. The 2011 increases occurred primarily in our personal automobile and homeowners lines, which experienced increases of 3.5% and 3.9%, respectively, in average written premium per exposure and increases of 1.5% and 11.5%, respectively, in written exposures. 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. In addition, our commercial automobile line experienced an increase in average written premium per exposure of 2.2% and an increase in written exposures of 6.4%. This increase in exposures is a result of additional business submitted by ERPs through the CAR LSC program as the number of Limited Servicing Carriers was reduced from six to four effective July 1, 2011.

Net Written Premiums. Net written premiums for the year ended December 31, 2011 increased by $43,509, or 7.5%, to $620,316 from $576,807 for 2010. The 2011 increase was primarily due to the factors that increased direct written premiums.

Net Earned Premiums. Net earned premiums for the year ended December 31, 2011 increased by $46,418, or 8.4%, to $598,368 from $551,950 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.

	Years Ended December 31,	
	2011	**2010**
Written Premiums		
Direct	**$ 649,262**	$ 604,957
Assumed	**16,521**	13,738
Ceded	**(45,467)**	(41,888)
Net written premiums	**$ 620,316**	$ 576,807
Earned Premiums		
Direct	**$ 626,483**	$ 580,942
Assumed	**15,790**	14,134
Ceded	**(43,905)**	(43,126)
Net earned premiums	**$ 598,368**	$ 551,950

Net Investment Income. Net investment income for the year ended December 31, 2011 decreased by $2,335, or 5.6% to $39,060 from $41,395 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 annual yield on the investment portfolio decreased to 3.6% for the year ended December 31, 2011 from 3.9% for the comparable 2010 period. Our duration was 3.7 years at December 31, 2011, up from 3.4 years at December 31, 2010.

Net Realized Gains on Investments. Net realized gains on investments were $4,360 for the year ended December 31, 2011 compared to $863 for the comparable 2010 period.

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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 December 31, 2011				
			Gross Unrealized Losses(4)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses(5)	Estimated Fair Value
U.S. Treasury securities	$ 7,525	$ 366	$	$	$ 7,891
Obligations of states and political subdivisions	443,338	25,630	(150)		468,818
Residential mortgage-backed securities(1)	277,885	17,147	(106)		294,926
Commercial mortgage-backed securities	51,986	1,439	(278)		53,147
Other asset-backed securities(2)	12,848	932			13,780
Corporate and other securities	232,232	10,128	(955)		241,405
Subtotal, fixed maturity securities	1,025,814	55,642	(1,489)		1,079,967
Equity securities(3)	20,431	1,111	(462)		21,080
Other invested assets	7,701				7,701
Totals	$ 1,053,946	$ 56,753	$ (1,951)	$	$ 1,108,748

(1) Residential mortgage-backed securities consists 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).

(2) Other asset-backed securities includes obligations of the U.S. Small Business Administration which totaled $6,054 at amortized cost and $6,584 at estimated fair value at December 31, 2011.

(3) Equity securities includes interests in mutual funds of $12,937 at cost and $12,564 at fair value as of December 31, 2011 held to fund the Company's executive deferred compensation plan.

(4) Our investment portfolio included 55 securities in an unrealized loss position at December 31, 2011.

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

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

	As of December 31, 2011	
	Estimated Fair Value	Percent
U.S. Treasury securities and obligations of U.S. Government agencies	$ 309,401	28.6%
Aaa/Aa	526,622	48.8
A	117,735	10.9
Baa	68,850	6.4
Ba	1,932	0.2
Not rated	55,427	5.1

Total	**$**	**1,079,967**	**100.0%**

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As of December 31, 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 two securities which represented 0.2% of our total investment in fixed income securities. All of our securities received a rating assigned by Moody's of Ba or higher, except the few securities not rated by Moody's, all except one of which are rated investment grade by Standard & Poor's. 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.

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 December 31, 2011.

	As of December 31, 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	8,804	135	4,590	15	13,394	150
Residential mortgage-backed securities	4,333	99	79	7	4,412	106
Commercial mortgage-backed securities	4,563	278			4,563	278
Corporate and other securities	22,745	943	1,986	12	24,731	955
Subtotal, fixed maturity securities	40,445	1,455	6,655	34	47,100	1,489
Equity securities	7,185	462			7,185	462
Total temporarily impaired securities	$ 47,630	$ 1,917	$ 6,655	$ 34	$ 54,285	$ 1,951

As of December 31, 2011, we held insured investment securities of approximately $143,467, which represented approximately 12.9% of our total investments. Approximately $43,562 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 December 31, 2011. We do not have any direct investment holdings in a financial guarantee insurance company.

	As of December 31, 2011		
Financial Guarantor	Total	Pre-refunded Securities	Exposure Net of Pre-refunded Securities
Municipal bonds			
Ambac Assurance Corporation	$ 18,578	$ 3,349	$ 15,229
Financial Guaranty Insurance Company	285	285	
Assured Guaranty Municipal Corporation	63,877	33,143	30,734
National Public Finance Guaranty Corporation	56,591	6,785	49,806
Total municipal bonds	139,331	43,562	95,769
Other asset-backed securities			
Ambac Assurance Corporation	4,136		4,136
Total other asset-backed securities	4,136		4,136
Total	$ 143,467	$ 43,562	$ 99,905

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The Moody's ratings of our insured investments held at December 31, 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 December 31, 2011 for potential other-than-temporary asset impairments. We held no securities at December 31, 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 $1,951 gross unrealized losses as of December 31, 2011, $150 relates to obligations of U.S. Treasuries, states and political subdivisions. The remaining $1,801 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 December 31, 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 years ended December 31, 2011 and 2010, there was no significant deterioration in the credit quality of any of our holdings and no OTTI charges were recorded related to our portfolio of investment securities.

For information regarding fair value measurements of our investment portfolio, refer to Item 8 Financial Statements and Supplementary Data, Note 13, Fair Value Measurements, of this Form 10-K.

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 decreased by $141, or 0.8%, to $18,370 for the year ended December 31, 2011 from $18,511 for the comparable 2010 period.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses incurred for the year ended December 31, 2011 increased by $105,792, or 29.3%, to $466,640 from $360,848 for the comparable 2010 period. Our GAAP loss ratio for the year ended December 31, 2011 increased to 78.0% from 65.4% for the comparable 2010 period. Included in pre-tax results for the year ended December 31, 2011 is approximately $62,688 attributable to catastrophic weather event losses sustained throughout the year compared to $9,429 for the comparable 2010 period. Our GAAP loss ratio excluding loss adjustment expenses for the year ended December 31, 2011 increased to 68.6% from 56.0% for the comparable 2010 period. Total prior year favorable development included in the pre-tax results for the year ended December 31, 2011 was $36,683, compared to $48,157, for the comparable 2010 period.

Underwriting, Operating and Related Expenses. Underwriting, operating and related expenses for the year ended December 31, 2011 increased by $6,334, or 3.7%, to $179,157 from $172,823 for the comparable 2010 period, primarily due to an increase in commissions to agents as a result of premium increases, as discussed above. Our GAAP expense ratios for the year ended December 31, 2011 decreased to 29.9% from 31.3% for the comparable 2010 period.

Interest Expenses. Interest expense for the years ended December 31, 2011 and 2010 was $88. The credit facility commitment fee included in interest expense was $75 for each of the years ended December 31, 2011 and 2010.

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Income Tax Expense. Our effective tax rates were 4.0% and 28.6% for the years ended December 31, 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 year ended December 31, 2011 was $13,702 compared to $56,342 for the comparable 2010 period. This decrease was primarily attributable to the increase in losses and loss adjustment expenses, as discussed above.

YEAR ENDED DECEMBER 31, 2010 COMPARED TO YEAR ENDED DECEMBER 31, 2009

Direct Written Premiums. Direct written premiums for the year ended December 31, 2010 increased by $45,210, or 8.1%, to $604,957 from $559,747 for the comparable 2009 period. The 2010 increase occurred primarily in our personal automobile and homeowners lines, which experienced increases of 3.8% and 3.2%, respectively, in average written premium per exposure and increases of 3.3% and 19.6%, respectively, in written exposures. 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. Partially offsetting these increases was a 4.6% decrease in average written premium per exposure and a 2.2% decrease in written exposures in our commercial automobile line. This decrease is primarily a result of reduced exposures from ERPs submitting business through the CAR LSC program and general economic conditions which have reduced the size of the overall commercial automobile insurance market in Massachusetts.

Net Written Premiums. Net written premiums for the year ended December 31, 2010 increased by $44,178, or 8.3%, to $567,807 from $532,629 for the comparable 2009 period. The 2010 increase was primarily due to the factors that increased direct written premiums.

Net Earned Premiums. Net earned premiums for the year ended December 31, 2010 increased by $19,981, or 3.8%, to $551,950 from $531,969 for the comparable 2009 period. The 2010 increase was primarily due to the factors that increased direct written premiums combined with decreases in earned premiums ceded to CAR, and partially offset by decreases in earned premiums assumed from CAR. Earned premiums assumed from and ceded to CAR decreased as a result of the phase-out of the CAR personal automobile reinsurance pool, which was fully replaced by an assigned risk plan, the MAIP, beginning with personal automobile policy effective dates after March 31, 2009.

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

	Years Ended December 31,	
	2010	**2009**
Written Premiums		
Direct	$ 604,957	$ 559,747
Assumed	13,738	14,564
Ceded	(41,888)	(41,682)
Net written premiums	$ 576,807	$ 532,629
Earned Premiums		
Direct	$ 580,942	$ 555,020
Assumed	14,134	26,552
Ceded	(43,126)	(49,603)
Net earned premiums	$ 551,950	$ 531,969

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Net Investment Income. Net investment income for the year ended December 31, 2010 decreased by $1,913, or 4.4%, to $41,395 from $43,308 for the comparable 2009 period. The 2010 decrease primarily resulted from lower short-term interest rates, risk reduction actions related to municipal bonds, and ongoing maintenance of short duration to protect the portfolio from rising interest rates. Net effective annual yield on the investment portfolio decreased to 3.9% for the year ended December 31, 2010 from 4.1% for the comparable 2009 period. Our duration was 3.4 years at December 31, 2010, up slightly from 3.3 years at December 31, 2009.

Net Realized Gains (Losses) on Investments. Net realized gains on investments were $863 for the year ended December 31, 2010 compared to net realized losses of $167 the year ended December 31, 2009.

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 December 31, 2010				
			Gross Unrealized Losses(4)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses(5)	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(2)	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(3)	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 $237,335 at amortized cost and $ $252,592 at fair value as of December 31, 2010.

(2) Other asset-backed securities includes obligations of the U.S. Small Business Administration which totaled $9,553 at amortized cost and $10,307 at estimated fair value at December 31, 2010.

(3) Equity securities includes interests in mutual funds of $11,210 at cost and $11,699 at fair value as of December 31, 2010 held to fund the Company's executive deferred compensation plan.

(4) Our investment portfolio included 80 securities in an unrealized loss position at December 31, 2010.

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

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

	As of December 31, 2010	
	Estimated Fair Value	Percent
U.S. Treasury securities and obligations of U.S. Government agencies	$ 349,168	32.8%
Aaa/Aa	491,480	46.2
A	122,440	11.5
Baa	57,054	5.4
Ba	328	
Not rated	42,767	4.0
Total	$ 1,063,237	100.0%

As of December 31, 2010, with the exception of one security which represented less than 0.1% of our total investment in fixed income securities, 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. All of our securities received a rating assigned by Moody's of "Ba" or higher, except the few securities not rated by Moody's, all of which are rated investment grade by Standard & Poor's. 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 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 December 31, 2010.

	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

As of December 31, 2010, we held insured investment securities of approximately $244,893, which represented approximately 22.7% of our total investment portfolio. Approximately $63,398 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.

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The following table shows our insured investment securities that are backed by financial guarantors including pre-refunded securities as of December 31, 2010. We do not have any direct investment holdings in a financial guarantee insurance company.

	As of December 31, 2010		
Financial Guarantor	**Total**	**Pre-refunded Securities**	**Exposure Net of Pre-refunded Securities**
Municipal bonds			
Ambac Assurance Corporation	$ 32,055	$ 12,214	$ 19,841
Financial Guaranty Insurance Company	267	267	
Assured Guaranty Municipal Corporation	91,819	34,936	56,883
National Public Finance Guaranty Corporation	116,704	15,981	100,723
Total municipal bonds	240,845	63,398	177,447
Other asset-backed securities			
Ambac Assurance Corporation	4,048		4,048
Total other asset-backed securities	4,048		4,048
Total	$ 244,893	$ 63,398	$ 181,495

The following table shows our insured investments by Moody's rating where it is available with and without the impact of the insurance guarantee as of December 31, 2010.

	As of December 31, 2010	
Rating	**Rating With Insurance**	**Rating Without Insurance**
Aaa	$ 3,866	$ 3,866
Aa1	28,976	28,976
Aa2	65,265	65,265
Aa3	88,550	77,461
A1	11,964	12,887
A2	11,003	18,021
A3	12,546	15,694
Baa1	267	267
Baa2	4,048	4,048
Totals	$ 226,485	$ 226,485

We reviewed the unrealized losses in our fixed income and equity portfolio as of December 31, 2010 for potential other-than-temporary asset impairments. We held no securities at December 31, 2010 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 $5,669 gross unrealized losses as of December 31, 2010, $4,747 relates to obligations of U.S. Treasuries, states and political subdivisions. The remaining $922 of gross unrealized losses relates primarily to holdings of investment grade asset-backed, corporate, other fixed maturity and equity securities.

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The unrealized losses recorded on the investment portfolio at December 31, 2010 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 years ended December 31, 2010 and 2009, 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 8 Financial Statements and Supplementary Data, Note 13, Fair Value Measurements, of this Form 10-K.

Transfers in and out of Level 3 are attributable to changes in the ability to observe significant inputs in determining fair value exit pricing. On January 1, 2010, our 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. This security was sold in October 2010.

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 for the year ended December 31, 2010 was $18,511 compared to $16,844 for the comparable 2009 period.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses incurred for year ended December 31, 2010 increased by $14,547, or 4.2%, to $360,848 from $346,301 for the comparable 2009 period. Our GAAP loss ratio for the year ended December 31, 2010 increased to 65.4% from 65.1% for the comparable 2009 period. Our GAAP loss ratio excluding loss adjustment expenses for the year ended December 31, 2010 increased to 56.0% from 55.8% for the comparable 2009 period. The total prior year favorable development included in pre-tax results for the year ended December 31, 2010 was $48,157 compared to $44,065 for the comparable 2009 period.

Underwriting, Operating and Related Expenses. Underwriting, operating and related expenses for year ended December 31, 2010 increased by $1,699, or 1.0%, to $172,823 from $171,124 for the comparable 2009 period. Our GAAP expense ratios for the year ended December 31, 2010 decreased to 31.3% from 32.2% for the comparable 2009 period.

Interest Expenses. Interest expense for the year ended December 31, 2010 was $88, compared to $135 for the comparable 2009 period. The credit facility commitment fee included in interest expense was $75 for both the years ended December 31, 2010 and 2009.

Income Tax Expense. Our effective tax rates were 28.6% and 27.2% for the years ended December 31, 2010 and 2009, 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 year ended December 31, 2010 increased by $2,190, or 4.0%, to $56,342 from $54,152 for the comparable 2009 period. This increase was primarily due to the factors 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.

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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 $39,943, $51,106, and $64,478 during the years ended December 31, 2011, 2010, and 2009, 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 used for investing activities was $12,879 and $54,420 during the years ended December 31, 2011 and 2010, respectively, as purchases of fixed maturity and equity securities exceeded sales, paydowns, calls and maturities of fixed maturity and equity securities. Net cash provided by investing activities during the year ended December 31, 2009 was $16,091 as sales, paydowns, calls and maturities of fixed maturity and equity securities exceeded purchases of fixed maturity and equity securities.

Net cash used for financing activities was $$29,465, $30,865, and $66,550 during the years ended December 31, 2011, 2010 and 2009, respectively. Net cash used for financing activities is primarily comprised of dividend payments to shareholders and the acquisition of treasury stock.

The Insurance Subsidiaries maintain a high degree of liquidity within their respective investment portfolios in fixed maturity and short-term investments. In recent years, global financial markets experienced unprecedented and challenging conditions, including a tightening in the availability of credit, the failure of several large financial institutions and concerns about the creditworthiness of the sovereign debt of several European and other countries. We believe that recent and ongoing government actions, including The Emergency Economic Stabilization Act of 2008, the 2009 American Recovery and Reinvestment Act and other U.S. and global government programs and the quality of the assets we hold will allow us to realize these securities' anticipated long-term economic value. Furthermore, as of December 31, 2011, we had the intent and ability to retain such investments for the period of time anticipated to allow for this expected recovery in fair value. We do not anticipate the need to sell these securities to meet the Insurance Subsidiaries cash requirements. We expect the Insurance Subsidiaries to generate sufficient operating cash to meet all short-term and long-term cash requirements. However, there can be no assurance that unforeseen business needs or other items will not occur causing us to have to sell securities before their values fully recover; thereby causing us to recognize additional impairment charges in that time period.

Credit Facility

For information regarding our Credit Facility, please refer to Item 8 Financial Statements and Supplementary Data, Note 7, Debt, of this Form 10-K.

Recent Accounting Pronouncements

For information regarding Recent Accounting Pronouncements, please refer to Item 8 Financial Statements and Supplementary Data, Note 2, Summary of Significant Accounting Policies, of this Form 10-K.

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

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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 2011, the statutory surplus of Safety Insurance was $570,492, and its net income for 2011 was $8,958. As a result, a maximum of $57,049 is available in 2012 for such dividends without prior approval of the Commissioner. During the twelve months ended December 31, 2011, Safety Insurance recorded dividends to Safety of $25,744.

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.

Since the initial public offering of its common stock in November 2002, the Company has paid regular quarterly dividends to shareholders of its common stock. Quarterly dividends paid during 2011 and 2010 were as follows:

Declaration Date	**Record Date**	**Payment Date**	**Dividend per Common Share**	**Total Dividends Paid**
November 2, 2011	**December 1, 2011**	**December 15, 2011**	**$ 0.50**	**$ 7,593**
August 3, 2011	**September 1, 2011**	**September 15, 2011**	**$ 0.50**	**$ 7,594**
May 4, 2011	**June 1, 2011**	**June 15, 2011**	**$ 0.50**	**$ 7,593**
February 15, 2011	**March 1, 2011**	**March 15, 2011**	**$ 0.50**	**$ 7,542**
November 2, 2010	December 1, 2010	December 15, 2010	$ 0.50	$ 7,525
August 4, 2010	September 1, 2010	September 15, 2010	$ 0.50	$ 7,510
May 5, 2010	June 1, 2010	June 15, 2010	$ 0.40	$ 6,038
February 16, 2010	March 1, 2010	March 15, 2010	$ 0.40	$ 6,024

On February 15, 2012, our Board approved and declared a quarterly cash dividend on our common stock of $0.50 per share to be paid on March 15, 2012 to shareholders of record on March 1, 2012. 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.

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During the year ended December 31, 2011, the Company purchased 1,190 of its common shares on the open market under the program at a cost of $43 resulting in total shares purchased of 1,728,645 at a cost of $55,569 as of December 31, 2011. During the year ended December 31, 2010, the Company purchased 162,907 of its common shares on the open market under the program at a cost of $5,814 resulting in total shares purchased of 1,727,455 at a cost of $55,526 as of December 31, 2010.

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 Accounting Standards Codification ("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.

Contractual Obligations

We have obligations to make future payments under contracts and credit-related financial instruments and commitments. At December 31, 2011, certain long-term aggregate contractual obligations and credit-related commitments are summarized as follows:

	Payments Due by Period				
	Within One Year	**Two to Three Years**	**Four to Five Years**	**After Five Years**	**Total**
Loss and LAE reserves	**$ 197,897**	**$ 177,704**	**$ 24,232**	**$ 4,039**	**$ 403,872**
Purchase commitments	**1,030**	**2,001**	**1,409**		**4,440**
Operating leases	**4,491**	**8,881**	**9,061**	**8,957**	**31,390**
Total contractual obligations	**$ 203,418**	**$ 188,586**	**$ 34,702**	**$ 12,996**	**$ 439,702**

As of December 31, 2011, the Company had loss and LAE reserves of $403,872, unpaid reinsurance recoverables of $51,774 and net loss and LAE reserves of $352,098. Our loss and LAE reserves are estimates as described in more detail under *Critical Accounting Policies and Estimates*. The specific amounts and timing of obligations related to case reserves, IBNR reserves and related LAE reserves are not set contractually, and the amounts and timing of these obligations are unknown. Nonetheless, based upon our cumulative claims paid over the last ten years, the Company estimates that its loss and LAE reserves will be paid in the period shown above. While management believes that historical performance of loss payment patterns is a reasonable source for projecting future claims payments, there is inherent uncertainty in this estimated projected settlement of loss and LAE reserves, and as a result these estimates will differ, perhaps significantly, from actual future payments. Our

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operations typically generate substantial 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, including any unexpected variations in the timing of claim settlements.

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

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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 $317,155 to $363,035 as of December 31, 2011 compared to a range of $311,570 to $359,802 as of December 31, 2010. 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 $352,098 as of December 31, 2011 compared to $351,244 as of December 31, 2010.

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The following tables present the point estimation of the recorded reserves and the range of estimations by line of business for net loss and LAE reserves as of December 31, 2011 and December 31, 2010.

	As of December 31, 2011		
Line of Business	**Low**	**Recorded**	**High**
Private passenger automobile	**$ 206,350**	**$ 226,222**	**$ 230,961**
Commercial automobile	**38,610**	**45,687**	**45,911**
Homeowners	**50,100**	**52,777**	**56,837**
All other	**22,095**	**27,412**	**29,326**
Total	**$ 317,155**	**$ 352,098**	**$ 363,035**

	As of December 31, 2010		
Line of Business	**Low**	**Recorded**	**High**
Private passenger automobile	$ 213,803	$ 240,129	$ 244,749
Commercial automobile	40,413	45,772	46,483
Homeowners	38,814	44,741	47,181
All other	18,540	20,602	21,389
Total	$ 311,570	$ 351,244	$ 359,802

The following tables present our total net reserves and the corresponding case reserves and IBNR reserves for each line of business as of December 31, 2011 and 2010.

	As of December 31, 2011		
Line of Business	**Case**	**IBNR**	**Total**
Private passenger automobile	**$ 235,216**	**$ (13,603)**	**$ 221,613**
CAR assumed private passenger auto	**3,577**	**1,032**	**4,609**
Commercial automobile	**30,804**	**3,479**	**34,283**
CAR assumed commercial automobile	**7,291**	**4,113**	**11,404**
Homeowners	**41,451**	**6,750**	**48,201**
FAIR Plan assumed homeowners	**2,326**	**2,250**	**4,576**
All other	**19,316**	**8,096**	**27,412**
Total net reserves for losses and LAE	**$ 339,981**	**$ 12,117**	**$ 352,098**

	As of December 31, 2010		
Line of Business	**Case**	**IBNR**	**Total**
Private passenger automobile	$ 230,330	$ 50	$ 230,380
CAR assumed private passenger auto	7,274	2,475	9,749
Commercial automobile	30,424	4,143	34,567
CAR assumed commercial automobile	7,325	3,880	11,205
Homeowners	25,117	8,467	33,584
FAIR Plan assumed homeowners	5,567	5,590	11,157
All other	11,452	9,150	20,602
Total net reserves for losses and LAE	$ 317,489	$ 33,755	$ 351,244

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 22.4% and 36.1%, respectively, of our total reserves for CAR assumed private passenger and

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commercial automobile business as of December 31, 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 49.2% of our total reserves for FAIR Plan assumed homeowners at December 31, 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 tables present 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 December 31, 2011 and 2010.

	As of December 31, 2011		
Line of Business	**Retained**	**Assumed**	**Net**
Private passenger automobile	**$ 221,613**		
CAR assumed private passenger automobile		**$ 4,609**	
Net private passenger automobile			**$ 226,222**
Commercial automobile	**34,283**		
CAR assumed commercial automobile		**11,404**	
Net commercial automobile			**45,687**
Homeowners	**48,201**		
FAIR Plan assumed homeowners		**4,576**	
Net homeowners			**52,777**
All other	**27,412**		**27,412**
Total net reserves for losses and LAE	**$ 331,509**	**$ 20,589**	**$ 352,098**

	As of December 31, 2010		
Line of Business	**Retained**	**Assumed**	**Net**
Private passenger automobile	$ 230,380		
CAR assumed private passenger automobile		$ 9,749	
Net private passenger automobile			$ 240,129
Commercial automobile	34,567		
CAR assumed commercial automobile		11,205	
Net commercial automobile			45,772
Homeowners	33,584		
FAIR Plan assumed homeowners		11,157	
Net homeowners			44,741
All other	20,602		20,602
Total net reserves for losses and LAE	$ 319,133	$ 32,111	$ 351,244

Residual market Loss and Loss Adjustment Expense Reserves

We are a participant in CAR, the FAIR Plan and other various residual markets and assume a portion of losses and LAE on business ceded by the industry participants to the residual markets. We estimate reserves for assumed losses and LAE that have not yet been reported to us by the residual markets. 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. The 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.

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Residual market deficits consist of premium ceded to the various residual markets less losses and LAE and is allocated among insurance companies based on a various formulas (the "Participation Ratio") that takes into consideration a company's voluntary market share.

Because of the lag in the various residual market estimations, and in order to try to validate to the extent possible the information provided, we must try to estimate the effects of the actions of our competitors in order to establish our Participation Ratio.

Although we rely to a significant extent in setting our reserves on the information the various residual markets provide, we are cautious in our use of that information, both because of the delays in receiving data from the various residual markets. As a result, we are cautious in recording residual market 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 twelve months ended December 31, 2011, a 1 percentage-point change in the loss and LAE ratio would result in a change in reserves of $5,984. Each 1 percentage-point change in the loss and loss expense ratio would have had a $3,889 effect on net income, or $0.26 per diluted share.

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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 twelve months ended December 31, 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	$ (4,432)	$ (2,216)	$
Estimated increase in net income	2,881	1,440	
No Change in Severity			
Estimated (decrease) increase in reserves	(2,216)		2,216
Estimated increase (decrease) in net income	1,440		(1,440)
+1 Percent Change in Severity			
Estimated increase in reserves		2,216	4,432
Estimated decrease in net income		(1,440)	(2,881)
Commercial automobile retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(686)	(343)	
Estimated increase in net income	446	223	
No Change in Severity			
Estimated (decrease) increase in reserves	(343)		343
Estimated increase (decrease) in net income	223		(223)
+1 Percent Change in Severity			
Estimated increase in reserves		343	686
Estimated decrease in net income		(223)	(446)
Homeowners retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(964)	(482)	
Estimated increase in net income	627	313	
No Change in Severity			
Estimated (decrease) increase in reserves	(482)		482
Estimated increase (decrease) in net income	313		(313)
+1 Percent Change in Severity			
Estimated increase in reserves		482	964
Estimated decrease in net income		(313)	(627)
All other retained loss and LAE reserves			
-1 Percent Change in Severity			
Estimated decrease in reserves	(548)	(274)	
Estimated increase in net income	356	178	
No Change in Severity			
Estimated (decrease) increase in reserves	(274)		274
Estimated increase (decrease) in net income	178		(178)
+1 Percent Change in Severity			
Estimated increase in reserves		274	548
Estimated decrease in net income		(178)	(356)

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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.

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 year ended December 31, 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	**$ (46)**	**$ 46**
Estimated increase (decrease) in net income	**30**	**(30)**
CAR assumed commercial automobile		
Estimated (decrease) increase in reserves	**(114)**	**114**
Estimated increase (decrease) in net income	**74**	**(74)**
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 $36,683, $48,157 and $44,065 for the years ended December 31, 2011, 2010 and 2009, respectively.

The following table presents a comparison of prior year development of our net reserves for losses and LAE for the years ended December 31, 2011, 2010 and 2009. 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.

	Years Ended December 31,		
Accident Year	**2011**	**2010**	**2009**
2001 & prior	**$ (288)**	$ (1,096)	$ (1,624)
2002	**(442)**	(1,031)	(1,431)
2003	**(699)**	(1,669)	(1,385)
2004	**(1,293)**	(2,147)	(3,827)
2005	**(3,584)**	(4,488)	(5,999)
2006	**(4,585)**	(7,996)	(9,829)
2007	**(5,264)**	(9,662)	(8,079)
2008	**(9,198)**	(10,992)	(11,891)
2009	**(6,627)**	(9,076)	
2010	**(4,703)**		
All prior years	**$ (36,683)**	$ (48,157)	$ (44,065)

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The decreases in prior years reserves during the years ended December 31, 2011, 2010 and 2009 resulted from re-estimations of prior year ultimate loss and LAE liabilities. The 2011 decrease is primarily composed of reductions of $28,302, in our retained automobile reserves and $4,921 in our retained homeowners reserves. The 2010 decrease is primarily composed of reductions of $34,248 in our retained automobile reserves, and $7,269 in our retained homeowners reserves and all other reserves and $5,572 in CAR assumed reserves. The 2009 decrease is primarily composed of reductions of $24,979 in our retained automobile reserves and $11,551 in CAR assumed reserves and $6,103 in our retained homeowners and all other reserves.

The following table presents information by line of business for prior year development of our net reserves for losses and LAE for the year ended December 31, 2011.

Accident Year	Private Passenger Automobile	Commercial Automobile	Homeowners	All Other	Total
2001 & prior	$ (25)	$ (172)	$ (32)	$ (59)	$ (288)
2002	(161)	(2)	(248)	(31)	(442)
2003	(483)	(215)	(1)		(699)
2004	(807)	(294)	(112)	(80)	(1,293)
2005	(2,739)	(632)	(132)	(81)	(3,584)
2006	(3,047)	(420)	(871)	(247)	(4,585)
2007	(3,209)	(929)	(813)	(313)	(5,264)
2008	(6,134)	(1,083)	(982)	(999)	(9,198)
2009	(5,618)	(618)	(312)	(79)	(6,627)
2010	(1,910)	(914)	(1,850)	(29)	(4,703)
All prior years	$ (24,133)	$ (5,279)	$ (5,353)	$ (1,918)	$ (36,683)

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 year ended December 31, 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	$ (25)	$ (172)	$ (32)	$ (59)	$ (288)
2002	(189)	(2)	(248)	(31)	(470)
2003	(479)	(209)	(1)		(689)
2004	(779)	(279)	(106)	(80)	(1,244)
2005	(2,658)	(602)	(127)	(81)	(3,468)
2006	(2,929)	(367)	(847)	(247)	(4,390)
2007	(3,131)	(786)	(783)	(313)	(5,013)
2008	(5,958)	(987)	(922)	(999)	(8,866)
2009	(5,332)	(567)	(81)	(79)	(6,059)
2010	(1,783)	(1,068)	(1,774)	(29)	(4,654)
All prior years	$ (23,263)	$ (5,039)	$ (4,921)	$ (1,918)	$ (35,141)

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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 year ended December 31, 2011.

Accident Year	CAR Assumed Private Passenger Automobile	CAR Assumed Commercial Automobile	FAIR Plan Homeowners	Total
2001 & prior	$	$	$	$
2002	**28**			**28**
2003	**(4)**	**(6)**		**(10)**
2004	**(28)**	**(15)**	**(6)**	**(49)**
2005	**(81)**	**(30)**	**(5)**	**(116)**
2006	**(118)**	**(53)**	**(24)**	**(195)**
2007	**(78)**	**(143)**	**(30)**	**(251)**
2008	**(176)**	**(96)**	**(60)**	**(332)**
2009	**(286)**	**(51)**	**(231)**	**(568)**
2010	**(127)**	**154**	**(76)**	**(49)**
All prior years	**$ (870)**	**$ (240)**	**$ (432)**	**$ (1,542)**

Our private passenger automobile line of business prior year reserves decreased by $24,133 for the year ended December 31, 2011. The decrease was primarily due to improved retained private passenger results of $20,008 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 $5,279 for the year ended December 31, 2011 due primarily to fewer IBNR claims than previously estimated.

Our retained homeowners line of business prior year reserves decreased by $4,921 for the year ended December 31, 2011. Our FAIR Plan homeowners reserve decreased by $432 for the year ended December 31, 2011.

In estimating all our loss reserves, including CAR, we follow the guidance prescribed by 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

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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.

For further information, see "Results of Operations: *Net Realized Gains (Losses) 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 future events 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.

Some other factors, such as market, operational, liquidity, interest rate, equity and other risks, are described elsewhere in this Annual Report on Form 10-K. 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.

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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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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).

	-100 Basis Point Change	No Change	+100 Basis Point Change
As of December 31, 2011			
Estimated fair value	**$ 1,120,582**	**$ 1,079,967**	**$ 1,035,678**
Estimated increase (decrease) in fair value	**$ 40,615**	**$**	**$ (44,289)**
As of December 31, 2010			
Estimated fair value	$ 1,098,612	$ 1,063,237	$ 1,024,251
Estimated increase (decrease) in fair value	$ 35,375	$	$ (38,986)

With respect to floating rate debt, we are exposed to the effects of changes in prevailing interest rates. At December 31, 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.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

SAFETY INSURANCE GROUP, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Safety Insurance Group, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Safety Insurance Group, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011 based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, appearing on Management's Report on Internal Control over Financial Reporting under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 13, 2012

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except share data)

	December 31,	
	2011	**2010**
Assets		
Investments:		
Securities available for sale:		
Fixed maturities, at fair value (amortized cost: $1,025,814 and $1,030,354)	**$ 1,079,967**	$ 1,063,237
Equity securities, at fair value (cost: $20,431 and $13,704)	**21,080**	14,624
Other invested assets	**7,701**	2,817
Total investments	**1,108,748**	1,080,678
Cash and cash equivalents	**37,890**	40,291
Accounts receivable, net of allowance for doubtful accounts	**154,143**	145,726
Accrued investment income	**10,169**	9,471
Taxes recoverable	**8,406**	5,061
Receivable from reinsurers related to paid loss and loss adjustment expenses	**3,526**	4,579
Receivable from reinsurers related to unpaid loss and loss adjustment expenses	**51,774**	53,147
Ceded unearned premiums	**14,022**	12,461
Deferred policy acquisition costs	**56,716**	52,824
Deferred income taxes		3,643
Equity and deposits in pools	**14,507**	19,971
Other assets	**12,665**	11,600
Total assets	**$ 1,472,566**	$ 1,439,452
Liabilities		
Loss and loss adjustment expense reserves	**$ 403,872**	$ 404,391
Unearned premium reserves	**329,562**	306,053
Accounts payable and accrued liabilities	**52,104**	54,239
Payable to reinsurers	**5,338**	5,571
Deferred income taxes	**3,014**	
Other liabilities	**22,363**	15,722
Total liabilities	**816,253**	785,976
Commitments and contingencies (Note 6)		
Shareholders' equity		
Common stock: $0.01 par value; 30,000,000 shares authorized; 16,915,432 and 16,795,504 shares issued	**169**	168
Additional paid-in capital	**157,167**	151,317
Accumulated other comprehensive income, net of taxes	**35,621**	21,972
Retained earnings	**518,925**	535,545
Treasury stock, at cost: 1,728,645 and 1,727,455 shares	**(55,569)**	(55,526)
Total shareholders' equity	**656,313**	653,476
Total liabilities and shareholders' equity	**$ 1,472,566**	$ 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

(Dollars in thousands, except per share data)

	Years Ended December 31,		
	2011	**2010**	**2009**
Net earned premiums	**$ 598,368**	$ 551,950	$ 531,969
Net investment income	**39,060**	41,395	43,308
Net realized gains (losses) on investments	**4,360**	863	(167)
Finance and other service income	**18,370**	18,511	16,844
Total revenue	**660,158**	612,719	591,954
Losses and loss adjustment expenses	**466,640**	360,848	346,301
Underwriting, operating and related expenses	**179,157**	172,823	171,124
Interest expense	**88**	88	135
Total expenses	**645,885**	533,759	517,560
Income before income taxes	**14,273**	78,960	74,394
Income tax expense	**571**	22,618	20,242
Net income	**$ 13,702**	$ 56,342	$ 54,152
Earnings per weighted average common share:			
Basic	**$ 0.90**	$ 3.74	$ 3.49
Diluted	**$ 0.90**	$ 3.74	$ 3.48
Cash dividends paid per common share	**$ 2.00**	$ 1.80	$ 1.60
Number of shares used in computing earnings per share:			
Basic	**15,165,065**	15,065,696	15,533,331
Diluted	**15,176,006**	15,084,295	15,552,063

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

(Dollars in thousands)

	Years Ended December 31,		
	2011	**2010**	**2009**
Net income	**$ 13,702**	$ 56,342	$ 54,152
Other comprehensive income, net of tax:			
Unrealized holding gains during the period, net of tax expense of $8,875, $1,975, and $13,615	**16,483**	3,667	25,285
Reclassification adjustment for (gains) losses included in net income, net of tax (expense) benefit of $(1,526), $(302), and $59	**(2,834)**	(561)	109
Unrealized gains on securities available for sale	**13,649**	3,106	25,394
Comprehensive income	**$ 27,351**	$ 59,448	$ 79,546

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

(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, 2008	$ 165	$ 140,261	$ (6,528)	$ 476,989	$ (7,516)	$ 603,371
Net income				54,152		54,152
Other comprehensive income, net of deferred federal income taxes			25,394			25,394
Unearned compensation on restricted stock, net of deferred federal income taxes	1	3,551				3,552
Exercise of options, net of federal income taxes		1,002				1,002
Dividends paid				(24,840)		(24,840)
Acquisition of treasury stock					(42,196)	(42,196)
Balance at December 31, 2009	166	144,814	18,866	506,301	(49,712)	620,435
Net income				56,342		56,342
Other comprehensive income, net of deferred federal income taxes			3,106			3,106
Unearned compensation on restricted stock, net of deferred federal income taxes	1	4,087				4,088
Exercise of options, net of federal income taxes	1	2,416				2,417
Dividends paid				(27,098)		(27,098)
Acquisition of treasury stock					(5,814)	(5,814)
Balance at December 31, 2010	168	151,317	21,972	535,545	(55,526)	653,476
Net income				**13,702**		**13,702**
Other comprehensive income, net of deferred federal income taxes			**13,649**			**13,649**
Unearned compensation on restricted stock, net of deferred federal income taxes	**1**	**4,880**				**4,881**
Exercise of options, net of federal income taxes		**970**				**970**
Dividends paid				**(30,322)**		**(30,322)**
Acquisition of treasury stock					**(43)**	**(43)**
Balance at December 31, 2011	**$ 169**	**$ 157,167**	**$ 35,621**	**$ 518,925**	**$ (55,569)**	**$ 656,313**

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

(Dollars in thousands)

	Years Ended December 31,		
	2011	**2010**	**2009**
Cash flows from operating activities:			
Net income	**$ 13,702**	$ 56,342	$ 54,152
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization, net	**13,554**	12,533	12,049
(Benefit) provision for deferred income taxes	**(693)**	3,020	(3,024)
Net realized (gains) losses on investments	**(4,360)**	(863)	167
Gains on sale of fixed assets		(9)	
Changes in assets and liabilities:			
Accounts receivable	**(8,417)**	(8,488)	1,554
Accrued investment income	**(698)**	573	(87)
Receivable from reinsurers	**2,426**	13,999	15,599
Ceded unearned premiums	**(1,561)**	1,237	7,922
Deferred policy acquisition costs	**(3,892)**	(4,924)	(1,213)
Other assets	**2,619**	(888)	4,686
Loss and loss adjustment expense reserves	**(519)**	(35,315)	(27,853)
Unearned premium reserves	**23,509**	23,619	(7,261)
Accounts payable and accrued liabilities	**(2,135)**	(5,630)	8,758
Payable to reinsurers	**(233)**	897	(3,617)
Other liabilities	**6,641**	(4,997)	2,646
Net cash provided by operating activities	**39,943**	51,106	64,478
Cash flows from investing activities:			
Fixed maturities purchased	**(339,933)**	(350,852)	(200,796)
Equity securities purchased	**(13,149)**	(7,525)	(5,315)
Other invested assets purchased	**(5,060)**	(2,500)	(475)
Proceeds from sales and paydowns of fixed maturities	**264,553**	220,217	103,284
Proceeds from maturities, redemptions, and calls of fixed maturities	**78,243**	84,954	32,986
Proceed from sales of equity securities	**6,668**	3,580	3,680
Proceeds from sales of other invested assets	**176**	91	66
Proceed from maturities of short-term securities			82,996
Fixed assets purchased	**(4,377)**	(2,394)	(335)
Fixed assets sold		9	
Net cash (used for) provided by investing activities	**(12,879)**	(54,420)	16,091
Cash flows from financing activities:			
Proceeds from stock options exercised	**902**	1,990	367
Excess tax (expense) benefit from stock options exercised	**(2)**	57	119
Dividends paid to shareholders	**(30,322)**	(27,098)	(24,840)
Acquisition of treasury stock	**(43)**	(5,814)	(42,196)
Net cash used for financing activities	**(29,465)**	(30,865)	(66,550)
Net (decrease) increase in cash and cash equivalents	**(2,401)**	(34,179)	14,019
Cash and cash equivalents at beginning of year	**40,291**	74,470	60,451

Cash and cash equivalents at end of period	**$ 37,890**	$ 40,291	$ 74,470
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Federal and state income taxes	**$ 4,260**	$ 28,300	$ 14,109
Interest	**$ 75**	$ 123	$ 75

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

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Safety Insurance Group, Inc. and Subsidiaries

Notes to 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 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.

The Company was incorporated on June 25, 2001 in the State of Delaware. On October 16, 2001, the Company acquired all of the issued and outstanding common stock of Thomas Black Corporation ("TBC") and its property and casualty subsidiaries. TBC subsequently merged with and into Safety Insurance Group, Inc. with Safety Insurance Group, Inc. being the corporation surviving the merger.

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 67.2% of its direct written premiums in 2011. 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, personal umbrella insurance in New Hampshire during 2009, and commercial automobile insurance in New Hampshire during 2011. During the years ended 2011, 2010, and 2009, the Company wrote $5,750, $2,774, and $978, respectively, in direct written premiums in New Hampshire.

2. Summary of Significant Accounting Policies

Investments

Investments in fixed maturities available-for-sale, which include taxable and non-taxable bonds and redeemable preferred stocks, are reported at fair value. Investments in equity securities available-for-sale, which include interests in mutual funds and a real estate investment trust ("REIT"), are reported at fair value. Fair values for fixed maturity securities are based on estimates obtained from independent pricing services. Fair values for equity securities are derived from external market quotations, with the exception of the REIT whose fair value was determined using the trust's net asset value obtained from its audited financial statements. Short-term investments, which consist of U.S. Treasury bills, are reported at amortized cost, which approximates fair value. Other invested assets, which include collateral loans, are stated at cost, which approximates fair value. Unrealized gains or losses on fixed maturity and equity securities reported at fair value are excluded from earnings and reported in a separate component of shareholders' equity, known as "Accumulated other comprehensive income (loss), net of taxes," until realized. Realized gains or losses on the sale or maturity of investments are determined based on the specific cost identification method. Fixed maturities and equity securities that experience declines in value that are other-than-temporary are written down to fair value with a corresponding charge to net realized losses on investments.

Investment income is recognized on an accrual basis of accounting. Bonds not backed by other loans are amortized using the interest method. Loan-backed bonds and structured securities are

Safety Insurance Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Dollars in thousands except per share and share data)

amortized using the interest method and significant changes in estimated cash flows from the original purchase assumptions are accounted for using the retrospective method.

Cash Equivalents

Cash equivalents, consisting of money market accounts and United States ("U.S.") Treasury bills with original maturities of three months or less, are stated at amortized cost, which approximates fair value.

Accounts Receivable

Amounts included in accounts receivable represent premiums as well as finance charges, the majority of which are both billed on a monthly installment basis. Accounts receivable are stated net of allowances for doubtful accounts. At both December 31, 2011 and 2010, these allowances were $362. Uncollected premium balances over ninety days past due are written off.

Deferred Policy Acquisition Costs

Amounts that vary with and are primarily related to acquiring new and renewal business, principally commissions and premium taxes, are deferred and amortized ratably over the effective period of the policies. All other acquisition expenses are expensed as incurred. Deferred policy acquisition costs are reviewed to determine if they are recoverable from future income, and if not, are charged to expense. Future investment income attributable to related premiums is not taken into account in measuring the recoverability of the carrying value of this asset. Amortization of acquisition costs in the amount of $110,795, $101,980 and $96,503 was charged to underwriting expenses for the years ended 2011, 2010 and 2009, respectively.

Equity and Deposits in Pools

Equity and deposits in pools represents the net receivable amounts from the residual market mechanisms, Commonwealth Automobile Reinsurers ("CAR"), for automobile and Massachusetts Property Insurance Underwriting Association ("FAIR Plan"), for homeowner insurance in Massachusetts. See Note 8 for a discussion of the Company's accounting for amounts assumed from residual markets.

Equipment and Leasehold Improvements

Equipment and leasehold improvements are carried at cost less accumulated depreciation. The costs of computer software developed or obtained for internal use are capitalized and amortized over the estimated life of the business system, beginning when the software is ready for its intended use. Maintenance and repairs are charged to expense as incurred; improvements are capitalized.

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Methods of depreciation and useful lives by asset category are as follows:

	Life	Depreciation Method
Automobiles	3 years	Straight-line
Data processing equipment	3-5 years	Double-declining balance
Equipment	5 years	Straight-line
Furniture and fixtures	7 years	Straight-line
Leasehold improvements	Over lease term	Straight-line
Software	3-10 years	Straight-line or double declining balance

Losses and Loss Adjustment Expenses

Liabilities for losses and loss adjustment expenses ("LAE") include case basis estimates for open claims reported prior to year-end and estimates of unreported claims and claim adjustment expenses. The estimates are continually reviewed and modified to reflect current conditions, and any resulting adjustments are reflected in current operating results. Adjustments for anticipated salvage and subrogation are recorded on incurred and reported and incurred but not reported losses.

Premiums and Unearned Premiums

Premiums are earned over the terms of the respective policies, which are generally one year. Unearned premiums represent the portion of premiums written applicable to the unexpired terms of the policies.

Ceded premiums are charged to income over the terms of the respective policies and the applicable term of the reinsurance contracts with third-party reinsurers. Ceded unearned premiums represent the unexpired portion of premiums ceded to CAR and other reinsurers.

Premiums received in advance of the policy effective date are recorded as a liability and not recognized as income until earned. Such amounts are included in accounts payable and accrued liabilities and totaled $14,971 and $13,793 at December 31, 2011 and 2010, respectively.

Reinsurance

Liabilities for unearned premiums and unpaid losses are stated before deductions for ceded reinsurance. The ceded amounts are carried as receivables. Earned premiums are stated net of deductions for ceded reinsurance.

The Company, as primary insurer, will be required to pay losses in their entirety in the event that the reinsurers are unable to discharge their obligations under the reinsurance agreements.

Finance and Other Service Income

Finance and other service income includes revenues from premium installment charges, which are recognized when earned.

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Income Taxes

The Company and its subsidiaries file a consolidated U.S. federal income tax return. The method of allocation among members of the consolidated group is subject to a written agreement approved by the Board of Directors (the "Board"). The consolidated tax liability is allocated on the basis of the members' proportionate contribution to consolidated taxable income.

Deferred income taxes are generally recognized when assets and liabilities have different values for financial statement and tax reporting purposes, and for other temporary taxable and deductible differences as defined by Accounting Standards Codification ("ASC") 740, *Income Taxes.* A valuation allowance is established where management has assessed that it is more likely than not that the Company will not be able to utilize the full deferred tax asset.

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 is calculated by dividing net income by the weighted average number of common shares including unvested restricted shares and the net effect of potentially dilutive common shares outstanding. At December 31, 2011, 2010 and 2009, the Company's potentially dilutive instruments were common shares under options of 125,700, 151,003 and 215,337, respectively.

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

	Years Ended December 31,		
	2011	**2010**	**2009**
Net income available to common shareholders for basic and diluted earnings per share	**$ 13,702**	$ 56,342	$ 54,152
Weighted average common and common equivalent shares outstanding used to calculate basic earnings per share	**15,165,065**	15,065,696	15,533,331
Common equivalent shares- stock options	**10,941**	18,599	18,732
Weighted average common and common equivalent shares outstanding used to calculate diluted earnings per share	**15,176,006**	15,084,295	15,552,063
Basic earnings per share	**$ 0.90**	$ 3.74	$ 3.49
Diluted earnings per share	**$ 0.90**	$ 3.74	$ 3.48

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, 97,203 and 167,925 anti-dilutive stock options for the years ended 2011, 2010 and 2009, respectively.

Share-Based Compensation

Prior to January 1, 2006, the Company accounted for share-based compensation to employees and non-employee directors in accordance with the recognition and measurement principles of ASC 718, *Share Based Compensation*. Accordingly, no compensation cost related to stock options was reflected in

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net income, as all options granted under this plan had an exercise price equal to the market value of the underlying common stock on the date of grant. The Company historically reported pro forma results under the disclosure-only provisions of ASC 718.

ASC 718 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, effective January 1, 2006, 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 as adjusted to incorporate forfeiture assumptions, 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. Results for periods prior to January 1, 2006 have not been restated

See Note 5 for further information regarding share-based compensation.

Use of Estimates

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 and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Statutory Accounting Practices

The Company's insurance subsidiaries, domiciled in the Commonwealth of Massachusetts, prepare statutory financial statements in accordance with the accounting practices prescribed or permitted by the Commonwealth of Massachusetts Division of Insurance ("the Division"). Prescribed statutory accounting practices are those practices that are incorporated directly or by reference in state laws, regulations, and general administrative rules applicable to all insurance enterprises domiciled in a particular state. Permitted statutory accounting practices include practices not prescribed by the Division, but allowed by the Division. See Note 12 for further information.

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 are effective for periods ending after December 15, 2010 and were implemented for year-end

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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 across jurisdictions, changes in wording were made to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way. 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.

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

In December 2011, the FASB issued ASU 2011-12 (Topic 220), *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU No. 2011-05*, which indefinitely defers certain provisions of ASU 2011-05 (Topic 220), *Presentation of Comprehensive Income* that revised the manner in which entities present comprehensive income in financial statements. One of ASU 2011-05 provisions would require entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. Accordingly, this requirement is indefinitely deferred and will be further deliberated by the FASB at a future date. The amendment will be effective for fiscal years and interim periods within those years that begin after December 15, 2011. The impact of adoption is not expected to be material to the Company's consolidated financial condition and results of operations.

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Reclassifications

Prior period amounts have been reclassified to conform to the current year presentation.

Segments

The Company comprises one business segment: property and casualty insurance operations. Management organizes the business around private passenger automobile insurance in Massachusetts sold exclusively through independent agents and offers other personal and commercial insurance as complementary products. In accordance with ASC 280, *Segment Reporting,* the financial information of the segment is presented consistent with the way results are regularly evaluated by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

3. 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 December 31, 2011				
			Gross Unrealized Losses(4)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses(5)	Estimated Fair Value
U.S. Treasury securities	$ 7,525	$ 366	$	$	$ 7,891
Obligations of states and political subdivisions	443,338	25,630	(150)		468,818
Residential mortgage-backed securities(1)	277,885	17,147	(106)		294,926
Commercial mortgage-backed securities	51,986	1,439	(278)		53,147
Other asset-backed securities(2)	12,848	932			13,780
Corporate and other securities	232,232	10,128	(955)		241,405
Subtotal, fixed maturity securities	1,025,814	55,642	(1,489)		1,079,967
Equity securities(3)	20,431	1,111	(462)		21,080
Other invested assets	7,701				7,701
Totals	$ 1,053,946	$ 56,753	$ (1,951)	$	$ 1,108,748

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	As of December 31, 2010				
			Gross Unrealized Losses(4)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses(5)	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(2)	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(3)	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 $277,885 and $237,335 at amortized cost and $294,926 and $252,592 at fair value as of December 31, 2011 and December 31, 2010, respectively.

(2) Other asset-backed securities includes obligations of the U.S. Small Business Administration which totaled $6,054 and $9,553 at amortized cost and $6,584 and $10,307 at estimated fair value at December 31, 2011 and 2010, respectively.

(3) Equity securities includes interests in mutual funds of $12,937 and $11,210 at cost and $12,564 and $11,699 at fair value as of December 31, 2011 and December 31, 2010, respectively, held to fund the Company's executive deferred compensation plan.

(4) Our investment portfolio included 55 and 80 securities in an unrealized loss position at December 31, 2011 and December 31, 2010, respectively.

(5) 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 December 31, 2011	
	Amortized Cost	Estimated Fair Value
Due in one year or less	**$ 23,400**	**$ 23,678**
Due after one year through five years	**215,564**	**224,141**
Due after five years through ten years	**206,399**	**220,341**
Due after ten years	**237,732**	**249,954**
Asset-backed securities	**342,719**	**361,853**
Totals	**$ 1,025,814**	**$ 1,079,967**

The gross realized gains (losses) on sales of investments were as follows for the periods indicated.

	Years Ended December 31,		
	2011	2010	2009
Gross realized gains			
Fixed maturity securities	**$ 4,935**	$ 1,592	$ 453
Equity securities	**246**	32	
Short term securities			1
Gross realized losses			
Fixed maturity securities	**(821)**	(753)	(303)
Equity securities		(8)	(318)
Net realized gains (losses) on investments	**$ 4,360**	$ 863	$ (167)

Proceeds from maturities, redemptions and calls of fixed maturity securities were $78,243, $84,954 and $32,986 for the years ended December 31, 2011, 2010 and 2009, 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.

The following tables as of December 31, 2011 and 2010 present the gross unrealized losses included in the Company's investment portfolio and the fair value of those securities aggregated by

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investment category. The tables also present the length of time that they have been in a continuous unrealized loss position.

	As of December 31, 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	**$ 8,804**	**$ 135**	**$ 4,590**	**$ 15**	**$ 13,394**	**$ 150**
Residential mortgage-backed securities	**4,333**	**99**	**79**	**7**	**4,412**	**106**
Commercial mortgage-backed securities	**4,563**	**278**			**4,563**	**278**
Corporate and other securities	**22,745**	**943**	**1,986**	**12**	**24,731**	**955**
Subtotal, fixed maturity securities	**40,445**	**1,455**	**6,655**	**34**	**47,100**	**1,489**
Equity securities	**7,185**	**462**			**7,185**	**462**
Total temporarily impaired securities	**$ 47,630**	**$ 1,917**	**$ 6,655**	**$ 34**	**$ 54,285**	**$ 1,951**

	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

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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 December 31, 2011 were reviewed for potential other-than-temporary asset impairments. The Company held no securities at December 31, 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 December 31, 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. Therefore, decreases in fair values of the Company's securities are viewed as being temporary.

During the years ended December 31, 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 December 31, 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.

ASC 320, *Investments Debt and Equity Securities* requires that the Company record, as of the beginning of the interim period of adoption, a cumulative effect adjustment to reclassify the noncredit component of a previously recognized OTTI from retained earnings to other comprehensive income (loss). At April 1, 2009 and December 31, 2011 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.

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Net Investment Income

The components of net investment income were as follows:

	Years Ended December 31,		
	2011	**2010**	**2009**
Interest on fixed maturity securities	**$ 39,692**	$ 42,332	$ 44,160
Dividends on equity securities	**658**	294	161
Interest on other invested assets	**337**	12	11
Interest on short-term securities			67
Interest on cash and cash equivalents	**33**	84	232
Total investment income	**40,720**	42,722	44,631
Investment expenses	**1,660**	1,327	1,323
Net investment income	**$ 39,060**	$ 41,395	$ 43,308

4. Equipment and Leasehold Improvements

The carrying value of equipment and leasehold improvements by classification was as follows for the periods indicated.

	As of December 31,	
	2011	**2010**
Software	**$ 13,653**	$ 10,655
Data processing equipment	**4,576**	3,295
Leasehold improvements	**2,524**	2,524
Other equipment	**2,247**	2,183
Furniture and fixtures	**959**	926
Automobiles	**10**	10
Total cost	**23,969**	19,593
Less accumulated depreciation and amortization	**14,005**	10,728
Equipment and leasehold improvements, net	**$ 9,964**	$ 8,865

Depreciation and amortization expense for the years ended December 31, 2011, 2010, and 2009 was $3,277, $2,526 and $2,698 respectively.

5. Employee Benefit Plans

The Safety Insurance 401(k) Retirement Plan

The Company sponsors the Safety Insurance Company 401(k) qualified defined contribution retirement plan (the "Retirement Plan"). The Retirement Plan is available to all eligible employees of the Company. An employee must be 21 years of age to be eligible to participate in the Retirement Plan and is allowed to contribute on a pre-tax basis up to the maximum allowed under federal law. The Retirement Plan is administered by the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974. At the close of each

Retirement Plan year, the Company makes a matching contribution equal to 100% of the amount each participant contributed during the plan year from their total pay, up to a maximum amount of 8% of the participant's base salary, to

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those participants who have contributed to the Retirement Plan and were employed on the last day of the Retirement Plan year. Compensation expense related to the Retirement Plan was $2,385, $2,201, and $2,113 for the years ended December 31, 2011, 2010, and 2009, respectively.

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.

On March 10, 2006, the Board approved amendments to the Incentive Plan, subject to shareholder approval, to (i) increase the number of shares of common stock available for issuance by 1,250,000 shares, (ii) remove obsolete provisions, and (iii) make other non-material changes. A total of 1,250,000 shares of common stock had previously been authorized for issuance under the Incentive Plan. The Incentive Plan, as amended, was approved by the shareholders at the 2006 Annual Meeting of Shareholders which was held on May 19, 2006. 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 December 31, 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 years 2007 through 2011 is as follows.

Type of Equity Awarded	Effective Date	Number of Awards Granted	Fair Value per Share		Vesting Terms
RS	February 26, 2007	65,760	$	45.62(1)	3 years, 30%-30%-40%
RS	February 26, 2007	4,000	$	45.62(1)	No vesting period(2)
RS	March 22, 2007	49,971	$	38.78(1)	5 years, 20% annually
RS	March 10, 2008	76,816	$	35.80(1)	3 years, 30%-30%-40%
RS	March 10, 2008	4,000	$	35.80(1)	No vesting period(2)
RS	March 20, 2008	45,779	$	34.37(1)	5 years, 20% annually
RS	March 9, 2009	95,953	$	28.66(1)	3 years, 30%-30%-40%
RS	March 9, 2009	4,000	$	28.66(1)	No vesting period(2)
RS	March 19, 2009	38,046	$	33.24(1)	5 years, 20% annually
RS	March 9, 2010	77,360	$	38.78(1)	3 years, 30%-30%-40%
RS	March 9, 2010	4,000	$	38.78(1)	No vesting period(2)
RS	March 23, 2010	25,590	$	38.09(1)	5 years, 20% annually
RS	**March 9, 2011**	**68,637**	**$**	**47.35(1)**	**3 years, 30%-30%-40%**
RS	**March 9, 2011**	**4,000**	**$**	**47.35(1)**	**No vesting period(2)**
RS	**March 23, 2011**	**22,567**	**$**	**44.94(1)**	**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.

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Stock Options

The fair value of stock options used to compute net income and EPS for the years ended December 31, 2011, 2010, and 2009 is the estimated fair value at grant date using the Black-Scholes option-pricing model with the following assumptions:

	Years Ended December 31,		
	2011	**2010**	**2009**
Expected dividend yield	**1.68%**	1.36% - 1.68%	1.36% - 2.16%
Expected volatility	**0.36**	0.31 - 0.36	0.28 - 0.36
Risk-free interest rate	**4.76%**	4.35% - 4.76%	3.23% - 4.76%
Expected holding period	**6.5 years**	6.5 - 7 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 years ended December 31, 2011, 2010, and 2009.

The following table summarizes stock option activity under the Incentive Plan.

	Years Ended December 31,					
	2011		**2010**		**2009**	
	Shares Under Option	**Weighted Average Exercise Price**	**Shares Under Option**	**Weighted Average Exercise Price**	**Shares Under Option**	**Weighted Average Exercise Price**
Outstanding at beginning of year	**151,003**	**$ 37.30**	215,337	$ 35.40	238,666	$ 33.66
Exercised during the year	**(25,303)**	**35.66**	(64,334)	30.93	(22,329)	16.45
Forfeited during the year					(1,000)	42.85
Outstanding at end of year	**125,700**	**37.63**	151,003	37.30	215,337	35.40
Exercisable at end of year	**125,700**	**$ 37.63**	127,058	$ 36.26	154,847	$ 33.11

At December 31, 2011, 2010, and 2009, the aggregate intrinsic value of outstanding shares under option was $554, $1,573, and $971 with a weighted average remaining contractual term of 3.7, 4.7, and 5.5 years, respectively. Aggregate intrinsic value represents the total pretax intrinsic value, based upon the Company's closing year-end stock price of $40.48, $47.72 and $36.23 at December 31, 2011, 2010, and 2009, respectively, which would have been received by the option holders had all option holders exercised their options as of those dates. The range of exercise prices on stock options outstanding under the Incentive Plan was $13.30 to $42.85 at both December 31, 2011 and 2010, and $12.00 to $42.85 at December 31, 2009. The total intrinsic value of options exercised during the years ended December 31, 2011, 2010, and 2009 was $156, $1,080 and $442, respectively.

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A summary of the status of non-vested options as of December 31, 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 year		**$**

As of March 31, 2011, all compensation expense related to non-vested option awards had been recognized. Cash received from options exercised was $902, $1,990 and $367 for the years ended December 31, 2011, 2010, and 2009, respectively.

As a result of adopting ASC 718, *Compensation-Stock Compensation* on January 1, 2006, the Company's net income for the twelve months ended December 31, 2011 was lowered by $45, net of income tax benefit of $25. The Company's net income for the twelve months ended December 31, 2010 was lowered by $240, net of income tax benefit of $129. The impact on basic and diluted EPS was a reduction of less than $0.01 per share for the twelve months ended December 31, 2011 and a reduction of $0.02 per share for the twelve months ended December 31, 2010.

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.

	Years Ended December 31,					
	2011		2010		2009	
	Shares Under Restriction	Weighted Average Fair Value	Shares Under Restriction	Weighted Average Fair Value	Shares Under Restriction	Weighted Average Fair Value
Outstanding at beginning of year	**301,501**	**$ 35.13**	298,834	$ 34.28	246,325	$ 38.77
Granted during the year	**95,204**	**46.78**	106,950	38.61	137,999	29.92
Vested and unrestricted during the year	**(114,009)**	**34.67**	(104,283)	36.27	(84,852)	40.20
Forfeited during the year	**(579)**	**37.75**			(638)	36.57
Outstanding at end of year	**282,117**	**$ 39.24**	301,501	$ 35.13	298,834	$ 34.28

As of December 31, 2011, there was $6,528 of unrecognized compensation expense related to non-vested restricted stock awards that is expected to be recognized over a weighted average period of 1.6 years. The total fair value of the shares that were vested and unrestricted during the years ended December 31, 2011, 2010, and 2009 was $3,953, $3,782 and $3,412, respectively. For the years ended December 31, 2011, 2010, and 2009, the Company recorded compensation expense related to restricted stock of $2,870, $2,617 and $2,493, net of income tax benefits of $1,545, $1,409 and $1,342, respectively.

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6. Commitments and Contingencies

Lease Commitments

The Company has various non-cancelable long-term operating leases. The approximate minimum annual rental payments due under these lease agreements as of December 31, 2011 are presented in the following table.

2012	$ **4,491**
2013	**4,472**
2014	**4,408**
2015	**4,540**
2016	**4,521**
2017 and after	**8,958**
Total minimum lease payments	$ **31,390**

Certain lease agreements contain renewal options and, in addition to the minimum annual rentals, generally provide for payment of a share of the real estate taxes and operating expenses in excess of a base amount. Rental expense was $4,124, $4,112 and $4,113 for the years ended December 31, 2011, 2010, and 2009, respectively. All leases expire prior to 2019. The Company expects that in the normal course of business, leases that expire will be renewed.

An eighth amendment to a lease agreement for the lease of office space was executed on April 5, 2007. Under the provisions of this amendment, additional space was occupied and the lease term was extended an additional ten years commencing on January 1, 2009, with an option to renew for one additional five-year term.

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.

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.

7. Debt

The Company has a Revolving Credit Agreement (the "Credit Agreement") with RBS Citizens, NA ("RBS Citizens"). The Credit Agreement 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

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(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 Credit Agreement has a maturity date of August 14, 2013

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. Although the Company paid $30,322 in dividends to shareholders during 2011 which exceeded 50% of its prior year net income by $2,151, prior consent to pay the excess amount was obtained from RBS Citizens. As of December 31, 2011, the Company was in compliance with all other 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 December 31, 2011 and 2010. The credit facility commitment fee included in interest expenses was computed at a rate of 0.25% on the $30,000 commitment at December 31, 2011 and 2010.

8. Reinsurance

The Company cedes insurance to CAR and to other reinsurers. The Company has a property catastrophe excess of loss agreement and a casualty excess of loss agreement that qualify as reinsurance treaties and are designed to protect against large or unusual loss and LAE activity. Reinsurance contracts do not relieve the Company from its obligations to policyholders. Failure of reinsurers to honor their obligations could result in losses to the Company. The Company evaluates the financial condition of its reinsurers and monitors economic characteristics of the reinsurers to minimize its exposure to significant losses from reinsurer insolvencies.

The Company is subject to concentration of credit risk with respect to reinsurance ceded to CAR. At December 31, 2011 and 2010, respectively, reinsurance receivables on paid and unpaid loss and LAE with a carrying value of $37,671 and $39,513 and ceded unearned premiums of $11,951 and $8,908 were associated with CAR. The Company assumes a proportionate share of the obligations from CAR. The Company makes an estimate of its share of assumed activity from the most recent quarter reported by CAR and records adjustments to the reported activity to reflect its anticipated final assumed obligations. The Company's participation in CAR resulted in assumed net income of $697, $4,241 and $6,299 for the years ended December 31, 2011, 2010, and 2009, respectively.

CAR has been, with few exceptions, required by law to issue a policy to any applicant who seeks it. As a servicing carrier of CAR, this requirement has applied to the Company.

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The effect of assumed and ceded premiums on net written and earned premiums and losses and LAE is as follows.

	Years Ended December 31,		
	2011	**2010**	**2009**
Written Premiums			
Direct	**$ 649,262**	$ 604,957	$ 559,747
Assumed	**16,521**	13,738	14,564
Ceded	**(45,467)**	(41,888)	(41,682)
Net written premiums	**$ 620,316**	$ 576,807	$ 532,629
Earned Premiums			
Direct	**$ 626,483**	$ 580,942	$ 555,020
Assumed	**15,790**	14,134	26,552
Ceded	**(43,905)**	(43,126)	(49,603)
Net earned premiums	**$ 598,368**	$ 551,950	$ 531,969
Loss and LAE			
Direct	**$ 473,970**	$ 368,542	$ 357,269
Assumed	**10,497**	4,712	13,241
Ceded	**(17,827)**	(12,406)	(24,209)
Net loss and LAE	**$ 466,640**	$ 360,848	$ 346,301

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9. 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.

	Years Ended December 31,		
	2011	**2010**	**2009**
Reserves for losses and LAE at beginning of year	**$ 404,391**	$ 439,706	$ 467,559
Less receivable from reinsurers related to unpaid losses and LAE	**(53,147)**	(64,874)	(76,489)
Net reserves for losses and LAE at beginning of year	**351,244**	374,832	391,070
Incurred losses and LAE, related to:			
Current year	**503,323**	409,005	390,366
Prior years	**(36,683)**	(48,157)	(44,065)
Total incurred losses and LAE	**466,640**	360,848	346,301
Paid losses and LAE related to:			
Current year	**336,932**	253,476	235,681
Prior years	**128,854**	130,960	126,858
Total paid losses and LAE	**465,786**	384,436	362,539
Net reserves for losses and LAE at end of period	**352,098**	351,244	374,832
Plus receivable from reinsurers related to unpaid losses and LAE	**51,774**	53,147	64,874
Reserves for losses and LAE at end of period	**$ 403,872**	$ 404,391	$ 439,706

At the end of each period, the reserves were re-estimated for all prior accident years. The Company's prior year reserves decreased by $36,683, $48,157, and $44,065 for the years ended 2011, 2010, and 2009, respectively. The decreases in prior year reserves in 2011 resulted from re-estimations of prior years ultimate loss and LAE liabilities and is primarily composed of reductions of $28,302 in our retained automobile reserves and $4,921 in our retained homeowners reserves. The decrease in prior year reserves during 2010 is primarily composed of reductions of $34,248 in our retained automobile reserves, $7,269 in our retained homeowners and retained all other reserves, and $5,572 in CAR assumed reserves. The decrease in prior year reserves during 2009 resulted from re-estimations of prior year ultimate loss and LAE liabilities and is primarily composed of reductions of $24,979 in the Company's retained automobile reserves, $11,551 in reserves assumed from CAR, and $6,103 in the Company's retained homeowners and all other reserves.

The Company's private passenger automobile line of business prior year reserves decreased by $24,133 for the year ended December 31, 2011. The decrease was primarily due to improved retained private passenger results of $20,008 for the accident years 2005 through 2009. The Company's private passenger automobile line of business prior year reserves decreased by $31,944 for the year ended December 31, 2010. The decrease was primarily due to improved retained private passenger results of $24,326 for accident years 2005 through 2009, and improved assumed CAR results for the private passenger automobile pool of $3,026 for accident years 2008 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

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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.

10. Income Taxes

A summary of the income tax expense in the Consolidated Statements of Income is shown below.

	Years Ended December 31,		
	2011	**2010**	**2009**
Current Income Taxes:			
Federal	**$ 1,260**	$ 19,603	$ 23,243
State	**4**	(5)	23
	1,264	19,598	23,266
Deferred Income Taxes:			
Federal	**(693)**	3,020	(3,024)
State			
	(693)	3,020	(3,024)
Total income tax expense	**$ 571**	$ 22,618	$ 20,242

The income tax expense attributable to the consolidated results of operations is different from the amounts determined by multiplying income before federal income taxes by the statutory federal income tax rate. The sources of the difference and the tax effects of each were as follows for the periods indicated.

	Years Ended December 31,		
	2011	**2010**	**2009**
Federal income tax expense, at statutory rate	**$ 4,996**	$ 27,636	$ 26,038
Tax-exempt investment income, net	**(4,635)**	(5,169)	(6,023)
State taxes, net	**2**	(7)	20
Nondeductible expenses	**232**	205	194
Other, net	**(24)**	(47)	13
Total income tax expense	**$ 571**	$ 22,618	$ 20,242

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The deferred income tax asset (liability) represents the tax effects of temporary differences attributable to the Company's consolidated federal tax return group. Its components were as shown in the following table for the periods indicated.

	Years Ended December 31,	
	2011	2010
Deferred tax assets:		
Discounting of loss reserves	**$ 7,764**	$ 8,006
Discounting of unearned premium reserve	**23,136**	21,517
Bad debt allowance	**392**	406
Employee benefits	**6,347**	5,999
State loss carryforwards	**39**	35
AG motorcycle policies settlement		486
Rent incentive	**900**	1,032
AMT credit carryforward	**1,529**	
Total deferred tax assets before valuation allowance	**40,107**	37,481
Valuation allowance for deferred tax assets	**(39)**	(35)
Total deferred tax assets, net of valuation allowance	**40,068**	37,446
Deferred tax liabilities:		
Deferred acquisition costs	**(19,850)**	(18,488)
Investments	**(599)**	(560)
Net unrealized gains on investments	**(19,181)**	(11,831)
Depreciation	**(532)**	(359)
Software development costs	**(2,082)**	(1,787)
Premium acquisition expenses	**(838)**	(778)
Total deferred tax liabilities	**(43,082)**	(33,803)
Net deferred tax (liability) asset	**$ (3,014)**	$ 3,643

The Company believes, based upon consideration of objective and verifiable evidence, including its recent earnings history and its future expectations, that the Company's taxable income in future years will be sufficient to realize all federal deferred tax assets. A valuation allowance of $39 and $35 was established against state deferred tax assets at December 31, 2011 and 2010, respectively. This valuation allowance is based upon management's assessment that it is more likely than not that the Company will not be able to utilize these state deferred tax assets.

The Company adopted the provisions of ASC 740, *Income Taxes* on January 1, 2007. This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 requires that the Company determine whether the benefits of its tax positions have a more likely than not chance of being sustained upon audit based upon the technical merits of the tax position. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. As a result of the implementation of ASC 740, the Company recognized no adjustment to its consolidated balance sheet or statement of operations. The Company believes that the positions taken on its income tax returns for open tax years will be

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sustained upon examination by the IRS. Therefore, the Company has not recorded a liability under ASC 740.

As of December 31, 2011, 2010 and 2009, the Company had no unrecognized tax benefits, and none which if recognized would affect the effective tax rate. The Company does not currently anticipate significant changes in the amount of unrecognized income tax benefits during the next twelve months.

The Company records interest and penalties associated with audits as a component of Income before income taxes. Penalties are recorded in Underwriting, operating and other expenses, and interest expense is recorded in Interest expenses in the Consolidated Statement of Operations. The Company had no interest and penalties accrued as of December 31, 2011 and 2010.

As of December 31, 2011, 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. During the year 2009, the Massachusetts Department of Revenue concluded its review of the 2005 and 2006 tax periods. The resulting audit adjustments were immaterial to the Company's financial position.

11. 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 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 year ended December 31, 2011, the Company purchased 1,190 of its common shares on the open market under the program at a cost of $43 resulting in total shares purchased of 1,728,645 at a cost of $55,569 as of December 31, 2011. During the year ended December 31, 2010, the Company purchased 162,907 of its common shares on the open market under the program at a cost of $5,814 resulting in total shares purchased of 1,727,455 at a cost of $55,526 as of December 31, 2010.

12. Statutory Net Income and Surplus

Statutory Accounting Practices

The Company's insurance company subsidiaries, domiciled in the Commonwealth of Massachusetts, prepare statutory financial statements in accordance with the accounting practices prescribed or permitted by the Division. Statutory net income of the Company's insurance company subsidiaries was $9,672, $56,246 and $51,640 for the years ended December 31, 2011, 2010 and 2009, respectively. Statutory capital and surplus of the Company's insurance subsidiaries was $570,492 and $582,432 at December 31, 2011 and 2010, respectively.

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Dividends

The Insurance 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 Commonwealth of Massachusetts Commissioner of Insurance (the "Commissioner"). 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 2011, the statutory surplus of Safety Insurance was $570,492 and its net income for 2011 was $8,958. As a result, a maximum of $57,049 is available in 2012 for such dividends without prior approval of the Commissioner. During the year ended December 31, 2011, Safety Insurance recorded dividends to Safety of $25,744.

13. 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.

The Company is responsible for the determination of the value of the investments carried at fair value and the supporting methodologies and assumptions. 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. The Company has processes designed to ensure that the values received from third party pricing service are accurately recorded, that the data inputs and valuation techniques utilized are appropriate and consistently applied and that the assumptions are reasonable and consistent with the objective of determining fair value. If the pricing service cannot

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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 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.

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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 December 31, 2011. There were no significant changes to the valuation process during the twelve months ending December 31, 2011. As of December 31, 2011 and December 31, 2010, no quotes or prices obtained were adjusted by management. All broker quotes obtained were non-binding.

At December 31, 2011 and 2010, investments in fixed maturities and equity securities classified as available-for-sale had a fair value which equaled carrying value of $1,101,047 and $1,077,861, respectively. At December 31, 2011 and 2010, other invested assets had a carrying value at cost of $7,701 and $2,817, which approximates fair value. At December 31, 2011 and 2010, we held no short-term investments. The carrying values of cash and cash equivalents and investment income accrued approximates fair value.

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Safety Insurance Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Dollars in thousands except per share and share data)

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

	As of December 31, 2011			
	Total	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**
U.S. Treasury securities	**$ 7,891**	**$**	**$ 7,891**	**$**
Obligations of states and political subdivisions	**468,818**		**468,818**	
Residential mortgage-backed securities	**294,926**		**294,926**	
Commercial mortgage-backed securities	**53,147**		**53,147**	
Other asset-backed securities	**13,780**		**13,780**	
Corporate and other securities	**241,405**		**241,405**	
Equity securities	**21,080**	**15,954**	**5,126**	
Total investment securities	**$ 1,101,047**	**$ 15,954**	**$ 1,085,093**	**$**

	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 years ended December 31, 2011 and 2010.

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

	Years Ended December 31,		
	2011	**2010**	**2009**
Balance at beginning of year	$	$ 2,504	$ 1,842
Net gains and losses included in earnings		183	
Net gains included in other comprehensive income		1,180	662
Purchases and sales		(3,867)	
Transfers in (out) of Level 3			
Balance at end of year	$	$	$ 2,504
Amount of total losses included in earnings attributable to the change in unrealized losses related to assets still held at end of year	$	$	$

Safety Insurance Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Dollars in thousands except per share and share data)

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 tables above, no transfers were made in or out of Level 3 during the years ended December 31, 2011, 2010, and 2009.

On January 1, 2010 and 2009, 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. This security was sold in October 2010.

14. Quarterly Results of Operations

An unaudited summary of the Company's 2011 and 2010 quarterly performance, and audited annual performance, is as follows:

	Year ended December 31, 2011				
	First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**	**Total Year**
Total revenue	**$ 158,797**	**$ 163,937**	**$ 168,035**	**$ 169,389**	**$ 660,158**
Net income	**(3,954)**	**4,085**	**8,810**	**4,760**	**13,702**
Earnings per weighted average common share:					
Basic	**(0.26)**	**0.27**	**0.58**	**0.31**	**0.90**
Diluted	**(0.26)**	**0.27**	**0.58**	**0.31**	**0.90**
Cash dividends paid per common share	**0.50**	**0.50**	**0.50**	**0.50**	**2.00**

	Year ended December 31, 2010				
	First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**	**Total Year**
Total revenue	$ 148,355	$ 151,398	$ 154,431	$ 158,535	$ 612,719
Net income	12,774	15,089	15,467	13,012	56,342
Earnings per weighted average common share:					
Basic	0.85	1.00	1.03	0.86	3.74
Diluted	0.85	1.00	1.03	0.86	3.74
Cash dividends paid per common share	0.40	0.40	0.50	0.50	1.80

15. Subsequent Events

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

16. Related Party Transactions

In December 2010, the Company entered into a $2,500 five-year Term Loan Facility Agreement with Precision Engineering Products, LLC. Mr. A. Richard Caputo, Jr., a member of the Company's Board of Directors and Chairman of the Investment Committee is a Principal of The Jordan Company, LP which is an equity investor in Precision Engineering Products, LLC. The term loan amortizes in equal quarterly installments in an aggregate annual amount equal to 1% of the original principal amount of the term loan, with the remainder due on the December 22, 2015, the maturity date of the term loan.

Safety Insurance Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Dollars in thousands except per share and share data)

In May 2011, the Company entered into a $2,500 five-year Term Loan Facility Agreement with Sensus USA Inc. Mr. A. Richard Caputo, Jr., a member of the Company's Board of Directors and Chairman of the Investment Committee is a Principal of The Jordan Company, L.P. which is an equity investor in Sensus USA Inc. The term loan amortizes in equal quarterly installments in an aggregate annual amount equal to 1% of the original principal amount of the Term Loan, with the remainder due on the May 9, 2016, the maturity date of the term loan.

In July 2011, the Company entered into a $2,000 five-year Term Loan Credit Agreement with Pro Mach, Inc. Mr. A. Richard Caputo, Jr., a member of the Company's Board of Directors and Chairman of the Investment Committee is a Principal of The Jordan Company, L.P. which is an equity investor in Pro Mach, Inc. The repayment terms of the loan call for Pro Mach, Inc. to make equal periodic quarterly payments of .25% of the original amount borrowed, beginning on September 30, 2011 with a final payment due on September 30, 2017.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. 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 and Chief Financial Officer, 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 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 Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, has audited the effectiveness of Safety Insurance Group, Inc.'s internal control over financial reporting as of December 31, 2011, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rules 13a-15 and 15d-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

The following disclosures relate to actions taken by the Board of Directors of the Company (the "Board"), the Compensation Committee of the Board and the Board of Directors of Safety Insurance Company and would otherwise have been filed during the first fiscal quarter of 2012 on a Form 8-K.

On March 8, 2012, the Compensation Committee of the Board approved executive long-term incentive awards to certain members of senior management pursuant to our 2002 Management Omnibus Incentive Plan, as Amended. The long-term incentive awards were granted in a total amount of $3,250 in the form of restricted stock, to be effective on and given a fair value of the closing price of our common stock on March 8, 2012. The restricted stock vests in three annual installments of 30% on March 8, 2013, 30% on March 8, 2014, and 40% on March 8, 2015. Of the total award the following amounts were allocated to the Company's CEO and Named

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Executive Officers; David F. Brussard, $1,150 worth of restricted stock; Daniel D. Loranger, $250 worth of restricted stock; Edward N. Patrick, Jr., $250 worth of restricted stock; William J. Begley, Jr., $400 worth of restricted stock; and George M. Murphy $425 worth of restricted stock. The form of restricted stock agreement that will be entered into is attached hereto as Exhibit 10.19.

Upon recommendation from the Compensation Committee, on March 8, 2012, the Board approved executive deferred compensation awards pursuant to the Executive Incentive Compensation Plan in the total amount of $160. Of the total award, the following amounts were allocated to the Company's CEO and Named Executive Officers: David F. Brussard, $56; Daniel D. Loranger, $19, Edward N. Patrick, Jr., $18; William J. Begley, Jr., $18; and George M. Murphy, $16.

PART III

ITEMS 10-14.

Within 120 days after the close of its fiscal year, the Company intends to file with the Securities and Exchange Commission a definitive proxy statement pursuant to Regulation 14A of the Securities Exchange Act of 1934 as amended, which will include the matters required by these items.

PART IV.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of this report:

1. Financial Statements: The Consolidated Financial Statements for the year ended December 31, 2011 are contained herein as listed in the Index to Consolidated Financial Statements.

2. Financial Statement Schedules: The Financial Statement Schedules are contained herein as listed in the Index to Financial Statement Schedules.

3. Exhibits: The exhibits are contained herein as listed in the Index to Exhibits.

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SAFETY INSURANCE GROUP, INC.

INDEX TO FINANCIAL STATEMENT SCHEDULES

Schedules		Page
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II	Condensed Financial Information of the Registrant	106
III	Supplementary Insurance Information	108
IV	Reinsurance	109
V	Valuation and Qualifying Accounts	110
VI	Supplemental Information Concerning Property and Casualty Operations	111

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Safety Insurance Group, Inc,

Summary of Investments Other than Investments in Related Parties

Schedule I

At December 31, 2011

(Dollars in thousands)

	Cost or Amortized Cost	Estimated Fair Value	Amount at which shown in the Balance Sheet
Fixed maturities:			
U.S. government and government agencies and authorities	$ 285,410	$ 302,817	$ 302,817
States, municipalities and political subdivisions	443,338	468,818	468,818
Corporate bonds	297,066	308,332	308,332
Total fixed maturities	1,025,814	1,079,967	1,079,967
Equity securities:			
Common stocks:			
Industrial, miscellaneous and all other	20,431	21,080	21,080
Total equity securities	20,431	21,080	21,080
Other long-term investments	7,701	7,701	7,701
Total investments	$ 1,053,946	$ 1,108,748	$ 1,108,748

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Safety Insurance Group, Inc.

Condensed Financial Information of the Registrant

Condensed Balance Sheets

Schedule II

(Dollars in thousands)

	December 31,	
	2011	2010
Assets		
Investments in consolidated affiliates	$ **657,295**	$ 654,408
Other	**20**	75
Total assets	$ **657,315**	$ 654,483
Liabilities		
Accounts payable and other liabilities	$ **1,002**	$ 1,007
Total liabilities	**1,002**	1,007
Shareholders' equity	**656,313**	653,476
Total liabilities and shareholders' equity	$ **657,315**	$ 654,483

Safety Insurance Group, Inc.

Condensed Financial Information of the Registrant

Condensed Statements of Income and Comprehensive Income

Schedule II

(Dollars in thousands)

	Years Ended December 31,		
	2011	2010	2009
Revenues, net of income taxes	$	$	$
Expenses	**1,078**	1,270	1,335
Net loss	**(1,078)**	(1,270)	(1,335)
Earnings from consolidated affiliates	**14,780**	57,612	55,487
Consolidated net income	**13,702**	56,342	54,152
Other net comprehensive income, net of taxes	**13,649**	3,106	25,394
Consolidated comprehensive net income	$ **27,351**	$ 59,448	$ 79,546

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Safety Insurance Group, Inc.

Condensed Financial Information of the Registrant

Condensed Statements of Cash Flows

Schedule II

(Dollars in thousands)

	Years Ended December 31,		
	2011	**2010**	**2009**
Consolidated net income	**$ 13,702**	$ 56,342	$ 54,152
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed earnings in consolidated subsidiaries	**(14,780)**	(57,612)	(55,487)
Amortization	**4,747**	4,013	3,877
Changes in assets and liabilities:			
Other assets	**55**	(29)	19
Accounts payable and accrued liabilities	**(5)**	10	(304)
Net cash provided by operating activities	**3,719**	2,724	2,257
Dividends received from consolidated subsidiaries	**25,744**	28,198	64,412
Net cash provided by investing activities	**25,744**	28,198	64,412
Proceeds from exercise of stock options	**902**	1,990	367
Dividends paid	**(30,322)**	(27,098)	(24,840)
Acquisition of treasury stock	**(43)**	(5,814)	(42,196)
Net cash used for financing activities	**(29,463)**	(30,922)	(66,669)
Net increase in cash and cash equivalents			
Cash and cash equivalents, beginning of year			
Cash and cash equivalents, end of year	**$**	$	$

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Safety Insurance Group, Inc.

Supplementary Insurance Information

Schedule III

(Dollars in thousands)

	As of December 31,								
Segment	**Deferred Policy Acquisition Costs**	**Future Policy Benefits, Losses, Claims and Loss Expenses**	**Unearned Premiums**	**Premium Revenue**	**Net Investment Income**	**Benefits, Claims, Losses, and Settlement Expenses**	**Other Operating Expenses**	**Premiums Written**	**Amortization of Deferred Policy Acquisition Costs**
Property and Casualty Insurance									
2011	**$ 56,716**	**$ 403,872**	**$ 329,562**	**$ 598,368**	**$ 39,060**	**$ 466,640**	**$ 68,362**	**$ 620,316**	**$ 110,795**
2010	52,824	404,391	306,053	551,950	41,395	360,848	70,843	576,807	101,980
2009	47,900	439,706	282,434	531,969	43,308	346,301	74,621	532,629	96,503

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Safety Insurance Group, Inc.

Reinsurance

Schedule IV

(Dollars in thousands)

Property and Casualty Insurance Earned Premiums	Gross Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Percentage of Amount Assumed to Net
Years ended December 31,					
2011	**$ 626,483**	**$ 43,905**	**$ 15,790**	**$ 598,368**	**2.6%**
2010	580,942	43,126	14,134	551,950	2.6
2009	555,020	49,603	26,552	531,969	5.0

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Safety Insurance Group, Inc.

Valuation and Qualifying Accounts

Schedule V

(Dollars in thousands)

		Additions			
	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions(1)	Balance at End of Period
Allowance for doubtful accounts					
Years Ended December 31,					
2011	**$ 362**	**$ 1,018**	**$**	**$ 1,018**	**$ 362**
2010	210	1,231		1,079	362
2009	110	1,274		1,174	210

(1) Deductions represent write-offs of accounts determined to be uncollectible.

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Safety Insurance Group, Inc.
Supplemental Information Concerning Property and Casualty Insurance Operations
Schedule VI
(Dollars in thousands)

	As of December 31,			Years Ended December 31,		Years Ended December 31,				
						Claims and Claims Adjustment Expenses Incurred Related to				
Affiliation With Registrant	**Deferred Policy Acquisition Costs**	**Reserves for Unpaid Claims and Claims Adjustment Expenses**	**Unearned Premiums**	**Earned Premiums**	**Net Investment Income**	**Current Year**	**Prior Year**	**Amortization of Deferred Policy Acquisition Costs**	**Paid Claims and Claims Adjustment Expenses**	**Premiums Written**
Consolidated Property & Casualty Subsidiaries										
2011	**$ 56,716**	**$ 403,872**	**$ 329,562**	**$ 598,368**	**$ 39,060**	**$ 503,323**	**$ (36,683)**	**$ 110,795**	**$ 465,786**	**$ 620,316**
2010	52,824	404,391	306,053	551,950	41,395	409,005	(48,157)	101,980	384,436	576,807
2009	47,900	439,706	282,434	531,969	43,308	390,366	(44,065)	96,503	362,539	532,629

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 13th day of March, 2012.

SAFETY INSURANCE GROUP, INC.

By: /s/ DAVID F. BRUSSARD

David F. Brussard,
President,Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David F. Brussard and William J. Begley, Jr., and each of them individually, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each such attorney-in-fact and agent, or his substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, to all intents and purposes and as fully as he might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ DAVID F. BRUSSARD David F. Brussard	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 13, 2012
/s/ WILLIAM J. BEGLEY, JR. William J. Begley, Jr.	Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	March 13, 2012
/s/ A. RICHARD CAPUTO, JR. A. Richard Caputo, Jr.	Director	March 13, 2012
/s/ FREDERIC H. LINDEBERG Frederic H. Lindeberg	Director	March 13, 2012
/s/ PETER J. MANNING Peter J. Manning	Director	March 13, 2012
/s/ DAVID K. MCKOWN David K. McKown	Director	March 13, 2012

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SAFETY INSURANCE GROUP, INC.

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Form of Amended and Restated Certificate of Incorporation of Safety Insurance Group, Inc.[1]
3.2	Form of Amended and Restated Bylaws of Safety Insurance Group, Inc.[1]
4	Form of Stock Certificate for the Common Stock[1]
10.1	Lease Agreement between Thomas Black Corporation and Aman, Inc. for the lease of office space located on the 1st through 6th, 11th and 12th floors of 20 Custom House Street, Boston, Massachusetts, dated June 11, 1987, and as amended on October 11, 1988, September 14, 1989, September 19, 1990, February 23, 1994, December 20, 1996, June 24, 2002, July 26, 2004 and April 5, 2007[2]
10.2	Tax Indemnity Agreement by and among Safety Holdings, Inc. and the Management Team, dated October 16, 2001[1]
10.3	2001 Restricted Stock Plan[1][4]
10.4	Executive Incentive Compensation Plan[1][4]
10.5	2002 Management Omnibus Incentive Plan, as Amended[7]
10.6	Reinsurance Terms Sheet between Safety Insurance Company and Swiss Re America Corporation, effective January 1, 2002[1]
10.7	Excess Catastrophe Reinsurance Program Terms Sheet between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Blanch Inc., effective January 1, 2002[1]
10.8	Property Risk Excess of Loss Reinsurance Program Terms Sheet between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Blanch Inc., effective January 1, 2002[1]
10.9	Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and the Hartford Steam Boiler Inspection and Insurance Company, effective July 1, 2003[1]
10.10	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and David F. Brussard, as of December 31, 2008[3][4][11]
10.11	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and William J. Begley, Jr., as of December 31, 2008[3][4][11]
10.12	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and Edward N. Patrick, Jr., as of December 31, 2008[3][4][11]
10.13	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and Daniel D. Loranger, as of December 31, 2008[3][4][11]
10.14	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and Robert J. Kerton, as of December 31, 2008[3][4][13]
10.15	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and David E. Krupa, as of December 31, 2008[3][4][11]
10.16	Safety Insurance Company Executive Incentive Compensation Plan Basic Document[4][5][12]
10.17	Safety Insurance Company Executive Incentive Compensation Plan Adoption Agreement[4][5][12]
10.18	Safety Insurance Company Executive Incentive Compensation Plan Rabbi Trust Agreement[4][5][12]
10.19	Form of Restricted Stock Notice and Agreement (with vesting) under the 2002 Management Omnibus Incentive Plan[4][5]
10.20	Form of Restricted Stock Notice and Agreement (without vesting) under the 2002 Management Omnibus Incentive Plan[4][5]
10.21	Form of Nonqualified Stock Option Notice and Agreement under the 2002 Management Omnibus Incentive Plan[4][5]
10.22	Form of Incentive Stock Option Notice and Agreement under the 2002 Management Omnibus Incentive Plan[4][5]
10.23	Form of Stock Appreciation Right Notice and Agreement under the 2002 Management Omnibus Incentive Plan[4][5]
10.24	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and James D. Berry, as of December 31, 2008[4][6][13]
10.25	Amended and Restated Employment Agreement by and between Safety Insurance Group, Inc. and George M. Murphy, as of December 31, 2008[4][6][13]
10.26	Excess Catastrophe Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Blanch Inc., effective January 1, 2006[7]
10.27	Property Excess of Loss Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Blanch Inc., effective January 1, 2006[7]
10.28	Casualty Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, effective January 1, 2006[7]

Exhibit Number	Description
10.29	Addendum No. 1 to Casualty Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, effective January 1, 2006(7)
10.30	Property Catastrophe Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, effective January 1, 2006(7)
10.31	Umbrella Liability Quota Share Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, effective January 1, 2006(7)
10.32	Addendum No. 1 to Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and the Hartford Steam Boiler Inspection and Insurance Company, effective April 1, 2006(7)
10.33	Annual Performance Incentive Plan(4)(7)
10.34	Excess Catastrophe Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Inc., effective January 1, 2007(8)
10.35	Addendum No.1 to Excess Catastrophe Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Inc., adding Safety Property and Casualty Insurance Company as a named reinsured company, effective January 1, 2007(8)
10.36	Property Excess of Loss Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Inc., effective January 1, 2007(8)
10.37	Addendum No. 1 to Property Excess of Loss Reinsurance Contract between Safety Insurance Company, Safety Indemnity Insurance Company and Benfield Inc., adding Safety Property and Casualty Insurance Company as a named reinsured company, effective January 1, 2007(8)
10.38	Property Catastrophe Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Reinsurance America Corporation, effective January 1, 2007(8)
10.39	Addendum No. 2 to Casualty Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Reinsurance America Corporation, effective January 1, 2007(8)
10.40	Addendum No. 2 to Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and The Hartford Steam Boiler Inspection and Insurance Company, effective January 1, 2007(8)
10.41	Addendum No. 1 to Umbrella Liability Quota Share Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, adding Safety Property and Casualty Insurance Company as a named reinsured company, effective September 1, 2007(9)
10.42	Addendum No. 3 to Casualty Excess of Loss Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company and Swiss Re America Corporation, adding Safety Property and Casualty Insurance Company as a named reinsured company, effective September 1, 2007(9)
10.43	Amended and Restated Revolving Credit Agreement with RBS Citizens(10)
10.44	Amendment to Annual Performance Incentive Plan(4)(11)
10.45	Amendment to Management Omnibus Incentive Plan dated December 31, 2008(4)(11)
10.46	Service Line for Homeowners Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company, and Safety Property and Casualty Insurance Company and The Hartford Steam Boiler Inspection and Insurance Company, effective August 1, 2010(14)
10.47	Equipment Breakdown for Homeowners Reinsurance Agreement between Safety Insurance Company, Safety Indemnity Insurance Company, and Safety Property and Casualty Insurance Company and the Hartford Steam Boiler Inspection and Insurance Company, effective August 1, 2010(14)
10.48	Amendment to Management Omnibus Incentive Plan dated August 4, 2010(4)(15)
10.49	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.(16)
10.50	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.(16)
10.51	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.(16)
21	Subsidiaries of Safety Insurance Group, Inc.(9)
23	Consent of PricewaterhouseCoopers LLP(17)
24	Power of Attorney(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(17)

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Exhibit Number	Description
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(17)
32.1	CEO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(17)
32.2	CFO Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(17)
101	The following materials from Safety Insurance Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 formatted in eXtensible Business Reporting Language ("XBRL"): (i) Consolidated Balance Sheets at December 31, 2011 and 2010; (ii) Consolidated Statements of Income for the years ending December 31, 2011, 2010 and 2009; (iii) Consolidated Statements of Comprehensive Income for the years ending December 31, 2011, 2010 and 2009; (iv) Consolidated Statements of Shareholders' Equity for the years ending December 31, 2011, 2010 and 2009; (v) Consolidated Statements of Cash Flows for the years ending December 31, 2011, 2010 and 2009 and (vi) related notes and supplementary schedules to these financial statements, tagged as blocks of text.(17)

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(1) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-87056) filed April 26, 2002, and as amended on Form S-8 (Reg. No. 333-110676) filed on November 21, 2003 and as amended on Form S-8 (Reg. No. 333-140423) filed on February 2, 2007.

(2) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-87056) filed April 26, 2002, and as amended on Form S-8 (Reg. No. 333-110676) filed on November 21, 2003 and as amended on Form S-8 (Reg. No. 333-140423) filed on February 2, 2007, and as incorporated herein by reference on Form 10-Q for the quarterly period ended June 30, 2007, as filed on August 9, 2007.

(3) Incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended September 30, 2004 filed on November 9, 2004.

(4) Denotes management contract or compensation plan or arrangement.

(5) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2004 filed on March 16, 2005.

(6) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2005 filed on March 16, 2006.

(7) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2006 filed on March 1, 2007.

(8) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2007 filed on November 9, 2007.

(9) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2007 filed on March 14, 2008.

(10) Incorporated herein by reference to the Registrant's Form 8-K filed on August 20, 2008.

(11) Incorporated herein by reference to the Registrant's Form 8-K filed on December 31, 2008.

(12) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2008, as filed on November 7, 2008.

(13) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2008 filed on March 13, 2009.

(14) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended June 30, 2010, as filed on August 6, 2010.

(15) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 2010 filed on March 14, 2011.

(16) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2011, as filed on November 8, 2011.

(17) Included herein.